VINPEARL

VINPEARL JOINT STOCK COMPANY

(a shareholding company incorporated under the laws of the Socialist Republic of Vietnam)

U.S.$325,000,000 3.50% Guaranteed Exchangeable Bonds due 2023

exchangeable into Shares of Vingroup Joint Stock Company unconditionally and irrevocably guaranteed by

VINGROUP

VINGROUP JOINT STOCK COMPANY

(a shareholding company incorporated under the laws of the Socialist Republic of Vietnam)

Issue price: 100.00%

The U.S.$325,000,000 3.50% Guaranteed Exchangeable Bonds due 2023 (the "**Bonds**") to be issued by Vinpearl Joint Stock Company (the "**Issuer**"), will be constituted pursuant to a trust deed (the "**Trust Deed**") dated 11 June 2018 between the Issuer, Vingroup Joint Stock Company ("**Vingroup**" or the "**Guarantor**"), and The Bank of New York Mellon, London Branch as trustee for the holders of the Bonds (the "**Trustee**"). The issue price of the Bonds will be 100.00% of the aggregate principal amount of the Bonds. Interest on the Bonds will be payable semi-annually in arrear on 14 June and 14 December of each year (each an "**Interest Payment Date**"). The first interest payment will be made on 14 December 2018.

Subject to the rights of the Issuer to make a cash election and as otherwise provided in the terms and conditions of the Bonds (the "**Conditions**"), Bondholders have the right to exchange their Bonds into ordinary shares in the capital of Vingroup (the "**Exchange Shares**") at any time during the Exchange Period (as defined in the Conditions) The price at which Exchange Shares will be delivered upon exchange (the "**Exchange Price**") will initially be VND138,526.4840 per Exchange Share, but will be subject to adjustment in the manner provided in the Conditions. Further, a Bondholder has the right to exercise exchange rights upon the occurrence of a Change of Control (as defined in the Conditions). The Exchange Price is subject to adjustment in the circumstances described under "*Terms and Conditions of the Bonds—Exchange—Adjustments to Exchange Price*". The Exchange Shares are listed on the Ho Chi Minh City Stock Exchange (the "**HSX**"). The closing price of the Exchange Shares on the HSX on 11 June 2018 was VND124,300 per Exchange Share.

Unless previously redeemed, exchanged, purchased and cancelled, the Bonds will be redeemed on the Maturity Date at 104.130% of their principal amount, together with accrued but unpaid interest calculated in accordance with the Conditions. The Bonds may be redeemed in whole (but not in part), at the option of the Issuer at any time after 14 June 2021, subject to satisfaction of certain conditions, at the Early Redemption Amount (as defined in the Conditions) together with accrued but unpaid interest to the date fixed for such redemption if the Closing Price (as defined in this Offering Circular) of the Exchange Shares on each of 20 consecutive Trading Days (as defined in the Conditions), the last of which occurs not more than 30 days prior to the date upon which notice of such redemption is published, (translated into U.S. dollars at the Prevailing Rate) was at least 130% of the Early Redemption Amount as at each of such Trading Days for a Bond with a principal amount of U.S.$200,000 divided by the Exchange Ratio in effect on each of such Trading Days. The Bonds may also be redeemed in whole (but not in part) at any time at the option of the Issuer at the Early Redemption Amount together with accrued but unpaid interest to the date fixed for such redemption (i) if at least 90% in principal amount of the Bonds originally issued (which, for this purpose, shall be the aggregate of the principal amount of the Bonds and the principal amount of any further bonds issued pursuant to the Conditions) have already been exchanged, redeemed or purchased and cancelled or (ii) in the event of certain changes in the laws and regulations relating to taxation in Vietnam. Holders of the Bonds will have the right to require the Issuer to redeem the Bonds (i) at the Early Redemption Amount together with accrued but unpaid interest on the Relevant Event Redemption Date (as defined in the Conditions), in the event that the Exchange Shares cease to be listed and/or admitted to trading or trading in the Exchange Shares is suspended for a period equal to or exceeding 20 Trading Days on the HSX, or if applicable, the Alternative Stock Exchange (as defined in this Offering Circular), or a Change of Control has occurred or (ii) at 101.549% of their principal amount together with accrued but unpaid interest on 14 June 2020.

Approval-in-principle has been obtained for the Bonds to be listed on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this Offering Circular. Admission of the Bonds to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Issuer, Vingroup, their respective subsidiaries and associates, or the Bonds and the Exchange Shares. The listing of the Bonds on the SGX-ST will only take place upon the receipt of approval from the State Securities Commission of Vietnam (the "**SSC**"), which is expected to be on or about 20 days after the Closing Date. The Bonds will be traded on the SGX-ST in a minimum board lot size of U.S.$200,000 for so long as the Bonds are listed on the SGX-ST.

Investing in the Bonds and the Exchange Shares involves certain risks. See "*Risk Factors*" beginning on page 16 for a discussion of certain factors to be considered in connection with an investment in the Bonds and the Exchange Shares.

The Bonds will be represented by a single Global Certificate (as defined in the Conditions) in registered form, deposited with a common depositary for, and registered in the name of a nominee of, Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream**") on or about 14 June 2018 (the "**Closing Date**"), for the accounts of their respective accountholders.

Beneficial interests in the Global Certificate will be shown on, and transfers thereof will be effected through, records maintained by Euroclear and Clearstream. Except as described in this Offering Circular, definitive Certificates representing individual Bonds will not be issued in exchange for interests in the Global Certificate.

The Bonds and the Exchange Shares to be delivered upon exchange of the Bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and, subject to certain exceptions, may not be offered or sold within the United States of America (the "**United States**" or the "**U.S.**"). The Bonds and the Exchange Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. For a description of certain restrictions on resale or transfer, see "*Subscription and Sale*".

This Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore (the "MAS") under the Securities and Futures Act, Cap. 289 of Singapore (the "SFA") and accordingly, the Bonds and the Exchange Shares may not be offered or sold, nor may the Bonds and the Exchange Shares be the subject of an invitation for subscription or purchase, nor may this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Bonds and the Exchange Shares be circulated or distributed, whether directly or indirectly, to any person in Singapore other than under exemptions provided in the SFA for offers made (a) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (b) to a relevant person (as defined in Section 275(2) of the SFA), or any person pursuant to an offer referred to in Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA or (c) otherwise pursuant to, and in accordance with, the conditions of any other applicable provision of the SFA.

Joint Lead Managers

CREDIT SUISSE Deutsche Bank

The date of this Offering Circular is 12 June 2018.

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IMPORTANT INFORMATION

Each of the Issuer and the Guarantor confirms that: (i) all statements of fact with respect to the Issuer, the Guarantor and each other member of the Group, the Exchange Shares and the Bonds contained in this Offering Circular are true and accurate in all material respects and not misleading and all opinions, intentions and expectations contained herein are honestly held after due and proper consideration and are based on facts known to, or reasonable assumptions of, the Issuer or the Guarantor (as the case may be); (ii) this Offering Circular does not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and (iii) without limitation to the generality of the foregoing, this Offering Circular contains all information with respect to the Group, taken as a whole, and to the Exchange Shares and the Bonds which is material in the context of the issue and offering of the Bonds (including the information which is required by the listing rules of the SGX-ST and applicable laws of Vietnam and Singapore and which, according to the particular nature of the Issuer, the Guarantor, the Exchange Shares and the Bonds, is necessary to enable investors and their investment advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the Issuer and of the Guarantor and of the rights attaching to the Exchange Shares and the Bonds). Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Offering Circular.

This Offering Circular is highly confidential and has been prepared by the Issuer solely for use in connection with the issuance and offering of the Bonds described herein. Credit Suisse (Singapore) Limited and Deutsche Bank AG, Hong Kong Branch (the "**Joint Lead Managers**"), reserve the right, for any reason, to reject any offer to subscribe for the Bonds, in whole or in part, or to sell less than all of the Bonds offered hereby. You should read this Offering Circular before making a decision whether to purchase the Bonds.

This Offering Circular is intended solely for use in connection with the issuance and offering of the Bonds described herein, and does not purport to summarise all of the terms, conditions, covenants and other provisions contained in the Trust Deed and other transaction documents described herein. The information provided is not all-inclusive.

The distribution of this Offering Circular and the offering, sale or delivery of the Bonds in certain jurisdictions may be restricted by law. Persons who acquire this Offering Circular are required by the Issuer, the Guarantor and the Joint Lead Managers to inform themselves about and to observe any such restrictions and must obtain any consent, approval or permission required for the purchase, offer or sale by it of the Bonds under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes purchases, offers or sales. No action is being taken to permit a public offering of the Bonds or the distribution of this Offering Circular in any jurisdiction where action would be required for such purposes. See the section entitled "*Subscription and Sale*" for a description of certain restrictions on the offer and sale of the Bonds, and the circulation of documents relating thereto, in certain jurisdictions. Nothing contained in this Offering Circular is or shall be relied upon as a promise or representation, whether as to the past or the future.

This Offering Circular is not a prospectus for the purposes of the European Union's Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) as implemented in member states of the European Economic Area.

You should rely only on the information contained in this Offering Circular. No person has been authorised to give any information or to make any representation other than those included in this Offering Circular in connection with the issuance or sale of the Bonds and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor and the Joint Lead Managers, the Trustee or the Agents (each as defined in the Conditions). The information in this Offering Circular is given only as of the date of this Offering Circular. Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the Issuer's, the Guarantor's or our Group's affairs or that there has been no adverse change in the Issuer's, the Guarantor's or our Group's financial position since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Bonds is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the Offering Circular containing the same. None of the Joint Lead Managers, the Trustee or the Agents undertake to review the financial condition and affairs of the Issuer, the Guarantor or our Group following the date of this Offering Circular nor to advise any investor or potential investor in the Bonds of any information coming to the attention of the Joint Lead Managers, the Trustee or the Agents.

This Offering Circular is personal to the prospective investors to whom it has been delivered by the Joint Lead Managers and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire Bonds. Investors may not reproduce or distribute this Offering Circular, in whole or in part, and investors may not disclose any of the contents of this Offering Circular or use any information herein for any purpose other than considering an investment in the Bonds. Distribution of this Offering Circular to any other person other than the prospective investor and any person retained to advise such prospective investor with respect to its purchase is unauthorised, and any disclosure of any of its contents, without prior written consent of the Issuer, is prohibited.

By accepting delivery of this Offering Circular, the prospective investor agrees to the foregoing and to make no photocopies or other reproduction of this Offering Circular.

None of the Joint Lead Managers, the Trustee and the Agents or any of their respective affiliates, advisers, directors, employees, agents or representatives make any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this Offering Circular and investors should not rely on anything contained in this Offering Circular as a promise or representation by the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, advisers, directors, employees, agents or representatives. None of the Joint Lead Managers, the Trustee and the Agents or any of their respective affiliates, advisers, directors, employees, agents or representatives has independently verified any of such information and, to the fullest extent permitted by law, assumes no responsibility for its accuracy or completeness. Each person receiving this Offering Circular acknowledges that such person has not relied on the Joint Lead Managers, the Trustee and the Agents or any of their respective affiliates, advisers, directors, employees, agents or representatives 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 Joint Lead Managers, the Trustee and the Agents accept any responsibility for the contents of or any omission from this Offering Circular or for any statement made or purported to be made by it or on its behalf with respect to the Issuer, the Guarantor or the offering and issuance of the Bonds. Each of the Joint Lead Managers, the Trustee and the Agents accordingly disclaims 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. The appointment of the Trustee and the Agents is subject to internal approvals by the entities named as such in this Offering Circular.

Neither this Offering Circular nor any other information supplied in connection with the offering of the Bonds (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer, the Guarantor, the Joint Lead Managers, the Trustee or the Agents that any recipient of this Offering Circular, or any other information supplied in connection with the offering of the Bonds, should purchase the Bonds. Each person contemplating making an investment in the Bonds must make its own investigation and analysis of the Issuer's and our Group's creditworthiness and its own determination of the suitability of any such investment, with particular reference to its own investment objectives and experience and any other factors which may be relevant to it in connection with such investment. No person should construe the contents of this Offering Circular as legal, business or tax advice and each person should be aware that it may be required to bear the financial risks of any investment in the Bonds for an indefinite period of time. Each person should consult its own counsel, accountant and other advisers as to legal, tax, business, financial and related aspects of an investment in the Bonds.

This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer, the Joint Lead Managers or any affiliate or representative of any of the Issuer, the Guarantor or the Joint Lead Managers to subscribe for or purchase, any Bonds in any jurisdiction or in any circumstances in which such offer, invitation or solicitation is not authorised or to any person to whom it is unlawful to make such offer, invitation or solicitation. None of the Issuer, the Guarantor, the Joint Lead Managers, the Trustee, the Agents, or any of their respective affiliates, advisers, directors, employees, agents or representatives is or are making any representation to any investor regarding the legality of an investment in the Bonds by such investor under applicable laws. Investors should not consider any information in this Offering Circular to be legal, business and tax advice regarding an investment in the Bonds. See the section entitled "*Risk Factors*" for a discussion of certain factors to be considered in connection with an investment in the Bonds.

The Issuer, the Guarantor and the Joint Lead Managers are relying on the exemption from registration under the Securities Act provided by Regulation S for offers and sales of securities made outside the United States. The Bonds have not been registered under the Securities Act or the securities laws of any other jurisdiction and, unless so registered, may be offered or sold only in transactions that are exempt from or not subject to, the registration requirements of the Securities Act and any other applicable laws.

Each purchaser of the Bonds must comply with all applicable laws and regulations in force in each jurisdiction in which it purchases, offers or sells such Bonds or possesses or distributes this Offering Circular and must obtain any consent, approval or permission required by it for the purchase, offer or sale by it of such Bonds under the laws and regulations in force in any jurisdictions to which it is subject or in which it makes such purchases, offers or sales and none of the Issuer, the Guarantor, the Trustee or the Joint Lead Managers shall have any responsibility therefor.

The contents of this Offering Circular have not been reviewed by any regulatory authority in any jurisdiction. You are advised to exercise caution in relation to the offering of the Bonds. If you are in any doubt about any of the contents of this Offering Circular, you should obtain independent professional advice. Information on our website or any website directly or indirectly 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 relied upon.

MiFID II product governance / Professional investors and ECPs only target market—Solely for the purposes of (a) Deutsche Bank AG, Hong Kong Branch (the "**Manufacturer**")'s product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "**distributor**") should take into consideration the Manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the Manufacturer's target market assessment) and determining appropriate distribution channels.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Offering Circular includes forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond our control and all of which are based on our management's current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believe", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "targets", "plans", "predicts", "continues", "assumes", "positioned" or "anticipates" or the negative thereof, other variations thereon or comparable terminology. They appear in a number of places throughout this Offering Circular and include certain operating and financial projections for 2018 and/or 2019 in relation to revenue to be recognised based on unbilled contractual sales, gross development value and estimates of gross profit margins, unlevered internal rate of return, launch dates and delivery start and end dates of our Launched Projects and/or Pipeline Projects. Such projections, estimates and forecasts are highly subjective in nature and based on management's assessment of current market conditions and trends and performance, and current timetables for development, sales and delivery of projects, taking into account similarities and differences in markets and project characteristics such as size, location, quality, offerings and competition. Such projections, estimates and forecasts are presented only as a guide about future possibilities and do not represent actual amounts or assured events. Forward-looking statements further include all matters that are not historical facts. In particular, various statements under "*Summary*", "*Risk Factors*", "*Description of our Group*", and "*Corporate Governance and Management*" regarding our strategy and other future events or prospects are forward-looking statements.

These forward-looking statements and other statements contained in this Offering Circular regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing us, including:

- domestic and global economic conditions and, in particular, economic and real estate market conditions in Vietnam;
- fluctuations in our cash flows from pre-sales, leasing and other funding sources;
- development risks relating to our projects, including the performance of third-party service providers such as planning, design and construction contractors and delays in securing governmental approvals;
- our ability to execute our business strategies, including our strategy to grow our business;
- our ability to complete pending acquisitions of projects and land bank and to acquire projects and land bank in the future;
- changes in applicable laws and regulations, including regulation of land clearance and resettlement activities in Vietnam;
- our ability to compete with other integrated property developers;
- the inability or unwillingness of customers to complete their purchases;
- changes in the competitive landscape in Vietnam;

- our ability to diversify our income sources and generate recurring lease income;
- our ability to retain the services of our senior management team;
- our ability to comply with applicable laws and regulations in Vietnam; and
- other risks, uncertainties and factors set forth in this Offering Circular, including under "*Risk Factors*".

Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements.

These forward-looking statements speak only as of the date of this Offering Circular. Save for its obligations under the SGX-ST Listing Manual, the Issuer 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 our 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, references to the terms the "**Issuer**" and **"Vinpearl**" are to Vinpearl Joint Stock Company; and references to the terms "**we**", "**us**", "**our**" and "**Group**" are to Vingroup Joint Stock Company and its consolidated subsidiaries (including Vinpearl).

All references to "**Shares**" refer to Vingroup's shares registered with VSD. All references to "**Shareholders**" refer to shareholders holding Shares.

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 "**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.

All references to our Group's "**Completed Projects**" are to residential projects or the residential components of mixed used projects that have (i) been constructed and put into operation, (ii) at least 95.0% of units under contracts for sale and (iii) at least 80.0% of all units delivered to customers.

All references to our Group's "**Launched Projects**" are to residential projects or the residential components of mixed used projects, other than Completed Projects, for which the Group has obtained land use rights and construction permits from the relevant Vietnamese authorities and commenced early site works.

All references to our Group's "**Pipeline Projects**" are to fully or partially planned and designed residential projects or the residential components of mixed used projects in respect of which our Group has entered into, or been appointed to be an investor under, a land grant contract with, or obtained a land transaction confirmation letter from, the relevant Vietnamese authorities but land use rights and/or construction permits have not been obtained.

All references to a "**key**" are to a hotel room or beach villa.

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.

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 document and should not be relied on. Vingroup is listed on the HSX and is required to make certain public filings and/or disclosure pursuant to the rules of the HSX. None of such public filings and/or disclosure is incorporated by reference into this Offering Circular and should not be relied on, with the exception of the interim consolidated financial statements of Vingroup and its subsidiaries as of and for the three months ended 31 March 2018, prepared in accordance with VAS and reviewed by Ernst & Young Vietnam Limited in accordance with Vietnamese Standard on Review Engagements No. 2410—*Review of Interim Financial Information Performed by the Independent Auditor of the Entity,* which we have uploaded onto our website, www.vingroup.net.

PRESENTATION OF FINANCIAL INFORMATION

This Offering Circular contains the separate financial statements of the Issuer as of and for the years ended 31 December 2016 and 2017 (the "**Issuer Financials**"), which were prepared in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of financial statements in Vietnam ("**VAS**"). The Issuer Financials have been audited by Ernst & Young Vietnam Limited and the audit has been conducted in accordance with Vietnamese Standards on Auditing.

This Offering Circular contains the consolidated financial statements of Vingroup and its subsidiaries as of and for the years ended 31 December 2015, 2016 and 2017 (the "**Guarantor Financials**"), which were prepared in accordance with VAS. The Guarantor Financials have been audited by Ernst & Young Vietnam Limited and the audit has been conducted in accordance with Vietnamese Standards on Auditing.

This Offering Circular incorporates by reference the interim consolidated financial statements of Vingroup and its subsidiaries as of and for the three months ended 31 March 2018, prepared in accordance with VAS and reviewed by Ernst & Young Vietnam Limited in accordance with Vietnamese Standard on Review Engagements No. 2410—*Review of Interim Financial Information Performed by the Independent Auditor of the Entity* (the "**Interim Guarantor Financials**"). The Interim Guarantor Financials contain the interim consolidated financial statements of Vingroup and its subsidiaries as of and for the three months ended 31 March 2017, prepared in accordance with VAS (the "**1Q2017 Guarantor Financials**"). The 1Q2017 Guarantor Financials have neither been reviewed nor audited, and therefore you should not use the 1Q2017 Guarantor Financials as a basis for your investment or to predict our Group's future performance. *See* "*Risk Factors*".

The Guarantor Financials each include disclosures of significant acquisitions and disposals during the relevant year. For more information on these acquisitions and disposals, please see Note 4 to the Guarantor Financials, contained elsewhere in this Offering Circular. For these reasons, the year-to-year comparison of Vingroup's operating results for the years ended 31 December 2015, 2016 and 2017 may not be meaningful and you should not use such comparisons as a basis for your investment or to predict our future performance.

The Issuer's separate financial statements as of and for the year ended 31 December 2017 includes the results of operations of Vinpearl Nha Trang Company Limited, Vinpearl Da Nang One Member Limited Liability Company, Vinpearl Hoi An One Member Limited Liability Company, Future Property Invest Ltd., Vinpearl Quy Nhon Joint Stock Company, Vinpearl Long Beach Company Limited, Vinpearl Ha Long Company Limited, Vinpearl Can Tho Company Limited, Vinpearl Management Limited Liability Company, Vinpearlland Joint Stock Company and Vinpearl Trading Investment Joint Stock Company from their respective dates of merger into the Issuer. For more information on these mergers please see Note 4 of the audited separate financial statements of Vinpearl for the year ended 31 December 2017, contained elsewhere in this Offering Circular. For these reasons, the year-to-year comparison of the Issuer's operating results for the years ended 31 December 2016 and 2017 may not be meaningful and you should not use such comparisons as a basis for your investment or to predict the Issuer's future performance.

MARKET AND INDUSTRY INFORMATION

This Offering Circular includes market and industry data and forecasts that have been obtained from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications. Industry publications, surveys and forecasts generally state that the information they contain has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such included information. While we believe that the third party information and data contained in this Offering Circular are reliable, we cannot ensure the accuracy of the information or data, and we, the Trustee, the Joint Lead Managers and any of our or their affiliates or advisers have not independently verified this information or data or ascertained the underlying assumptions relied upon therein.

SUMMARY

This summary highlights information contained elsewhere in this Offering Circular. This summary is qualified in its entirety by more detailed information and financial statements, including notes thereto, appearing elsewhere in this Offering Circular. For a discussion of certain matters that you should consider in evaluating an investment in the Bonds, see "Risk Factors". You should read this entire Offering Circular carefully, including financial statements of our Group and of the Issuer and the Guarantor and related notes contained therein.

OVERVIEW

The Issuer

The Issuer is a leading integrated hospitality and entertainment centre developer and operator in Vietnam with approximately 6,000 keys owned and managed as of 31 December 2017. As of 31 December 2017, it developed and operated 17 hotels and resorts in nine major cities and popular tourist destinations in Vietnam, including Phu Quoc, Da Nang, Nha Trang and Ha Long. As of 31 December 2017, it also developed and operated four entertainment centres and three golf courses. We intend to grow the Issuer's business to over 30 resorts, hotels with over 11,100 keys owned and managed by 31 December 2020. The Issuer develops hotels, resorts, amusement parks, safaris, golf courses and entertainment centres as standalone properties or as part of our Group's mixed use projects under the "Vinpearl", "Vinpearlland" and "Vinpearl Golf" brands.

The Issuer is the principal vehicle through which our Group operates in the hospitality and entertainment business division. See "*Description of our Group—Business Divisions—Hospitality and Entertainment*".

The Issuer was established on 26 July 2006. On 3 January 2017, as part of a corporate reorganisation, several subsidiaries of the Issuer merged into the Issuer. For more information, please see Note 4 of the audited separate financial statements of Vinpearl for the year ended 31 December 2017, contained elsewhere in this Offering Circular. On 11 September 2017, Vinpearlland merged into the Issuer. Vinpearlland operates the entertainment assets of our Group. See "*Description of our Group—Business Divisions—Hospitality and Entertainment*".

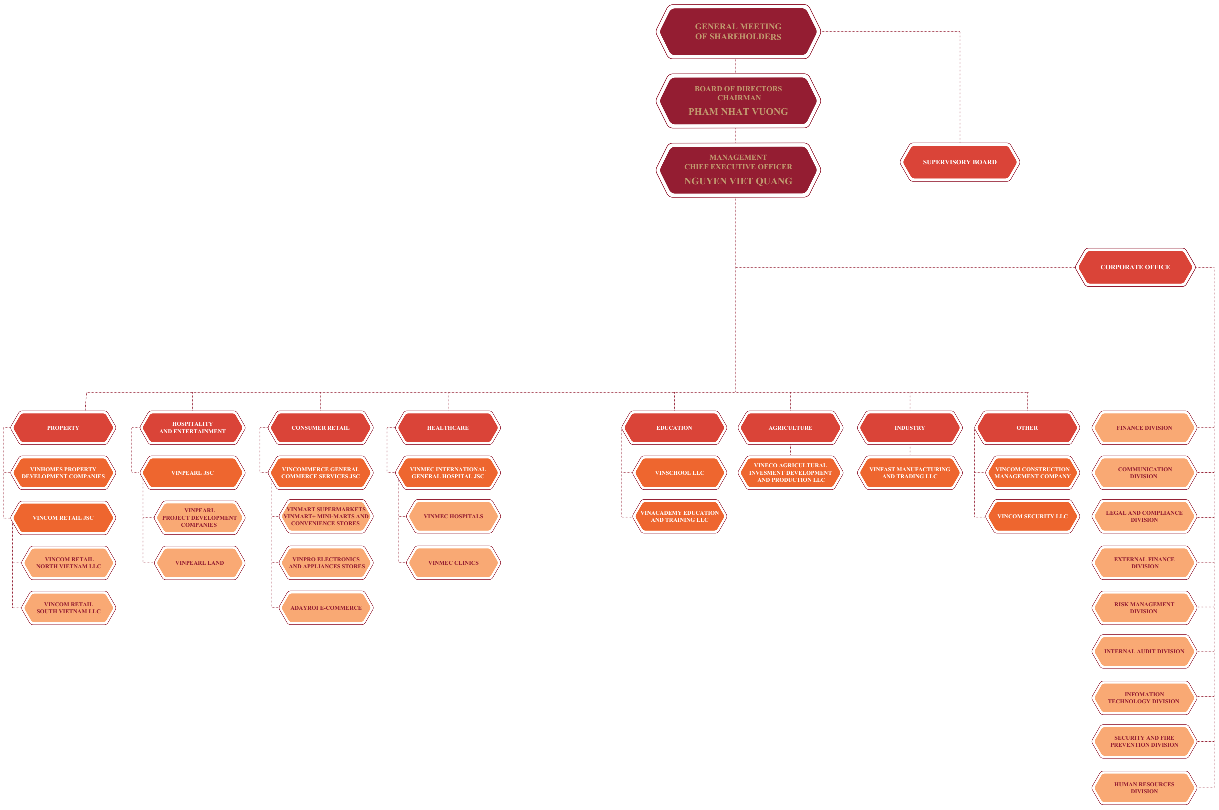
The Issuer has been the recipient of many awards, including the "Best Marine Resort in Vietnam" award at the World Travel Awards in June 2017, and for the eighth consecutive time, the "Best Resort in 2017" award at the Guide Awards in August 2017 for its quality service as well as for its contributions to tourism in Vietnam.

The Guarantor

Vingroup is the largest non-state owned listed company in Vietnam, with a closing market capitalisation of VND305,974.1 billion, as of 31 May 2018. Headquartered in Hanoi, our Group's core real estate and consumer focused businesses include consumer retail, hospitality and entertainment and social infrastructure services spanning a broad market spectrum from essential products to luxury offerings. We are focused on serving the growing middle classes in Vietnam, including via our recent expansion into industrials with VinFast. We have a nationwide presence through our land bank, which we believe is the largest among all real estate developers in Vietnam.

We operate six main business divisions: Property Development and Property Sale, Property Leasing, Hospitality and Entertainment, Consumer Retail, Social Infrastructure Services and Industrials. These business divisions form the Vingroup "live, work, play" ecosystem and complement each other.

The following illustration shows the organisation of our Group.



In Property Development and Property Sale, we develop, sell and manage mid-range and high-end residential properties in Vietnam's key economic centres and tourist destinations through Vinhomes, which operates under the "Vinhomes" and "VinCity" brands. Vinhomes was listed on the HSX on 17 May 2018. As of 31 May 2018, the closing market capitalisation of Vinhomes was VND308,423.3 billion. As of 31 December 2017, our Group's residential project portfolio comprised nine Launched Projects with an aggregate NSA of approximately 3.0 million square metres, and 26 Pipeline Projects with an estimated aggregate site area of 160.8 million square metres and an estimated aggregate residential GFA of 90.9 million square metres. In Property Development and Property Sale, we also develop and sell shophouses adjacent to, or adjoining, certain of our malls. As of 31 December 2017, we managed an aggregate of 31,000 apartments, villas, town houses and shophouses across twelve projects. In 2017, we handed over 14,000 apartments, villas, beach villas and shophouses throughout Vietnam.

In Property Leasing, we develop, manage and operate retail properties in Vietnam's major cities through Vincom Retail. Vincom Retail was listed on the HSX on 6 November 2017. As of 31 May 2018, the closing market capitalisation of Vincom Retail was approximately VND81.7 trillion. As of 31 December 2017, Vincom Retail owned and operated 46 retail malls across 24 cities and provinces in Vietnam, with an aggregate Retail GFA of approximately 1.2 million square metres, making it Vietnam's largest retail mall operator. Subject to market demand and the availability of suitable sites, Vincom Retail has a target of a portfolio of 200 retail malls by 2021 and intends to open 20 to 30 more retail malls in 2018. In 2017, Vincom Retail malls drew more than 115 million visitors. In the Property Leasing business division, Vinhomes also develops and leases office properties under the "VinOffice" brand.

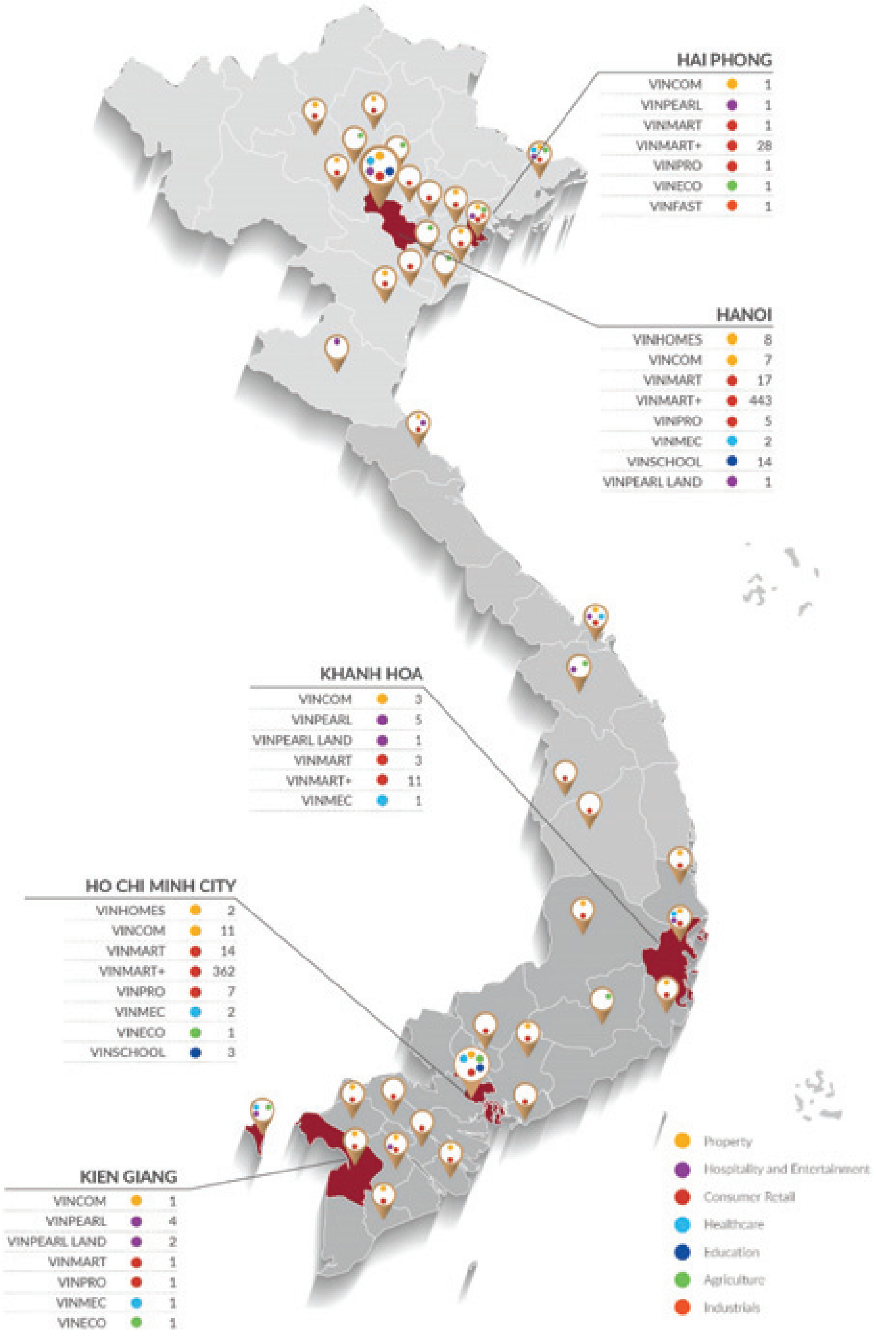
In Hospitality and Entertainment, we are a leading integrated hospitality and entertainment centre developer and operator in Vietnam through the Issuer, which operates under the "Vinpearl" brand for resort and hotel properties, the "Vinpearl Land" brand for entertainment centres and the "Vinpearl Golf" brand for golf courses. In 2017, the Issuer opened another nine new resorts, hotels and golf courses, five of which were in new locations. As of 31 December 2017, the Issuer managed approximately 6,000 keys in 17 hotels and resorts. As of 31 December 2017, the Issuer also managed four entertainment centres and three golf courses. In 2017, Vinpearl resorts and hotels recorded over 2.1 million guest nights, representing an increase of 31.5% compared to 2016, and Vinpearl Land entertainment centres recorded over 4.3 million customer visits, representing an increase of 4.9% compared to 2016. During 2018, we intend to open 12 more resorts, hotels, entertainment centres and golf courses.

In Consumer Retail, we operate supermarkets, mini marts and convenience stores as well as other consumer retail offerings through VinCommerce. In 2017, VinCommerce-operated supermarkets recorded approximately 27.1 million purchases, representing a 25.4% increase over 2016, while VinCommerce-operated mini marts and convenience stores recorded approximately 53.7 million purchases, representing a 66.1% increase compared to 2016. In 2017, VinCommerce's e-commerce platform recorded over 60.3 million visits and was one of the top e-commerce platforms in Vietnam. During 2018, we intend to open approximately 770 more supermarkets, mini marts and convenience stores.

In Social Infrastructure Services, we operate several businesses, including Vinmec, Vinschool and VinEco. Vinmec operates six international hospitals and two clinics across Vietnam and is the only hospital system in Vietnam to have two recognised JCI certificates. Vinschool operates schools throughout Vietnam. As of 31 December 2017, Vinschool operated 17 kindergartens, primary schools, secondary schools and high schools across Vietnam and enrolled nearly 19,000 students. VinEco provides a trusted source of clean and safe agricultural products through sustainable farming. As of 31 December 2017, VinEco operated a network of 14 farms across Vietnam covering an aggregate of 2,000 hectares of agricultural land.

We added Industrials to our diversified portfolio with the launch of VinFast in 2017, to manufacture and sell automobiles and electric scooters initially in Vietnam and later abroad. Construction of the first VinFast production complex began in September 2017, in the Dinh Vu-Cat Hai Economic Zone in Hai Phong province, where VinFast enjoys attractive tax incentive schemes designed to encourage long-term industry growth in Hai Phong, which has been designated as an industrial manufacturing and import-export hub. Dinh Vu-Cat Hai Economic Zone is strategically located to allow for convenient access to key economic hubs and is well-connected to major gateways by sea, road, rail and air. VinFast has a development plan which includes production commencing in 2018.

The following illustration shows our operations in some of Vietnam's key cities, as of 31 December 2017.



Our Group has been the recipient of many awards, including a top ten ranking in the "Most Respected Listed Companies in Vietnam" category from the Vietnam Report in December 2017. The listing of Vincom Retail on the HSX was awarded "Best Private Equity Deal" and "Best Frontier Market Transaction" by FinanceAsia and IFR Asia, respectively, in December 2017. Four of the Group's brands (Vinhomes, Vinpearl, Vincom Retail and Vincommerce) were recognised in the Top 50 most valuable brands in Vietnam list published by Brand Finance Magazine in December 2017 and Vinhomes was the only real estate brand in the top ten most valuable brands on this list in 2016 and 2017. Vingroup was also awarded "Best Real Estate Developer", "Best Mixed Use Developer", "Best Retail Developer" and "Best Hospitality Developer" by Euromoney Magazine in September 2017.

In 2017, we recorded VND89,392.0 billion in revenue from sale of goods and rendering of services, which was a 55.0% increase from 2016, when we recorded VND57,670.4 billion in revenue from sale of goods and rendering of services. In the first three months of 2018, we recorded VND28,452.4 billion in revenue from sale of goods and rendering of services. In 2017, we also recorded an accounting profit before tax of VND9,114.3 billion, which was a 35.3% increase from 2016, when we recorded an accounting profit before tax of

VND6,737.8 billion. In the first three months of 2018, we recorded an accounting profit before tax of VND2,654.2 billion. As of 31 March 2018, we had total assets of VND223,637.8 billion, compared to VND213,792.1 billion as of 31 December 2017, and VND183,475.6 billion as of 31 December 2016. The owners' equity of our Group was VND59,466.7 billion, VND52,557.0 billion and VND48,291.2 billion as of 31 March 2018, 31 December 2017 and 31 December 2016, respectively.

THE OFFERING

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

Issuer	Vinpearl Joint Stock Company.
Guarantor	Vingroup Joint Stock Company.
The Bonds	U.S.$325,000,000 3.50% Guaranteed Exchangeable Bonds due 2023.
Issue Price	The Bonds will be issued at 100.00% of their principal amount.
Closing Date	On or about 14 June 2018.
Maturity Date	14 June 2023.
Rate of Interest	The Bonds will bear interest at the rate of 3.50% per annum.
Interest Payment Dates	Interest will be payable semi-annually in arrear on 14 June and 14 December in each year commencing 14 December 2018.
Status of the Bonds	The Bonds will constitute direct, unsubordinated, unconditional and (subject to the negative pledge discussed below) unsecured obligations of the Issuer and will at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by mandatory provisions of applicable law and subject to the negative pledge discussed below, at all times rank at least equally with all of its other present and future senior, unsecured and unsubordinated obligations.
Guarantee of the Bonds	The Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums, including principal and interest and of any additional amounts expressed to be payable by the Issuer under the Trust Deed and the Bonds, and the due and punctual performance of all the Issuer's obligations under the Trust Deed and the Bonds. The payment obligations of the Guarantor under the guarantee shall, save for such exceptions as may be provided by mandatory provisions of applicable law and subject to the negative pledge discussed below, at all times rank at least equally with all of its other present and future senior, unsecured and unsubordinated obligations.
Negative Pledge	The Bonds will be subject to a negative pledge provision. See "*Terms and Conditions of the Bonds—Negative Pledge*".
Exchange Right	Subject to the Conditions and the rights of the Issuer to make a cash election as discussed below, the Bonds are exchangeable by holders into Shares at any time (subject to any applicable fiscal or other laws or regulations as provided in the Conditions) on or after 25 July 2018 up to the close of business (at the place where the Certificate evidencing such Bonds is deposited for exchange) on the tenth business day prior to the Maturity Date (both days inclusive), or, if such Bonds shall have been called for redemption by the Issuer before the Maturity Date, then up to the close of business (at the place aforesaid) on the date no later than 10 business days prior to the date fixed for redemption thereof or, if notice requiring redemption has been given by the holder of such Bonds pursuant to Conditions 8(d) or 8(e), then up to the close of business (at the place aforesaid) on the business day prior to the giving of such notice, unless previously redeemed, exchanged, or purchased and cancelled. If the final date on which the Exchange Right may be exercised is not a business day at

	the place aforesaid, then the period for the exercise of the Exchange Right by Bondholders shall end on the immediately preceding business day at the place aforesaid.
	The Exchange Price (subject to adjustment in the manner provided in the Conditions) will initially be VND138,526.4840 per Share, with a fixed rate of exchange of VND22,809 per U.S.$1.00.
	If, following the occurrence of a Change of Control, Exchange Rights are exercised during the Change of Control Exchange Period (as defined in the Conditions), the Exchange Price applicable to any such exercise of Exchange Rights shall be adjusted as described in "*Terms and Conditions of the Bonds—Exchange—Change of Control*".
Final Redemption	Unless previously redeemed, exchanged, or purchased and cancelled in the circumstances referred to in the Conditions, the Issuer will redeem each Bond at 104.130% of its principal amount, together with accrued but unpaid interest on the Maturity Date.
Redemption at the Option of the Issuer	At any time after 14 June 2021, the Issuer may redeem all but not some only of the Bonds for the time being outstanding at the Early Redemption Amount as at the relevant date of redemption together with accrued but unpaid interest to the date fixed for such redemption, if the Closing Price of the Shares on each of 20 consecutive Trading Days, the last day of which occurs not more than 30 days prior to the date upon which notice of such redemption is published, (translated into U.S. dollars at the Prevailing Rate) was at least 130% of the Early Redemption Amount as at each of such Trading Days for a Bond with a principal amount of U.S.$200,000 divided by the Exchange Ratio in effect on each of such Trading Days.
	The Issuer may at any time redeem all but not some only of the Bonds at the Early Redemption Amount as at the relevant date of redemption together with accrued but unpaid interest to the date fixed for such redemption provided that prior to the date upon which notice of such redemption is published, at least 90% in principal amount of the Bonds originally issued have already been exchanged, redeemed or purchased and cancelled.
	See "*Terms and Conditions of the Bonds—Redemption, Purchase and Cancellation—Redemption at the Option of the Issuer*".
Redemption for Taxation Reasons	In the event of certain changes affecting taxation in Vietnam, the Issuer may, subject to certain conditions being satisfied, give notice to redeem the Bonds in whole, but not in part, at the Early Redemption Amount as at the relevant date of redemption, together with accrued but unpaid interest to the date fixed for redemption. See "*Terms and Conditions of the Bonds—Redemption, Purchase and Cancellation—Redemption for Taxation Reasons*".
	If the Issuer gives such a tax redemption notice, each Bondholder will have the right to elect that his Bond(s) shall not be redeemed and that the tax gross-up referred to in "*Terms and Conditions of the Bonds—Taxation*" below shall not apply in respect of any payments to be made in respect of such Bond(s) which falls due after the relevant tax redemption date. See "*Terms and Conditions of the Bonds—Redemption, Purchase and Cancellation—Bondholders' Tax Option*".
Redemption at the Option of the Bondholders	On 14 June 2020, the holder of each Bond will have the right, at such Bondholder's option, to require the Issuer to redeem all or some of

	the Bonds held by such Bondholder at 101.549% of their principal amount together with accrued but unpaid interest to the date fixed for redemption. See "*Terms and Conditions of the Bonds—Redemption, Purchase and Cancellation—Redemption at the Option of the Bondholders*".
Redemption for Delisting or Change of Control Put Right	A Bondholder shall have the right, at such Bondholder's option, to require the Issuer to redeem all or some only of such Bondholder's Bonds at the Early Redemption Amount as at the Relevant Event Redemption Date (as defined herein) together with accrued but unpaid interest to the Relevant Event Redemption Date upon the Shares ceasing to be listed and/or admitted to trading or trading in the Shares being suspended for a period equal to or exceeding 20 Trading Days on the HSX or, if applicable, the Alternative Stock Exchange, or on the occurrence of a Change of Control. See "*Terms and Conditions of the Bonds—Redemption, Purchase and Cancellation—Redemption for Delisting or Change of Control*".
Alternative Cash Election	Upon the delivery of an Exchange Notice by a Bondholder, the Issuer may make a Cash Election by giving notice to the relevant Bondholders by not later than the Cash Election Exercise Date, to satisfy the exercise of the Exchange Right in respect of the relevant Bonds in whole or in part by making payment to the relevant Bondholder of the Cash Alternative Amount in respect of such Bonds, together with any other amounts payable by the Issuer to such Bondholder pursuant to the Conditions in respect of, or relating to, the relevant exercise of Exchange Rights, including any interest payable pursuant to Condition 5 and, in the case of a Cash Election made in part, by delivering such number of Shares (if any) as is specified in the relevant Cash Election notice as corresponds to the proportion of the relevant Bond(s) in respect of which the Cash Election is not made. Such notice by the Issuer shall, if the Cash Election is made in part, specify the number of Shares (if any) that are to be delivered in respect of the relevant exercise of Exchange Rights and the number of Shares in respect of which the Cash Alternative Amount is to be paid to the relevant Bondholder, and so that the aggregate of such Shares to be delivered and the number of Shares in respect of which the Cash Alternative Amount is to be paid shall equal the number of Shares (rounded down, if necessary, to the nearest whole number) determined by dividing the principal amount of Bonds the subject of the relevant exercise of Exchange Rights by such Bondholder by the Exchange Price in effect on the relevant Exchange Date. The Issuer will pay the Cash Alternative Amount, together with any other amount as aforesaid, by not later than the Cash Alternative Payment Date.
Form and Denomination of the Bonds . .	The Bonds will be issued in registered form in denominations of U.S.$200,000 and integral multiples thereof. The Bonds will be represented on issue by a Global Certificate which will be deposited on or about the Closing Date with a common depositary on behalf of Euroclear and Clearstream (together, the "**Clearing Systems**") and registered in the name of a nominee for the common depositary. The Global Certificate will be exchangeable for definitive Certificates only in the limited circumstances described in "*The Global Certificate*".
Further Issues	The Issuer may, from time to time, without the consent of Bondholders, create and issue further Bonds having the same terms

	and conditions as the Bonds in all respects (save for the date of issue and except for the first payment of interest on them) so that such further Bonds shall be consolidated and form a single series with the Bonds.
Clearance	The Bonds will be cleared through the Clearing Systems. Each of the Clearing Systems holds securities for their customers and facilitates the clearance and settlement of securities transactions by electronic book-entry transfer between their respective accountholders.
Global Certificate	For as long as the Bonds are represented by the Global Certificate and the Global Certificate is held by a nominee for the Clearing Systems, payments of principal and interest in respect of the Bonds represented by the Global Certificate will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Bonds, surrender of the Global Certificate to or to the order of the Principal Agent for such purpose. The Bonds which are represented by the Global Certificate will be transferable only in accordance with the rules and procedures for the time being of the relevant Clearing System.
Cross-Default and other Events of Default	The Bonds may be accelerated in the event of, among other things, a default relating to the Issuer, the Guarantor or any of the Principal Subsidiaries in respect of present or future indebtedness (whether actual or contingent) which equals or exceeds U.S.$50,000,000 or its equivalent in any other currency (as determined on the basis of the middle spot rate for the relevant currency against the Vietnamese dong on the relevant date as quoted by any leading bank selected by the Trustee). For a description of certain other events that will permit acceleration of repayment of principal and accrued interest of the Bonds, see "*Terms and Conditions of the Bonds—Events of Default*".
Taxation	All payments of principal and interest made by the Issuer or, as the case may be, the Guarantor will be made free from any restriction or condition and be made without deduction or withholding for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Vietnam or any authority thereof or therein having power to tax, unless deduction or withholding of such taxes, duties, assessments or governmental charges is compelled by law. In such event, the Issuer or, as the case may be, the Guarantor will pay such additional amounts as will result in the receipt by the Bondholders of the amounts which would otherwise have been receivable by them had no such deduction or withholding been required, except in the circumstances specified in "*Terms and Conditions of the Bonds—Taxation*".
Selling Restrictions	There are restrictions on the offer, sale and transfer of the Bonds in, among others, the Cayman Islands, Hong Kong, Singapore, Japan, the European Economic Area, the United Kingdom, the United States, the People's Republic of China and Vietnam. For a description of the selling restrictions on offers, sales and deliveries of the Bonds, see "*Subscription and Sale*".
Listing and Trading of the Bonds	Approval-in-principle has been obtained for the Bonds to be listed on the SGX-ST. The listing of the Bonds on the SGX-ST will only take place upon the receipt of approval from the SSC, which is expected to be on or about 20 days after the Closing Date. The Bonds will be traded on the SGX-ST in a minimum board lot size of U.S.$200,000 for so long as the Bonds are listed on the SGX-ST. So long as the

	Bonds are listed on the SGX-ST and if the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying, exchange and transfer agent in Singapore, where the Bonds may be presented or surrendered for exchange, payment or redemption. In the event that the Global Certificate is exchanged for definitive Certificates representing individual Bonds, announcement of such exchange shall be made by or on behalf of the Issuer 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, exchange and transfer agent in Singapore.
Listing and Trading of the Shares	The Shares are listed on the HSX.
Trustee	The Bank of New York Mellon, London Branch.
Principal Agent, Exchange Agent and Paying Agent	The Bank of New York Mellon, London Branch.
Registrar and the Transfer Agent	The Bank of New York Mellon SA/NV, Luxembourg.
Governing Law	The Bonds and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, the laws of England.
Lock-up	Each of the Issuer and the Guarantor has undertaken that no member of our Group (excluding Vincom Retail Joint Stock Company, Vinhomes Joint Stock Company and their respective Subsidiaries) nor any person acting on any of their behalf will, without the prior written consent of the Joint Lead Managers, (a) issue, offer, sell, pledge, contract to sell or otherwise dispose of or grant options, issue warrants or offer rights entitling persons to subscribe or purchase any interest in any Shares or securities of the same class as the Bonds or the Shares or any securities convertible into, exchangeable for or which carry rights to subscribe or purchase the Bonds, the Shares or securities of the same class as the Bonds, the Shares or other instruments representing interests in the Bonds, the Shares or other securities of the same class as them, (b) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of the ownership of the Shares, (c) enter into any transaction with the same economic effect as, or which is designed to, or which may reasonably be expected to result in, or agree to do, any of the foregoing, whether any such transaction of the kind described in (a) or (b) is to be settled by delivery of Shares or other securities, in cash or otherwise or (d) announce or otherwise make public an intention to do any of the foregoing, in any such case without the prior written consent of the Joint Lead Managers between the date hereof and the date which is 90 days after the Closing Date, except for: (a) the Bonds and the delivery of the Shares on an exchange of the Bonds; (b) issuances of Shares to the Issuer's or the Guarantor's employees or directors of up to 5.0% of the total issued and outstanding share capital of the Guarantor as of 5 June 2018 (or the equivalent amount of stock acquisition rights) pursuant to any Employee Share Scheme (as defined in the Conditions); (c) issuances of Shares for stock splits or free share distributions; (d) transfers of Shares required by applicable law or regulation or by a competent authority;

(e) issuance or transfers of Shares, other instruments convertible or exchangeable into Shares, other derivatives over Shares, or other equity instruments to a strategic purchaser or strategic investor of the Issuer and/or the Guarantor not exceeding 7.5% of share capital of the Guarantor;

(f) acceptance of general or public tender offers made in accordance with the relevant public takeover rules, the provision of an irrevocable undertaking to accept such an offer, a sale to an offeror (or potential offeror) which is named in a public announcement of a firm intention to make an offer (or possible intention to make such an offer) or a sale of Shares to an offeror (or potential offeror) during an offer period (as defined by the relevant public takeover rules);

(g) transfers of Shares pursuant to any scheme of compromise or arrangement providing for the acquisition by any person or persons acting in concert for 50% or more of the equity share capital of the Guarantor or any disposal of Shares in connection with a scheme of reconstruction under laws applicable to the Guarantor;

(h) transfers of Shares pursuant to any offer by the Guarantor to repurchase Shares, provided that such offer is being made on a pro rata basis to all shareholders of the Guarantor;

(i) existing and future mortgages, charges, release or pledges over Shares to any third party as collateral, or the transfer of such Shares on enforcement of any such security; or

(j) any agreement, undertaking or commitment to do any of the actions in (a) to (i) above.

In addition, each of Pham Nhat Vuong and Vietnam Investment Group JSC has given an undertaking on substantially similar terms in relation to the Shares owned by each of them.

See "*Subscription and Sale*".

Use of Proceeds . . . . The net proceeds from the issue of the Bonds (after the deduction of fees, commissions and expenses) are expected to be approximately U.S.$316,684,000. The net proceeds will be used by the Issuer to develop hotel and resort real estate projects and to supplement capital in the Issuer's subsidiaries and affiliates. Any remaining net proceeds will be used by the Issuer for working capital and general corporate purposes.

See "*Use of Proceeds*".

SUMMARY CONSOLIDATED FINANCIAL INFORMATION OF OUR GROUP

The following tables present our summary consolidated financial information and should be read in conjunction with the auditor's report and with our consolidated financial statements and notes thereto contained in this Offering Circular and the section entitled "Capitalisation and Indebtedness".

The summary consolidated financial information of Vingroup and its subsidiaries presented below as of and for the years ended 31 December 2015, 2016 and 2017 was derived from Vingroup's audited consolidated financial statements, prepared in accordance with VAS and audited by Ernst & Young Vietnam Limited in accordance with Vietnamese Standards on Auditing. The summary interim consolidated financial information of Vingroup and its subsidiaries presented below as of and for the three months ended 31 March 2018 was derived from Vingroup's unaudited consolidated interim financial statements, prepared in accordance with VAS and reviewed by Ernst & Young Vietnam Limited in accordance with Vietnamese Standard on Review Engagements No. 2410—Review of Interim Financial Information Performed by the Independent Auditor of the Entity. Please also refer to "Presentation of Financial Information" for a description of certain events affecting the comparison of the results of operations of Vingroup for the years ended 31 December 2015, 2016 and 2017. The information below is not necessarily indicative of our results of future operations.

Summary Consolidated Income Statement

	For the year ended 31 December			For the three months ended 31 March 2018
	2015	2016	2017	
		(Audited)		(Unaudited)
		(VND billions)		
Revenue from sale of goods and rendering of services	34,055.0	57,670.4	89,392.0	28,452.4
Deductions	(7.0)	(56.0)	(42.0)	(1.5)
Net revenue from sale of goods and rendering of services	**34,048.0**	**57,614.3**	**89,350.0**	**28,450.8**
Cost of goods sold and services rendered	(22,338.9)	(40,184.6)	(62,796.3)	(21,664.5)
Gross profit from sale of goods and rendering of services	**11,709.0**	**17,429.7**	**26,553.7**	**6,786.4**
Finance income	1,931.5	6,762.4	1,637.0	533.3
Finance expenses	(3,282.1)	(5,389.0)	(3,787.0)	(1,051.9)
Shares of profit of associates, joint-ventures	39.2	19.8	44.4	(17.5)
Selling expenses	(2,957.8)	(6,672.8)	(8,150.5)	(2,213.7)
General and administrative expenses	(3,922.8)	(5,481.8)	(6,852.4)	(1,385.4)
Operating profit	**3,517.1**	**6,668.2**	**9,445.2**	**2,651.1**
Other income	283.0	688.5	435.0	99.4
Other expenses	(948.0)	(618.9)	(765.9)	(96.4)
Other (loss)/profit	(665.0)	69.6	(330.9)	3.0
Accounting profit before tax	**2,852.1**	**6,737.8**	**9,114.3**	**2,654.2**
Current corporate income tax expense	(1,424.6)	(2,534.2)	(3,731.4)	(1,602.8)
Deferred tax income/(expense)	74.0	254.5	272.0	(19.1)
Net profit after tax	**1,501.5**	**4,458.1**	**5,654.9**	**1,032.2**
Earnings per share (VND):				
Basic earnings per share	558.0	1,378.0	1,816.0	374.0
Diluted earnings per share	558.0	1,378.0	1,816.0	374.0

Summary Consolidated Balance Sheet

	As of 31 December			As of 31 March
	2015	2016	2017	2018
		(Audited)		(Unaudited)
		(VND billions)		
ASSETS				
Current Assets				
Cash and cash equivalents	6,938.5	9,833.3	8,141.8	7,547.6
Short-term investments	11,143.0	494.2	672.6	1,184.5
Current account receivable	13,848.1	18,254.7	27,335.1	28,041.3
Inventories	28,027.4	55,175.2	56,058.8	49,945.0
Other current assets	7,742.6	9,218.9	8,038.4	10,086.0
Non-current Assets				
Long-term receivables	254.3	465.5	563.6	380.5
Fixed assets	19,837.2	26,880.9	35,649.9	37,151.3
Investment properties	16,827.7	17,362.1	18,198.4	20,256.3
Long-term assets in progress	18,115.3	34,229.4	37,492.1	44,325.1
Long-term investments	9,597.6	3,360.3	6,485.8	5,813.1
Other long-term assets	13,222.7	8,201.1	15,155.5	18,907.2
TOTAL ASSETS	**145,554.4**	**183,475.6**	**213,792.1**	**223,637.8**
LIABILITIES				
Current liabilities	64,900.4	97,627.9	123,624.6	124,907.6
Non-current liabilities	43,069.0	37,556.5	37,610.4	39,263.5
TOTAL LIABILITIES	**107,969.4**	**135,184.5**	**161,235.0**	**164,171.1**
OWNERS' EQUITY				
Issued share capital	18,681.9	26,377.1	26,377.1	26,377.1
Share premium	5,798.7	2,505.0	2,651.2	2,651.2
Treasury shares	(2,974.9)	(2,974.9)	(2,974.9)	(2,974.9)
Other funds belonging to owners' equity	27.8	32.8	37.8	37.8
Undistributed earnings	1,571.2	1,887.4	5,583.1	7,111.1
Non-controlling interests	14,480.2	20,463.8	20,882.8	26,264.4
CAPITAL	**37,584.9**	**48,291.2**	**52,557.0**	**59,466.7**
TOTAL LIABILITIES AND OWNERS' EQUITY	**145,554.4**	**183,475.6**	**213,792.1**	**223,637.8**

Summary Consolidated Cash Flow Statement

	For the year ended 31 December			For the three months ended 31 March 2018
	2015	2016	2017	
		(Audited)		(Unaudited)
		(VND billions)		
Net cash flows from operating activities	27,902.9	4,498.5	16,785.8	5,195.9
Net cash flows used in investing activities	(39,098.5)	(830.5)	(26,516.5)	(29,078.7)
Net cash flows from/(used in) financing activities	10,523.7	(778.1)	8,040.4	23,288.7
Cash and cash equivalents at the beginning of the year/period	7,607.5	6,938.5	9,833.3	8,141.8
Impact of exchange rate fluctuation	2.8	4.9	(1.4)	—
Cash and cash equivalents at the end of the year/period	**6,938.5**	**9,833.3**	**8,141.8**	**7,547.6**

SUMMARY SEPARATE FINANCIAL INFORMATION OF THE ISSUER

The following tables present the summary separate financial information of the Issuer and should be read in conjunction with the separate financial statements of the Issuer and notes thereto contained in this Offering Circular and the section entitled "Capitalisation and Indebtedness".

The summary separate financial information of the Issuer presented below as of and for the years ended 31 December 2016 and 2017 was derived from Vinpearl's audited separate financial statements, prepared in accordance with VAS and audited by Ernst & Young Vietnam Limited in accordance with Vietnamese Standards on Auditing. Please also refer to "Presentation of Financial Information" for a description of certain events affecting the comparison of the results of operations of Vinpearl for the years ended 31 December 2016 and 2017. The information below is not necessarily indicative of Vinpearl's results of future operations.

Summary Separate Income Statement

	For the year ended 31 December	
	2016	**2017**
	(Audited) **(VND billions)**	
Revenue from sale of goods and rendering of services	80.6	8,731.8
Deductions	—	(10.1)
Net revenue from sale of goods and rendering of services	**80.6**	**8,721.7**
Cost of goods sold and services rendered	—	(9,334.7)
Gross (loss)/profit from sale of goods and rendering of services	**80.6**	**(613.0)**
Finance income	1,536.3	3,176.4
Finance expenses	(34.7)	(486.7)
Selling expenses	(14.3)	(910.9)
General and administrative expenses	(138.0)	(905.8)
Operating profit	**1,429.9**	**260.0**
Other income	15.6	98.7
Other expenses	(100.8)	(19.2)
Other profit/(loss)	(85.2)	79.5
Accounting profit before tax	**1,344.7**	**339.5**
Current corporate income tax expenses	(46.7)	(144.5)
Deferred tax income	5.4	4.4
Net profit after tax	**1,303.4**	**199.4**

Summary Separate Balance Sheet

	As of 31 December	
	2016	**2017**
	(Audited) **(VND billions)**	
ASSETS		
Current Assets		
Cash and cash equivalents	28.3	1,495.8
Short-term investments	4.0	2,465.4
Current accounts receivable	2,078.0	1,744.8
Inventories	479.7	3,401.5
Other current assets	125.8	1,566.5
Non-current Assets		
Long-term receivables	0.0	3.9
Fixed assets	13.1	12,749.7
Investment properties	—	273.0
Long-term assets in progress	1,052.5	4,763.3
Long-term investments	8,546.3	4,047.1
Other long-term assets	2.9	406.3
TOTAL ASSETS	**12,330.7**	**32,917.1**

	As of 31 December	
	2016	2017
	(Audited) (VND billions)	
LIABILITIES		
Current liabilities	5,565.4	14,720.9
Non-current liabilities	10.9	3,847.4
TOTAL LIABILITIES	5,576.3	18,568.3
OWNERS' EQUITY		
Issued share capital	2,017.5	6,980.5
Share premium	4,498.8	6,655.6
Investment and development fund	11.0	11.0
Undistributed earnings	227.1	701.8
CAPITAL	**6,754.4**	**14,348.9**
TOTAL LIABILITIES AND OWNERS' EQUITY	**12,330.7**	**32,917.1**

Summary Separate Cash Flow Statement

	For the year ended 31 December	
	2016	2017
	(Audited) (VND billions)	
Net cash flow from operating activities	1,924.5	3,640.2
Net cash flow (used in) / from investing activities	(1,243.6)	1,944.7
Net cash flow used in financing activities	(653.0)	(4,117.5)
Cash at the beginning of the year	0.5	28.3
Impact of exchange rate fluctuations	—	—
Cash and cash equivalents at the end of the year	**28.3**	**1,495.8**

RISK FACTORS

An investment in the Bonds involves a number of risks. 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 Bonds. The occurrence of one or more of the events described below could have a material adverse effect on the Issuer's or our Group's business, financial condition, results of operations, and prospects. Additional risks, considerations and uncertainties not presently known to the Issuer, or which the Issuer currently deems immaterial, may also have a material adverse effect on the Issuer's or our Group's business, financial condition, results of operations or prospects.

This risk factor discussion does not purport to disclose all of the risks and other significant aspects of investing in the Bonds. Investors should undertake independent research and study the trading of securities before commencing any trading activity. Investors should seek professional advice regarding any aspect of the Bonds such as the nature of risks involved in the trading of the Bonds, and specifically those of high-risk securities.

Risks associated with our Group

Our Group operates in capital intensive industries and our ability to develop our business and to meet our current liabilities and obligations depends on our operating cashflows and the availability of funding from external sources.

Our Group's ability to develop our existing and future projects requires substantial capital and is dependent on our ability to obtain additional funding from external sources such as equity or debt financing, as well as recurring revenue from our businesses, including pre-sales of our residential properties, sales of our existing properties or properties under development and cashflows from our existing investments and properties. Cash flows generated by the operation of our existing business, together with the net proceeds from the Offering, may not be sufficient to fund the development of our existing and future projects, in which case we will need to find alternative sources of funding in order to complete these projects. Future changes in laws, regulations or government policies that may restrict or limit our ability to sell our projects on a pre-sale basis and finance our projects through cash flows from those pre-sales, may require us to finance substantial portions of our projects through other sources, such as bank loans. Our ability to obtain adequate funding depends on a number of factors beyond our control, such as changes in economic or other conditions, uncertainties related to market volatility, and the illiquidity of our assets, including property investments. Such lack of liquidity also limits our ability to vary our portfolio in response to changes in economic or other conditions.

As of 31 March 2018, our Group's total indebtedness, which comprises short-term loans and debts, and long-term loans and debts**,** amounted to VND55,168.0 billion. In addition, as of 31 March 2018, our Group's current assets and current liabilities were VND96,804.4 billion and VND124,907.6 billion, respectively.

Additionally, we are currently undertaking capital intensive expansion projects intended to further expand our market share and maintain our market-leading position. Our Group has 26 Vinhomes projects and VinCity projects with scheduled launch dates between 2018 and 2024, Vincom Retail has a target of a portfolio of 200 retail malls by 2021, subject to market demand and the availability of suitable sites, and the Issuer has significant projects under development. The bulk of our initial cash requirements for property development arises out of in-project infrastructure development as well as land use and land rental fees. We have in the past funded, and intend to continue funding, our 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 our internal resources; however there is no assurance that we will be able to adequately cover our project costs in the future.

We are also expanding into new business areas, which may require significant funding commitments until they are revenue generating. For instance, VinFast has been established to expand into the passenger vehicle market in Vietnam, is currently in the pre-production phase of development and is likely to require significant capital expenditure. There can be no assurance that we will be able to successfully manage the early-stage capital requirements for such projects or that a project will generate revenue in the manner and to the extent that we expect or at all. For more details on VinFast, please see "*Description of our Group—Business Divisions—Industrials*".

The availability of funding from external sources and the costs of such funding are subject to a number of factors that are beyond our 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 covenants in existing indebtedness, investor appetite, provisions of tax and securities laws which may be applicable to our 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 our requirements. If we are unable to secure sufficient external funds to finance the property development projects, including other future projects, on favourable terms or at all, our ability to undertake or complete those projects may be significantly affected, which may have a material adverse effect on our business, financial condition, results of operations and prospects.

We may be unsuccessful in executing our business strategies or managing our growth successfully.

Our business strategies include consolidating our market position, expanding into new businesses, and expanding our current business operations.

Our success in executing our business strategies and implementing our growth strategies is determined by, among other factors:

- the general condition of the global, regional and local economies in which we operate;
- the availability, terms and costs of any financing required to make an acquisition or complete expansion plans;
- our ability to maintain profit margins as we expand into new business lines. For example, our gross profit margin for the three months ended 31 March 2018 decreased compared to the equivalent period in 2017. See "*Description of Our Group*";
- our ability to integrate new acquisitions into our existing businesses;
- our ability to identify, invest in and integrate suitable expansion targets;
- our ability to optimise our asset portfolio;
- our ability to improve our operating, financial and internal control systems; and
- our 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 our asset portfolio and business performance. There is no assurance that we can successfully enter into and compete in the industries that we desire to consolidate in or extend into. In the event that we are unable to successfully implement our growth strategies, there may be a material adverse effect on our business, financial condition, results of operations and prospects.

We face risks associated with land bank and project acquisitions.

Our success is dependent on our ability to fulfil our financial and other obligations with respect to acquisitions of land bank and projects, to develop our existing land bank and to continue to source quality land at competitive prices in the future. Until such time that the land use fee for a project has been paid, such fee is subject to change. We also intend to pursue project and land bank acquisitions in the future as part of our growth strategy. Although we plan to pursue projects and land bank acquisitions in areas where we have experience and utilise experienced project consultants and contractors, our ability to fulfil our obligations with respect to existing and 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:

- we may not be able to obtain financing for acquisitions on favourable terms or at all;
- we may not be able to complete the acquisition of suitable sites on favourable 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 our estimates due to factors beyond our control;
- our 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 we may be required to assume), quality control issues or other issues;
- projects or land banks that we acquire may subject us 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 our preferred timetables; and
- restrictive covenants in future acquisition agreements.

Such risks and uncertainties may also vary by the type of project or land bank that we seek to acquire. Our failure to manage these risks may adversely affect our business, financial condition, results of operations and prospects.

A global and/or domestic economic slowdown and ensuing uncertainty may negatively impact our business.

A global economic slowdown and turmoil and uncertainty in the global financial markets may have a negative impact on the Vietnamese economy, adversely affect the Vietnamese property market and dampen consumer spending, and adversely affect our business, financial condition and results of operations.

Our core businesses are heavily dependent on the performance of the Vietnamese economy since all of our businesses, properties and development projects are based in Vietnam. Our property business may be adversely affected by a reduction in demand or downward movements in property prices or rental yields, as have occurred in the past, the unwillingness of lenders to extend mortgages and increases in the cost of mortgages. Our Group's retail leasing businesses may be adversely affected by reductions in demand for space in retail malls or a reduction in the rental rates we are able to agree with tenants. Our hospitality and entertainment businesses are dependent on leisure travel and tourism as well as business and commercial travel, all of which may fluctuate and are dependent on domestic or international economic conditions. Our consumer retail businesses are dependent on the level of consumption and disposable income of Vietnamese consumers. Our social infrastructure businesses, which comprise schools, hospitals and farms, are also generally dependent on domestic economic conditions. Any or all of these fluctuations could materially and adversely affect our business, financial condition, results of operations and prospects.

We are exposed to various acquisition and development risks relating to our projects.

The acquisition, development and construction of our projects, which include property developments, retail malls, hotels and resorts, may be adversely affected by various factors, including, but not limited to, difficulties in identifying and obtaining parcels of land of suitable size in locations at prices acceptable to us, our pre-acquisition evaluation of the condition of a prospective investment not detecting various risks or liabilities, unexpected increases in acquisition costs, permits and approvals as well as construction risks, which may include delays in construction and cost overruns, claims by purchasers, visitors, contractors and workers, a shortage or increase in the cost of construction and building materials as a result of rising commodity prices or inflation or otherwise, inclement weather conditions, unforeseen engineering, environmental or geological problems, defective materials or building methods, financial difficulties by or disputes between counterparties to a construction or construction-related contract, work stoppages, strikes and accidents.

Delays in completion or failure to complete any of our developments as a result of the above factors or otherwise will result in liability to purchasers to whom we have pre-sold or pre-leased our projects and potential losses to us. While we have completed our past projects on schedule, there can be no assurance that our on-going and future development projects will be completed on their projected timetables. 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.

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

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

Vinhomes has signed a non-binding term sheet which contemplates a project-level investment into Vinhomes. The terms of the definitive agreements relating to the project-level investment, if signed, may contain provisions that restrict the ability of Vinhomes' subsidiaries to pay dividends to us.

On 12 April 2018, our subsidiary, Vinhomes, and an affiliate of GIC signed a non-binding term sheet which contemplates that Vinhomes and certain GIC affiliate(s) will enter into a separate agreement pursuant to which

GIC affiliate(s) will invest in each of the Project Companies that own the Relevant Projects. For more information please see "*Description of our Group—Recent Developments—Investment by GIC in Vinhomes*".

The parties are currently negotiating definitive agreements. While there can be no assurance that the parties will agree definitive agreements, such definitive agreements may contain terms that restrict the ability of Vinhomes and/or Vinhomes' subsidiaries to pay dividends to us. Please also see "*Risk Factors—Risks relating to the Bonds and the Exchange Shares—Bondholders will be subordinated to obligations owed to creditors of our subsidiaries and to our secured creditors.*"

We are required to comply with applicable laws and regulations in carrying out our operations, including licensing requirements, environmental laws and health and safety laws, and may incur unanticipated costs related to compliance.

We are required to comply with applicable laws and regulations in carrying out our operations. If we fail to comply with such laws and regulations, we could be exposed to claims for damages, financial penalties, reputational harm, restrictions on our operations and other liabilities, which could negatively affect our business, financial condition, results of operations and prospects. There is also an increasing global focus on the implementation and enforcement of cross-border legal and compliance legislation, which may also lead to more investigations, both formal and informal, the results of which cannot be predicted.

Our business operations require that we obtain and hold various regulatory approvals, licences and permits issued by government authorities and regulatory agencies in Vietnam. These approvals, licences and permits are generally subject to a variety of conditions which are stipulated either within the approvals, licences and permits themselves, or under the particular laws and/or regulations issued by the relevant authorities. The continuation of our approvals, licences and permits are in certain cases subject to annual examinations and/or random inspections by the relevant authorities. Although we have a breadth of experience in handling the application and compliance with the regulatory requirements nationwide in Vietnam, we cannot guarantee that we will not encounter unforeseen delays in obtaining the necessary regulatory approvals, licences and permits, adapt to new rules and regulations that may come into effect from time to time or be able to comply with the requirements and conditions of our approvals, licences and permits. There may also be delays on the part of the regulatory bodies in reviewing our applications and granting approvals, particularly when we are obtaining such regulatory approvals, licences and permits in new cities.

Any inability to secure the regulatory approvals, licences and permits required for our projects in a timely manner could adversely affect our project development timelines (including the marketing and sale of our projects), financial condition and cash flows. Although we have not breached any requirements or conditions of our approvals, licences and permits, material breach or material non-compliance with such approvals, licences or permits in the future may result in their suspension, withdrawal or termination, which in turn may result in the suspension or cessation of some or all of our operations. We may also face difficulty complying with applicable laws and regulations in cases where such laws or regulations conflict with each other. Additionally, we cannot guarantee that, upon the expiration of any of our approvals, licences and permits, we will be able to renew them in a timely manner or at all or be able to secure new approvals, licences and permits having terms and conditions as favourable as those of the previous ones.

We are also subject to a variety of laws and regulations in Vietnam including those concerning the protection of health and the environment. The cost of compliance with such laws and regulations may be substantial and failure to comply with these laws can result in penalties or other sanctions. Future laws, ordinances or regulations and future interpretations of existing laws, ordinances or regulations may also impose additional environmental liability. In addition, certain members of our Group, including Vingroup, Vincom Retail and Vinhomes, are listed on the HSX and are thus subject to increased regulatory oversight and disclosure requirements.

We cannot assure you that more stringent requirements or changes to existing laws and regulations on environmental protection will not be imposed by the Vietnamese governmental authorities in the future. We cannot assure you that we will not have to incur significant costs to comply with such existing or future environmental laws and regulations. If we fail to comply with existing or future environmental laws and regulations, our reputation may be damaged and we may be subject to penalties, fines, be required to take remedial actions, or have our relevant permits suspended, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Renovation to our operating properties, whether for asset-enhancement works or to remedy physical damage or latent defects to our properties, may disrupt the operations of such properties and collection of income.

The quality and design of our operating properties, which include office properties, resort 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 these operating properties and the risk of unforeseen maintenance or repair requirements tend to increase over time as a building ages. The business and operations of these properties may suffer some disruption and we may not be able to collect the full rate of any income from space affected by these renovation works. In addition, physical damage to these properties resulting from fire or other causes, and design, construction or other latent defects may lead to additional capital expenditure, special repair or maintenance expenditure, business interruption or payment of damages or other obligations to third parties, which may in turn adversely affect our business, financial condition, results of operations and prospects.

The terms of our indebtedness contain, and in the future may contain, restrictions that may limit our operational flexibility.

As of 31 March 2018, our outstanding total indebtedness amounted to VND55,168.0 billion. We may require amendments to the terms of the agreements governing our current indebtedness or enter into new financing arrangements in the future on less favourable terms, including arrangements that impose on us financial maintenance or other covenants that restrict our operational flexibility, such as those that limit our ability to encumber or sell our projects. In addition, we have granted collateral over certain of our assets to secure our obligations in respect of certain of our outstanding financing arrangements. For more information on our indebtedness, see "*Capitalisation and Indebtedness*". Breaches of covenants in agreements governing our indebtedness may also result in events of default or cross-defaults on other indebtedness, even if we are able to cure the breach. Any such defaults or cross-defaults could adversely affect our ability to incur additional indebtedness or refinance existing indebtedness. For the foregoing reasons, the terms of our indebtedness or any defaults thereunder, could have a material adverse effect on our business, financial condition, results of operations and prospects.

Changes in interest rates and foreign exchange rates may increase our financing costs.

Some of our existing and future borrowings may carry floating interest rates, and consequently, our interest cost for such loans will be subject to fluctuations in interest rates. We are also exposed to fluctuations in the VND/U.S. dollar exchange rate with respect to our U.S. dollar loans and debts and exposed to fluctuations in the VND/Euro exchange rate with respect to our Euro loans and debts. As of 31 March 2018, VND10,003.3 billion of our loans and debts were denominated in U.S. dollars and VND395.7 billion of our loans and debts were denominated in Euros. We do not have formal interest rate hedges or hedging arrangements with respect to our U.S. dollar borrowings. Even if we enter into such hedging arrangements in the future, such arrangements may not adequately cover our exposure to interest rate fluctuations.

We depend on, and may not be able to attract or retain, senior management and key personnel.

We believe that our track record of attracting talented professionals to join our management and operations teams has contributed to our past growth. The retention of our senior management team and our ability to attract and retain experienced key employees is crucial to our success. We anticipate that it will be necessary for us to employ additional key employees as we pursue our growth strategy. We 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 key employees may also result in significant additional expenses, which could adversely affect our profitability. If we are unable to attract or retain senior management, or if one or more of our senior management team are unable or unwilling to continue in their present positions, or if they join a competitor or form a competing company, we may not be able to replace them readily or at all. For further details about our senior management and senior consultants, see "*Corporate Governance and 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, our Group may be unable to recruit and retain sufficient skilled workers and managers to execute our property development projects and face difficulty in recruiting and retaining more personnel to manage our operations as our business grows. In addition, labour unrest or increases in operating costs due to labour costs, workers' compensation and healthcare related costs, and other factors relating to labour could adversely affect the business, financial condition and results of operations of our Group.

Our insurance may not be adequate or may not cover incidents that arise.

We maintain insurance policies where practicable covering both our assets and employees in line with general business practices in the real estate industry, with policy specifications and insured limits which we believe are reasonable. Further, we maintain strict risk management politics to ensure that our employees conduct their assigned tasks responsibly, and to reduce instances of work place accidents. Risks which we are insured against include fire and explosion, assets damage, business interruption, and public liability.

Vietnam has experienced a number of major natural catastrophes over the years, including typhoons, tornadoes and flooding. These and similarly unforeseeable events, such as other acts of God or wars, that are not within our control, could potentially have significant effects on projects and our development projects and could adversely affect our business, financial condition, results of operations and prospects. We cannot assure you that the occurrence of such events will not materially disrupt our operations, or that losses from such events will be covered by our insurance policies completely or at all.

Should an uninsured loss or a loss in excess of insured limits occur, or should our insurers fail to fulfil their obligations for the sum insured, we could be required to pay compensation and/or lose capital invested in the property, as well as anticipated future revenue from that project. We would also remain liable for any debt or mortgage, indebtedness or other financial obligations related to the relevant project.

We may enjoy fewer competitive advantages in certain segments of the market in which we operate.

We compete with various others in each of our business divisions. We compete with residential and office developers on certain key metrics, including location, facilities and supporting infrastructure, services and pricing, which affects the demand for our residential projects and the land acquisition opportunities available to us. We compete with other retail mall operators for tenants and footfall at our malls, which affects the rental rates we can charge at our retail malls. We compete with other hospitality operators, some of which may have stronger international brand recognition and greater financial resources, for customers. For new business divisions, such as VinFast, we will be competing with established market leaders, such as Toyota and Thaco, for market share.

There can be no assurance that we will be able to compete successfully against our existing and future competitors. For example, we may not be able to accurately predict changes and trends in consumer preferences, and we may have to lower our asking prices, leasing rates or room rates and/or make substantial capital investments in our developments so as to maintain the attractiveness of our products and services to potential customers in the market segments where we face the keenest competition.

An inability to compete effectively could affect our ability to grow particularly in these market segments and could adversely affect our business, financial condition, results of operations and prospects. Intensified competition among property developers may also result in, among other things, increased competition to acquire land bank or an oversupply of projects.

We are dependent on the strength of our brand and reputation.

Over the years, our Group has developed distinctive brands for our different business divisions, including "Uptown", "Vinhomes", "VinCommerce", "Vincom Center", "Vinpearl", "VinMart", "VinMart+", "VinPro", "Vinmec", "Vinschool", "VinEco" and "VinFast". We rely on the integrity and reputation of our brand as a selling point to attract purchasers, customers and tenants. Brand value is largely based on subjective consumer perceptions, and our continued success and growth depends to a large degree on our ability to protect and promote our brand in Vietnam. Adverse developments that negatively affect our business, results of operations, financial condition or prospectus, or the perception or expectation of such developments, whether founded or unfounded, may adversely affect our brand and reputation.

While we have made efforts to protect our intellectual property rights, we may be subject to the risk of third parties infringing the trademarks, copyrights and domain names that we use. We may not be successful in securing protection for, or stopping infringements of, our trademarks, copyrights and domain names and we may need to resort to litigation in the future to enforce our rights in this regard. In addition, our 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 ours, in each case regarding their past use of our trademarks, copyrights and domain names and our rights to continue to use such trademarks and copyrights and domain names. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to risks arising from the price, supply and quality of our raw materials.

Our business, financial condition and results of operations are significantly influenced by the market prices for raw materials in several of our businesses, 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 our control. Most of our construction contracts with our contractors typically utilise fixed unit prices for the raw materials used by such contractors. If the prices of certain underlying raw materials fluctuate beyond a particular threshold, such unit prices may be renegotiated. No assurance can be given as to the future movements of the prices of the raw materials required by us. Any increases in price in the future could have an adverse effect upon our financial condition and results of operations.

In addition, we rely 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; adversely affecting our business, results of operations and financial condition.

The Issuer and our Group's financial statements included in this Offering Circular are prepared in accordance with VAS, which differs from IFRS.

Vingroup is subject to financial reporting requirements of publicly listed companies in Vietnam that differ in significant respects from those applicable to companies in certain other countries, including the United States and the United Kingdom. The Issuer is not a publicly listed company in Vietnam. The Issuer and our Group's financial statements presented in this Offering Circular are prepared in accordance with VAS, which differs in certain material respects from IFRS, and as a result there may be material differences from such financial statements if prepared under IFRS.

The Issuer's financial statements included in this Offering Circular may not be comparable.

This Offering Circular includes the Issuer's audited separate financial statements as of and for the years ended 31 December 2016 and 2017. The Issuer's separate financial information as of and for the year ended 31 December 2017 includes the results of operations of Vinpearl Nha Trang Company Limited, Vinpearl Da Nang One Member Limited Liability Company, Vinpearl Hoi An One Member Limited Liability Company, Future Property Invest Ltd., Vinpearl Quy Nhon Joint Stock Company, Vinpearl Long Beach Company Limited, Vinpearl Ha Long Company Limited, Vinpearl Can Tho Company Limited, Vinpearl Management Limited Liability Company, Vinpearlland Joint Stock Company and Vinpearl Trading Investment Joint Stock Company from their respective dates of merger into the Issuer. For more information on these mergers please see Note 4 of the audited separate financial statements of Vinpearl for the year ended 31 December 2017, contained elsewhere in this Offering Circular. For these reasons, the year-to-year comparison of the Issuer's operating results for the years ended 31 December 2016 and 2017 may not be meaningful and you should not use such comparisons as a basis for your investment or to predict the Issuer's future performance.

Potential investors should not place undue reliance on the financial information incorporated by reference that is not audited or reviewed.

This Offering Circular incorporates by reference the Interim Guarantor Financials. The Interim Guarantor Financials contain the 1Q2017 Guarantor Financials.

The 1Q2017 Guarantor Financials have not been and will not be audited or reviewed by Ernst & Young Vietnam Limited. Accordingly, there can be no assurance that, had an audit or review been conducted in respect of the 1Q2017 Guarantor Financials, the information presented therein would not have been materially different, and the 1Q2017 Guarantor Financials should not be relied upon by investors to provide the same quality of information associated with information that has been subject to an audit or review. Potential investors should exercise caution when using such data to evaluate the Group's financial condition and results of operations in respect of the period relating to the 1Q2017 Guarantor Financials. In addition, the Interim Guarantor Financials should not be taken as an indication of the expected financial condition or results of operations of the Group for the relevant full financial year.

One of Vingroup's principal shareholders, Mr Pham Nhat Vuong, exercises significant influence over our Group and could cause fluctuations in the value of the Bonds and/or the Exchange Shares.

As of the date of this Offering Circular, Mr Pham Nhat Vuong, together with his Affiliates, directly or indirectly held approximately 65.55% of the outstanding shares of Vingroup. See "*Principal Shareholders*".

As a result, Mr Pham Nhat Vuong will be able to control or exercise substantial influence over us, including in relation to major policy decisions such as our overall strategic and investment decisions, dividend plans, capital raisings and other financings, mergers and disposals, amendments to our Charter, election of members of Vingroup's board of directors, appointment of our senior managers and other significant corporate actions. We cannot assure you that Mr Pham Nhat Vuong will not cause us to take actions that might differ from the interests of bondholders. Additionally, this concentration of ownership could delay, defer or make certain transactions more difficult or impossible to proceed without his support even if such transactions would be in the best interest of our Group. Furthermore, any sale by Mr Pham Nhat Vuong or his Affiliates of Vingroup shares could depress the share price of the Exchange Shares.

A significant reduction in Mr Pham Nhat Vuong's ownership interest in Vingroup may also lead to a change of control in our financing agreements and trigger an event of default and may trigger or accelerate our payment obligations under those agreements. Accordingly, if Mr Pham Nhat Vuong's ownership interest in Vingroup were to be reduced, our business, financial condition and results of operations may be materially and adversely affected.

Risks associated with our property development businesses

We are highly dependent on the performance of the property market in Vietnam, particularly in urban centres where the majority of our projects are located. Our 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.

Our 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 Hanoi and HCMC markets, where a significant portion of our 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 urbanisation 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. For example, the global financial crisis in 2008 and 2009 resulted in a generally negative effect on real estate property prices globally, including in Vietnam, in the years that followed. Similarly, volatility in global economic conditions may, in the future, have a material adverse effect on us. In the future, a trend of rapidly rising real estate prices in Vietnam or globally may represent a bubble, and real estate prices may not continue to rise or may decline significantly, particularly if financing costs increase or consumer confidence erodes. 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 our projects to meet their financial and lease obligations, increase the rate of defaults on purchases and leases of our projects or make it more difficult for customers to obtain financing to purchase our projects. 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 our projects. Such conditions or developments related to general economic conditions or the Vietnamese real estate market may cause the results of our operations to fluctuate from period to period.

Our business requires us to commit financial and other resources to a project, including for land acquisition, 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 we will be able to successfully manage the early-stage capital requirements for our projects or that a project will generate revenue in the manner and to the extent that we expect 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 our control.

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

Our purchasers may cancel or fail to complete their purchases.

While our customers are required to pay first instalment payments of approximately 30.0% of the total purchase price, many purchasers of units in our property development projects have made payments ahead of the payment schedules set out in their sale and purchase agreements, in most cases totalling 70.0% of their unit's purchase price. Vietnamese regulations prevent us from requiring a purchaser to pay more than 70.0% of the purchase price of the unit while the project is still under construction. In addition, if a purchaser decides, prior to handover, not to complete its purchase, we are entitled to collect certain penalties and/or damages. We refund the remainder of the purchaser's payments. While we have not encountered issues with purchase cancellations in the past, we may be adversely affected if we experience significant purchase cancellations in the future, including as a result of unforeseen or remote factors that may be beyond our control.

Our cash flows, revenue and results of operations are dependent on construction progress and the timing of completion of projects.

Our cash flows from the sale of projects and our results of operations depend on the construction progress and successful completion of such projects and can fluctuate quite significantly from financial period to financial period. We do not recognise revenue from our residential projects until such residential projects have been completed and handed over to the potential purchaser. Therefore, if there are delays in the construction or completion of our projects, our cash flows from the sale of projects, revenue and our results of operations could fluctuate significantly and hamper our ability to fund other projects, which may have a material adverse effect on our business, financial condition and results of operations.

Risks associated with our retail mall and other leasing businesses

We may be unable to lease or re-lease space in our leased properties on favourable terms or at all; the majority of our existing tenancies in our malls are for a short term of up to three years, and our existing tenants may default under their obligations to us.

The results of our operations depend on our ability to continue to lease space in our leased properties, including re-leasing space in malls and office spaces where leases are expiring, optimising our tenant mix and leasing retail spaces on more economically favourable terms in malls.

Accordingly, we must agree on the terms of a new lease with existing tenants when their leases expire, to retain such tenants. If any of our tenants choose not to renew their leases, we may not find suitable replacement tenants and any new leases could be on terms less favourable than those contained in the expiring leases. In addition, the loss of certain tenants may adversely affect our ability to optimise the tenant mix at our leased properties. Even if tenants decide to renew or lease a new space, the terms of such renewals or new tenancies may be less favourable to us than the current lease terms. We also may not be successful in maintaining a tenant mix in our retail malls that reflects changing customer demands and preferences. The occurrence of the foregoing factors may adversely affect footfall levels, rental income and/or occupancy rates at the affected malls, which could have a material adverse effect on our business, results of operations, financial condition and prospects.

If our tenants, particularly anchor tenants, experience a downturn in business or, in extreme cases, experience financial distress such as bankruptcy or insolvency, they may be unable to make rental payments in a timely manner. It may not be feasible to operate a large retail mall for any significant period without anchor tenants, as it may be difficult to secure replacement tenants in a timely manner. Our claims for unpaid rent against a bankrupt tenant may not be paid in full or at all. In addition, we would incur time and costs if we pursue eviction proceedings and may be unable to collect rent while such proceedings are pending. Such developments may result in decreased revenues for us and may affect multiple properties, which in turn could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may be impacted by the rise of e-commerce in Vietnam.

We compete with other developers and operators of retail malls, as well as commercial and residential properties for, among other things, tenants, footfall at our malls and land acquisition opportunities. This competition may affect the occupancy rates and rental rates at our retail malls, which may result in us having to lower our rental rates or incur additional capital improvements to improve our properties.

The rapid technological development of the internet and the increasing availability of inexpensive smartphones has fundamentally changed traditional transaction patterns in certain parts of the world. As e-commerce becomes more prevalent, consumers have increasingly engaged in online evaluation, selection and purchase of goods and services, bypassing traditional brick-and-mortar stores, including retail malls. This increase has been fuelled by consumers rapidly adopting online shopping practices, more traditional retailers embracing online shopping and new technologies being introduced to enhance the online shopping experience. If e-commerce becomes more prevalent in Vietnam, or for any other reasons, our tenants may face increased competition from online retailers, which may eventually have a material adverse effect on our business, financial condition, results of operations and prospects.

Risks relating to our Group's hospitality and entertainment businesses

Our hospitality and entertainment businesses are subject to seasonality factors.

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, Labour Day, Independence Day, Christmas and other national and international holidays, when more travellers tend to go on holidays. Our operating results may therefore be subject to fluctuations due to seasonality factors from time to time.

Risks relating to our Group's consumer retail businesses

Shortages or unavailability of products demanded by customers due to disruptions to our supply chain may adversely affect our retail business.

We need to maintain sufficient inventory of our products to meet the demands of our customers, and any failure to do so could materially and adversely affect our business and profitability and damage our reputation. Should the supply of products be disrupted, we may not be able to procure products of equal quality on equally competitive terms, if at all. Such disruption to supply may materially and adversely affect our business, profitability and reputation.

We may incur losses or material write-offs due to shortages or unavailability of particular products demanded by our customers due to disruptions to our supply chain, which may result in increased costs or reduced sales and may materially and adversely affect our competitiveness, financial condition and results of operations.

Failure to anticipate and provide the appropriate mix of merchandise to satisfy customer tastes and demands may adversely affect our business, financial condition and results of operations.

Our retail business maintains a comprehensive selection of merchandise targeting a broad range of customers. The success of our business depends on our ability to maintain a comprehensive selection of products and retail outlets and, at the same time, anticipate and respond in a timely manner to changing customer demands and preferences. Customer demands and consumption patterns in Vietnam are changing at a rapid pace and customer acceptance of new products is affected by a number of factors, including prevailing economic conditions, disposable income, global lifestyle trends, price, functionality, technology, appearance and many other factors. If we fail to accurately foresee or quickly adjust to general trends in consumer demands and preferences, our business, financial condition and results of operations may be materially and adversely affected.

Risks relating to our Group's social infrastructure services businesses

Vinmec International Hospitals are subject to risks common in the healthcare industry.

Generally, hospitals are subject to governmental regulation over their medical and surgical services, which could have a significant and possibly unfavourable effect on the price and availability of such services. Hospitals also face the risk of increasing competition for new products or services and the risk that technological advances will render their current medical and surgical services obsolete. The rising cost of healthcare technology may adversely impact the financial results of our healthcare business as well. Hospitals may also incur losses when adopting a new medical or surgical service, and revenue patterns may be erratic as a result. In addition, hospitals may be affected by events and conditions including, among other things, demand for services, doctors' confidence in the facility, management capabilities, competition with other hospitals, efforts by insurers to limit charges, expenses, economic conditions, exchange rate fluctuation and the cost and possible unavailability of malpractice insurance. Additionally, natural disasters such as earthquakes and flooding can have a significant impact on business continuity and accessibility.

Operations at our hospitals depend on the efforts, ability and experience of our doctors and medical staff at the hospitals. We compete with other healthcare providers, including providers located in the region, in recruiting and retaining qualified doctors and other healthcare professionals. The inability to attract or retain sufficient numbers of qualified doctors, nurses and other healthcare professionals could have a material and adverse effect on our healthcare business unit, financial position and results of operations.

Risks relating to our Group's industrial businesses

We have no prior experience in the Vietnamese automobile manufacturing market and face a variety of risks, including market fluctuations, competition from established players and legal and regulatory unfamiliarity.

We face a number of risks in relation to our strategy to expand into the automobile manufacturing market, as we have no prior experience in this market. We face a number of risks, including those associated with obtaining necessary governmental approvals; attracting potential customers in a market in which we do not have significant experience; execution risks, such as our ability to hire new employees and acquire infrastructure at reasonable cost, and the large initial capital outlay involved; and competing with established regional players with strong financial resources. In addition, the Vietnamese automobile manufacturing market is a nascent one, with few precedents for made-in-Vietnam automobiles. While we intend to increase e-scooter and car production over the next five years, there remains some uncertainty regarding the receptivity of Vietnamese consumers towards VinFast cars. We may not be able to successfully manage the risks of such an expansion, which could have a material adverse effect on our revenues, earnings and financial condition.

Risks relating to the Bonds and the Exchange Shares

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

The Bonds are complex financial instruments and may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Bonds unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of such Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

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

- have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference 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 Bonds and the impact the Bonds will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including where the currency for principal or distribution payments is different from the potential investor's currency;
- understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate, foreign exchange rate and other factors that may affect its investment and its ability to bear the applicable risks.

There has been no prior market for the Bonds, an active trading market for the Bonds may not develop, and the trading price of the Bonds could be materially and adversely affected.

The Bonds are a new issue of Bonds for which there is currently no trading market. Although approval in-principle has been obtained from the SGX-ST for the listing of the Bonds on the Official List of the SGX-ST, such listing can only take place when approval of the SSC for the listing has been obtained. SSC approval is expected to take place on or about 20 days after the Closing Date. However, we cannot assure you that SSC approval will be obtained. In the event that we do not obtain SSC approval, the Bonds will not be listed on the SGX-ST. If SSC approval is obtained and listing on the SGX-ST takes place, we cannot assure you that we will be able to maintain such listing or that a liquid trading market will develop for the Bonds. Even though the Bonds may be listed on an exchange, we cannot assure you that an active market will develop for the Bonds. If an active market does develop, future trading prices of the Bonds will depend on many factors, including, but not limited to:

- prevailing interest rates and interest rate volatility;
- the market for similar bonds;
- the market and price of the Exchange Shares;
- the Issuer's and the Guarantor's operating and financial results;
- the publication of earnings estimates or other research reports and speculation in the press or the investment community;
- changes in the Issuer's and the Guarantor's industry and competition; and
- general market, financial and economic conditions.

Bondholders have no security interest in the Exchange Shares and the covenants imposed on the Issuer in connection with the Exchange Shares are not a pledge.

There is no security interest in relation to the Exchange Shares, and covenants imposed on the Issuer in connection with the Exchange Shares are not a pledge. The Trust Deed does not create any security interest in favour of the Bondholders either to secure the payment obligations arising under the Bonds or to secure the performance of the Exchange Rights thereunder. Accordingly, in the event of any insolvency of the Issuer, the Bondholders will rank on a *pari passu* basis with all other unsecured and unsubordinated creditors of the Issuer and will have no preference in respect of the Exchange Shares.

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

Vingroup holds many of its assets in, and conducts material business through, subsidiaries and associates, including Vinhomes and Vincom Retail, both of whose shares are listed on the HSX. We therefore depend on cash from the receipt of dividends and other payments from our subsidiaries for a significant portion of our cash flow, including cash to make other payments to the Issuer for which the Issuer depends to satisfy its obligations under the Bonds. The ability of our subsidiaries to pay dividends or make other advances and transfers of funds will depend on any local law restrictions on declaration and payment of dividends.

The Bondholders will have no direct claims as to the assets of our subsidiaries and Vingroup's obligations as the guarantor will be effectively subordinated to obligations of our subsidiaries and associates. Vingroup's obligations as the guarantor will be subordinated to any obligations of Vingroup's which are secured over Vingroup's assets to the extent of the value of the collateral securing such obligations.

Other than Vingroup's obligations as the guarantor, no member of our Group will guarantee the Bonds. Our subsidiaries form a substantial portion of our total assets and contribute significantly to our business. Various assets of our subsidiaries and associates may be secured to repay lenders to those subsidiaries and associates, particularly where lending has been for the purpose of funding specific property development projects. See "*Description of Material Indebtedness*." Borrowings under our credit facilities are secured by security interests in our assets. As of 31 March 2018, we had VND39,175.8 billion of secured indebtedness and VND15,992.3 billion of unsecured indebtedness outstanding. If we become insolvent or are liquidated, or if payment under the credit facilities or any other secured indebtedness is accelerated, the secured creditors and holders of other secured indebtedness (or an agent on their behalf) will be entitled to exercise the remedies available to a secured creditor under applicable law and remedies available under documents pertaining to our credit facilities. Unless we have made an intercompany loan to a subsidiary, we only have a shareholder's claim on the assets of such subsidiary. This shareholder's claim is junior to the claims that creditors of any such subsidiary have against it. The Bondholders will only be our creditors, and not a creditor of our subsidiaries. In addition, the Bondholders will not have the benefit of any security interest over the shares of our subsidiaries or any security interest over the assets of our subsidiaries. As a result, liabilities of any of our subsidiaries, including any claims of trade creditors and preferred stockholders, will be effectively senior to the Bonds. Any of these subsidiaries may in the future have other liabilities, including contingent liabilities, which may be significant.

So long as any Bond remains outstanding (as defined in the Trust Deed), neither the Issuer nor the Guarantor will, and each of the Issuer and the Guarantor will ensure that none of the Non-Listed Subsidiaries will, create or have outstanding any Encumbrance (as defined in the Conditions) upon the whole or any part of its present or future undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness (as defined in the Conditions), or any guarantee of, or indemnity in respect of, any Relevant Indebtedness, without at the same time or prior thereto taking any and all action necessary to ensure that the Issuer's obligations under the Bonds and the Trust Deed or, as the case may be, the Guarantor's obligations under the Guarantee (a) are secured equally and rateably, or (b) have the benefit of such other security, indemnity or other arrangement in the event that it or any of its Subsidiaries create or permit to subsist such other guarantee, indemnity or arrangement as either the Trustee in its absolute discretion shall deem to be not materially less beneficial to the interests of the Bondholders or as shall be approved by an Extraordinary Resolution (as defined in the Trust Deed) of the Bondholders. See "*Terms and Conditions of the Bonds—Negative Pledge*". However, this does not apply in respect of (i) loan facilities incurred in the form of domestic corporate bonds denominated in Vietnamese dong and governed by Vietnamese law issued by the Issuer, the Guarantor, any Subsidiary (as defined in the Conditions) of the Issuer or any Subsidiary of the Guarantor to, and arranged by, (A) a single Vietnamese bank or (B) a securities company which is controlled by, or is an affiliate of, a Vietnamese bank, and (ii) any asset backed securities offered or issued by the Issuer, the Guarantor, any Subsidiaries of the Issuer or any Subsidiaries of the Guarantor for distribution solely in Vietnam that are backed by or collateralised against assets of our Group, comprised solely of residential property assets to which such securities are linked.

If an investor holds bonds which are not denominated in the investor's home currency, it will be exposed to movements in exchange rates adversely affecting the value of its holding.

The Issuer will pay principal and premium on the Bonds in U.S. dollars. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than U.S. dollars. These include the risk that exchange rates may significantly change (including changes due to devaluation of the U.S. dollar or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the U.S. dollar would decrease (i) the Investor's Currency-equivalent yield on the Bonds, (ii) the Investor's Currency equivalent value of the principal payable on the Bonds, and (iii) the Investor's Currency equivalent market value of the Bonds.

A decline in the value of the Vietnamese dong relative to other currencies may have a material adverse effect on the value of the Exchange Shares deliverable upon exchange of the Bonds in other currencies.

The Exchange Shares deliverable upon exchange of the Bonds are listed on the HSX, where securities are quoted and traded in Vietnamese dong. If there are payments received in respect of such Exchange Shares, these payments will be paid in Vietnamese dong. A decline in the value of the Vietnamese dong relative to other currencies may affect, among other things, the value (in other currencies) of the proceeds that a holder receives upon a sale of such Exchange Shares or in respect of any other payments made and received on such Exchange Shares.

Our intended use of the proceeds of the Offering may not come to fruition.

We intend to use the proceeds due to us from the Offering for the purposes and in the manner set out in "*Use of Proceeds*". We do not currently have definite and specific commitments for the entire proceeds due to us from the Offering, and our current intentions may not materialise and may be prohibited. As a result of the number and variability of factors that determine our use of the proceeds due to us from the Offering, the actual uses may vary substantially from our current intentions. In such event, as we have broad discretion in the way we invest or spend the proceeds due to us from the Offering, there can be no assurance that we will invest or spend the proceeds in ways with which you agree or which you believe will have the most beneficial effect on our profitability.

Foreign Bondholders may be required to adhere to certain Vietnamese law requirements, including but not limited to the opening of Vietnamese securities accounts in order to receive Exchange Shares on the exchange of their Bonds and to receive any related income or proceeds relating to such exchanged Exchange Shares or to remit the proceeds of a subsequent sale or transfer of such Exchange Shares outside Vietnam.

When a Bondholder seeks to exercise its exchange rights under its Bonds and exchange such Bonds into Exchange Shares in accordance with the provisions of the Conditions, such Bondholder will be required to obtain a securities trading code from the VSD. Such securities trading code is typically granted upon the submission of the relevant supporting documentation or information required by the VSD.

Although the VSD does not have the authority under Vietnamese law to refuse to grant a securities trading code upon the submission of the requisite supporting documentation or information, there is no assurance that a Bondholder will, among other things, be able to successfully obtain a securities trading code from the VSD, open the requisite securities depository account and IICA, be in a position under Circular No. 123/2015/TT-BTC dated 18 August 2015 of the Ministry of Finance, to receive any related income or proceeds relating to the Exchange Shares or to remit the proceeds of any subsequent sales or transfers of such Exchange Shares outside Vietnam, or to do any of the foregoing in a timely manner. The length of time taken for a foreign Bondholder to complete these procedures may have an impact on the liquidity of the Bonds in the secondary market or may impact the ability of the Bondholder to exchange its Bonds into Exchange Shares on short notice if the requisite procedures are not completed in advance.

The trading price of the Exchange Shares has been, and may continue to be, volatile.

The trading price of the Exchange Shares listed on the HSX has been, and may continue to be, subject to large fluctuations. The price of the Exchange Shares may increase or decrease in response to a number of events and factors, including:

- quarterly variations in operating results;
- changes in financial estimates and recommendations by securities analysts;
- the operating and stock price performance of other companies in the real estate industry;

- developments affecting our Group, its customers or its competitors;
- differences between our Group's actual financial operating results and those expected by investors and analysts;
- the liquidity in the market for the Exchange Shares;
- changes in government regulation;
- changes in general economic conditions;
- changes in accounting policies;
- other events or factors described in this Offering Circular; and
- our Group's pre-sales and/or lease agreements being directly or indirectly referenced to U.S. dollars, and its ability to convert these into Vietnamese dong–denominated contracts.

Many investors in exchangeable securities seek to hedge their exposure in the underlying equity securities, often through short selling of the underlying equity securities or similar transactions. Any short selling or similar hedging activity could place significant downward pressure on the market price of the Exchange Shares, thereby having a material adverse effect on the market value of the Exchange Shares owned by an investor as well as on the trading price of the Bonds. This volatility may adversely affect the price of the Exchange Shares regardless of our Group's operating performance.

Our Group may from time to time raise additional capital through such means and in such manner as it may consider appropriate, including, but not limited to, the issuance of additional debt or equity securities, subject to any regulatory approval that may be required. There can be no assurance that such future capital raising activities will not adversely affect the market price of the Shares in the secondary market.

Any future issue of Shares by Vingroup, as well as the disposal of Shares by any of the substantial shareholders of Vingroup or the perception that such issues or sales may occur, may significantly affect the trading price of the Exchange Shares. See "*Subscription and Sale*" for further details.

The Exchange Rights are subject to certain regulatory restrictions.

Vietnamese laws and the Conditions require us to obtain an approval from the SSC before delivering the Exchange Shares upon the exercise of Exchange Rights. We have successfully obtained certain guidance on the transfer of the Exchange Shares from the SSC. However, further opinions from the SSC and confirmation from the VSD are still required to allow Exchange Rights to be exercised, and Exchange Shares to be delivered, as contemplated by the Conditions. Such approvals and authorisations remain pending and may never be obtained.

If the above approvals and authorisations have not been obtained, or are not unequivocally confirmed by the SSC and VSD and/or HSX, by the time the Exchange Rights are exercised by Bondholders, we may, consequently, be unable to deliver the requisite Exchange Shares to such Bondholders. No assurance can be given that we will be able to obtain all necessary approvals and authorisations in order to deliver the requisite Exchange Shares upon the exercise of Exchange Rights.

Bondholders will have no direct rights as shareholders of Vingroup before exchange, but will be subject to all changes affecting the Exchange Shares.

Unless and until the Bondholders acquire the Exchange Shares deliverable upon exchange, the Bondholders will have no rights with respect to the Exchange Shares, including any voting rights or rights to receive any dividends or other distributions with respect to the Exchange Shares. Upon exchange of the Bonds for the Exchange Shares, the holders will be entitled to exercise the rights of holders of the Exchange Shares only as to actions for which the applicable record date occurs after the relevant Exchange Date.

Bondholders have limited anti-dilution protection.

The Exchange Shares into which the Bonds may be exchanged on a pro rata basis will be adjusted in the event that there is a subdivision, consolidation or reclassification, a capitalisation of profits or reserves, a rights issue, bonus issue, reorganisation, extraordinary dividend or other adjustment, which affects the property comprising the Exchange Shares, but only in the situations and only to the extent described in Condition 6(c) of the Conditions. There is no requirement that there should be an adjustment for every corporate or other event that may affect the value of the Exchange Shares. Those events may adversely affect the value of the Exchange Shares and, therefore, adversely affect the value of the Bonds.

The Bonds may be redeemed prior to maturity.

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

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

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

There is a limited period for the exercise of the Exchange Rights.

A Bondholder will, subject as more fully described herein under "*Terms and Conditions of the Bonds*", have the right to exchange its Bonds into Exchange Shares. Exchange Rights may only be exercised in the limited circumstances described in the Conditions and, subject as provided herein, at any time on or after 25 July 2018 and up to the close of business on the tenth business day prior to the Maturity Date (both dates inclusive) or, if such Bond shall have been called for redemption by the Issuer before the Maturity Date, then up to the date no later than 10 business days prior to the date fixed for redemption thereof or, if notice requiring redemption has been given by the holder of such Bond pursuant to Condition 8(d) or 8(e), then up to the close of business on the business day prior to the giving of such notice. If the Exchange Rights are not exercised by Bondholders during the Exchange Period, the Bonds will be redeemed at 104.130% of their principal amount on the Maturity Date, unless the Bonds are previously purchased and cancelled or redeemed in accordance with the Conditions.

There are risks attached to the exercise of exchange rights.

Bondholders should be aware that the Bonds, being exchangeable for the Exchange Shares, bear certain risks. Depending upon the performance of the Exchange Shares, the value of the Exchange Shares may be substantially lower at such time that Bondholders seek to exercise their Exchange Rights, than they were at the time when the Bonds were initially purchased. In addition, the value of the Exchange Shares to be delivered may vary substantially between the date on which the Exchange Rights are exercised and the date on which such Exchange Shares are delivered.

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

The Issuer will be subject to reporting obligations in respect of the Bonds to be listed on the SGX-ST. The disclosure standards imposed by the SGX-ST are different from those imposed by securities exchanges in other countries or regions, such as the United States or Vietnam. As a result, the level of information that is available may not correspond to what investors in the Bonds are accustomed to.

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

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

In addition, the obligation under the Vietnamese law of majority shareholders and directors with respect to minority shareholders may be more limited than developed market jurisdictions. Consequently, minority shareholders may not be able to protect their interests under current Vietnamese law to the same extent as in certain other countries. The Law on Enterprises provides limited protection for minority shareholders who own at least 1.0% of the number of ordinary shares for six consecutive months, those shareholders have the right, on their own behalf or on behalf of the company, to initiate legal action for civil liability against a member of the board of directors or the general director. In addition, shareholders who own (individually or as a group of shareholders) at least 10.0% of the number of ordinary shares for six consecutive months shall have the right to, among others, request the convening of a GMS in certain cases, to request the supervisory board to inspect each particular issue relating to the management and administration of the operations in cases where it is considered necessary or to challenge a resolution passed by the GMS before a court or arbitral tribunal in pursuant with Article 147 of the Law on Enterprises. In practice, derivative actions are rarely brought on behalf of companies in Vietnam. Accordingly, there can be no assurance that legal rights or remedies of minority shareholders will be the same, or as extensive, as those available in other jurisdictions or sufficient to protect the interests of minority shareholders.

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

The Conditions contain provisions which may permit their modification without consent of all Bondholders and confer significant discretion on the Trustee which may be exercised without the consent of the Bondholders and without regard to the individual interests of particular Bondholders.

The Conditions contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Bondholders, including those who did not attend and vote at the relevant meeting and those who voted in a manner contrary to the majority.

The Conditions also provide that the Trustee may agree, without the consent of Bondholders, to any modification (except such modifications in respect of which an increased quorum is required pursuant to the Conditions and the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Bonds, the Agency Agreement or the Trust Deed or the substitution of another company as principal debtor under any Bonds in place of the Issuer, in the circumstances described in Condition 13.

Bondholders are required to rely on the procedures of the clearing systems and their participants while the Bonds are cleared through the clearing systems.

The Bonds will, on issue, be represented by a Global Certificate that will be deposited with a common depositary for Euroclear and Clearstream. Except in the circumstances described in the Global Certificate, investors will not be entitled to receive Bonds in definitive form. Each of Euroclear and Clearstream and their respective direct and indirect participants will maintain records of the beneficial interests in each Global Certificate held through it.

While the Bonds are represented by a Global Certificate, investors will be able to trade their beneficial interests only through the relevant clearing system and their respective participants.

While the Bonds are represented by a Global Certificate, the Issuer will discharge its payment obligation under the Bonds by making payments through the relevant clearing systems. A holder of a beneficial interest in a Global Certificate must rely on the procedures of the relevant clearing system and its participants to receive payments under the Bonds. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Certificate.

Holders of beneficial interests in a Global Certificate will not have a direct right to vote in respect of the Bonds so represented, including on the occurrence of an event of default. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies. The procedures to be implemented through the clearing systems may not be adequate to ensure the timely exercise of rights under the Bonds. See "*The Global Certificate*".

The transfer of the Bonds is restricted, which may adversely affect their liquidity and the price at which they may be sold.

The Bonds have not been registered under, and we are not obliged to register the Bonds under, the Securities Act or the securities laws of any other jurisdiction and, unless so registered, they may not be offered or sold except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and any other applicable laws. See "*Subscription and Sale*". We have not agreed to or otherwise undertaken to register the Bonds (including by way of an exchange offer) with the United States Securities and Exchange Commission or the securities regulatory authority of any other jurisdiction, and we have no intention of doing so.

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

The Bonds are denominated and payable in U.S. dollars. We generate a significant portion of our revenue in Vietnamese dong, which is not a freely convertible currency. Due to currently applicable Vietnamese currency, tax and export restrictions, there is no assurance that Vingroup and/or the Issuer will be able to convert Vietnamese dong from their cashflows in order to service their obligations under the Bonds.

Any delay in conversion may increase our exposure to depreciation of the Vietnamese dong against the U.S. dollar. In the event that we are unable to convert Vietnamese dong into U.S. dollars (or other currencies that can be converted into U.S. dollars) and remit the funds outside of Vietnam, we may be unable to meet our foreign currency payment obligations.

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 1 January 2015 and continue to be supplemented and clarified as issues arise over interpretation or implementation. A number of amendments and reforms were also conducted with respect to the tax laws in Vietnam where we operate. Any change in our tax status or the taxation legislation or different interpretations of tax laws and policies in these countries generally could adversely affect our performance and results of operations and increase the tax obligations imposed on us.

Risks relating to Vietnam

There are risks associated with investments in Vietnam, including in relation to political, economic and legal conditions.

We are incorporated in Vietnam and all of our assets and operations are located in Vietnam. 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 out-dated relatively quickly. Prospective investors should exercise particular care in evaluating the risks involved in investing in our Bonds and the Exchange Shares 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 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 our business, financial condition, results of operations and prospects.

The performance and growth of our 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, and any estimates or projections of future economic growth in Vietnam is subject to potential risks and uncertainties. For example, a 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 any projected economic 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, we cannot assure holders of the Bonds and/or the Exchange Shares 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 decision to taper quantitative easing and gradually increase interest rates in the United States, which may indirectly and adversely affect the Vietnamese economy. We 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 our 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. See *"—Risks relating to the Bonds and the Exchange Shares—Corporate disclosure and accounting standards, corporate governance standards, securities law requirements and the legal framework in Vietnam differ from developed market jurisdictions*". 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 our ability to protect our legal rights in Vietnam.

Tax laws and regulations in Vietnam (including value added tax, corporate income tax, personal income tax and royalty fees) have undergone significant changes in the past decade and may continue to be amended, supplemented or clarified as issues arise over interpretation or implementation. Any change in our tax status or the taxation legislation or different interpretations of tax laws and policies in Vietnam generally could adversely affect our business, financial condition, results of operations and prospects. The Ministry of Finance and its General Department of Taxation in practice have the final say on a company's tax obligations based on prevailing tax laws and regulations. Any change could have a material adverse effect on our business, financial condition, results of operations and prospects.

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

Under the laws of Vietnam, ownership of land belongs to the Vietnamese people as a whole and the state administers land rights on their behalf. However, ownership of a right to use land is allowed and Vietnam has adopted a system of land-use right registration. The ownership of a land-use right granted to any individual or organisation is protected and binding against any third party, except where compulsorily revoked by the Vietnamese Government under certain circumstances prescribed under the laws of Vietnam. We generally conduct extensive title searches before we acquire any parcel of land and have not, to date, had to defend ourselves 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, we may in some instances occupy, operate or develop projects for which all formalities in respect of perfecting title have not yet been completed. While we believe any such third-party challenges of title are unlikely to occur, we cannot assure you that they will not arise in the future, which could have an adverse effect on our business and results of operations.

Investors may face difficulties enforcing foreign court judgments against us.

Both Vingroup and the Issuer are organised under the laws of Vietnam. Substantially all of our Group's assets are located in Vietnam. It may be difficult for investors to effect service of process outside Vietnam upon Vingroup and/or the Issuer with respect to other claims pertaining to the Bonds and/or the Exchange Shares. Moreover, it may be difficult for investors to enforce against us judgments obtained from courts outside Vietnam with regard to any actions pertaining to the Bonds, the Exchange Shares or otherwise. In addition, the majority of Vingroup's and the Issuer's directors and officers are residents of Vietnam, and the majority of the assets of such persons are located in Vietnam. As a result, it may be difficult for investors to effect service of process upon those Vietnam-resident directors and officers, or to enforce against them judgments obtained in courts outside Vietnam predicated upon the laws of jurisdictions other than Vietnam. Vietnam is a party to the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards, and a few bilateral treaties relating to the recognition and enforcement of foreign judgments but not to any other multinational treaty in this regard. Vietnam's Civil Procedure Code provides that a civil judgment or decision of a foreign court is enforceable in Vietnam only if there is a treaty in this regard between Vietnam and such foreign country or on a reciprocal basis or if permitted by Vietnamese laws. Vietnam's Civil Procedure Code also sets out several grounds for Vietnamese courts to refuse the recognition and enforcement of foreign judgments, decisions or even foreign arbitral awards.

Outbreaks of contagious diseases may adversely affect Vietnam's economy and our business.

Outbreaks of contagious diseases (for example, avian influenza, swine flu, SARS, MERS and the Zika virus) have in the past had adverse temporary impacts on the Vietnamese and regional economy and general economic activity. Similarly, future outbreaks of contagious diseases that temporarily have an adverse effect on the economy of, or economic activity in, Vietnam may have an adverse effect on our business, financial condition, results of operations and prospects.

The Government may take over our 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 mobilisation) in the event of war or national defence 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 defence 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 our business or assets in the past nor do we expect it to do so in the foreseeable future, we cannot assure you that our operations may not be disrupted or other assets or property may not be temporarily taken over in the future or that we would be adequately compensated for the use of our assets in the event of the Government's takeover upon the occurrence of any of the events mentioned above.

TERMS AND CONDITIONS OF THE BONDS

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

The issue of the U.S.$325,000,000 aggregate principal amount of 3.50% Guaranteed Exchangeable Bonds due 2023 (the **Bonds**) and any further bonds issued in accordance with Condition 15 and consolidated and forming a single series therewith) of Vinpearl Joint Stock Company (the **Issuer**) and the right of exchange into Shares (as defined in Condition 6(a)(vi)) was authorised by a resolution of the Shareholders (as defined in Condition 6(c)(ii)) of the Issuer on 12 April 2018. The guarantee of the Bonds was authorised by resolutions of the Board of Directors of Vingroup Joint Stock Company (the **Guarantor**) on 5 June 2018. The Bonds are constituted by a trust deed (as amended or supplemented from time to time) (the **Trust Deed**) dated 11 June 2018 made between the Issuer, the Guarantor and The Bank of New York Mellon, London Branch as trustee for the holders of the Bonds (the **Trustee**, which term shall, where the context so permits, include all other persons or companies for the time being acting as trustee or trustees under the Trust Deed) and are subject to the paying and exchange agency agreement dated 11 June 2018 (the **Agency Agreement**) with the Trustee, The Bank of New York Mellon, London Branch as principal agent, exchange agent and paying agent (the **Principal Agent**), The Bank of New York Mellon SA/NV, Luxembourg Branch as registrar (the **Registrar**) and transfer agent and the other paying, exchange and transfer agents appointed under it (each a **Paying Agent**, **Exchange Agent**, **Transfer Agent** and together with the Registrar and the Principal Agent, the **Agents**) relating to the Bonds. References to the **Principal Agent**, **Registrar** and **Agents** below are references to the principal agent, registrar and agents for the time being for the Bonds. These terms and conditions (the **Conditions**) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bonds. Unless otherwise defined in these Conditions, terms used in these Conditions have the meaning specified in the Trust Deed. Copies of the Trust Deed and of the Agency Agreement are available for inspection during usual business hours at the specified offices for the time being of each of the Agents following prior written request and proof of holding to the satisfaction of the Agents. The Bondholders are entitled to the benefit of and are bound by all the provisions of the Trust Deed, and are deemed to have notice of all the provisions of the Agency Agreement applicable to them.

1. STATUS AND GUARANTEE

(a) Status

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

(b) Guarantee

The Guarantor has unconditionally and irrevocably guaranteed (the **Guarantee**) the due payment of all sums, including principal and interest and of any additional amounts expressed to be payable by the Issuer under the Trust Deed and the Bonds, and the due and punctual performance of all the Issuer's obligations under the Trust Deed and the Bonds. The obligations of the Guarantor in respect of the Guarantee are contained in the Trust Deed. The payment obligations of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by mandatory provisions of applicable law and subject to Condition 4, at all times rank at least equally with all of its other present and future senior, unsecured and unsubordinated obligations.

2. FORM, DENOMINATION AND TITLE

(a) Form and Denomination

The Bonds are issued in registered form in the denomination of U.S.$200,000 each and integral multiples thereof, without coupons attached. A bond certificate (each a **Certificate**) will be issued to each Bondholder in respect of its registered holding of Bonds. Each Certificate will be numbered serially with an identifying number which will be recorded on the relevant Certificate and in the register of Bondholders (the **Register**) which the Issuer will procure to be kept by the Registrar.

Upon issue, the Bonds will be represented by a global certificate (the ***Global Certificate****) registered in the name of a nominee of, and deposited with a common depositary for, Euroclear Bank SA/NV (****Euroclear****) and Clearstream Banking S.A. (****Clearstream****). The Conditions are modified by certain provisions contained in the Global Certificate. See "The Global Certificate".*

(b) **Title**

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

3. TRANSFERS OF BONDS; ISSUE OF CERTIFICATES

(a) **Register**

The Issuer will cause the Register to be kept at the specified office of the Registrar outside the United Kingdom and in accordance with the terms of the Agency Agreement on which shall be entered the names and addresses of the holders of the Bonds and the particulars of the Bonds held by them and of all transfers, redemptions and exchanges of the Bonds. Each Bondholder shall be entitled to receive only one Certificate in respect of its entire holding of Bonds.

(b) **Transfer**

Subject to Condition 3(e) and 3(f) and the terms of the Agency Agreement, a Bond may be transferred or exchanged by delivery of the Certificate issued in respect of that Bond, with the form of transfer on the back duly completed and signed by the holder or his attorney duly authorised in writing, to the specified office of the Registrar or any of the Transfer Agents. No transfer of title to a Bond will be valid unless and until entered on the Register.

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

(c) **Delivery of New Certificates**

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

Except in the limited circumstances described in "The Global Certificate", owners of interests in the Bonds will not be entitled to receive physical delivery of Certificates.

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

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

(d) **Formalities Free of Charge**

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

(e) **Closed Periods**

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

(i) during the period of seven days ending on (and including) the dates for payment of any principal pursuant to the Conditions;

(ii) after an Exchange Notice (as defined in Condition 6(b)) has been delivered with respect to such Bond;

(iii) during the period of seven days ending on (and including) any date of redemption pursuant to Condition 8(b) or 8(c);

(iv) after a Relevant Event Redemption Notice (as defined in Condition 8(d)) has been deposited in respect of such Bond pursuant to Condition 8(d) or a Put Exercise Notice (as defined in Condition 8(e) has been deposited in respect of such Bond pursuant to Condition 8(e); or

(v) during the period of seven days ending on (and including) any Interest Record Date (as defined in Condition 7(a)), each such period being a **Closed Period**.

(f) **Regulations**

All transfers of Bonds and entries on the Register will be made subject to the detailed regulations concerning transfer of Bonds scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Trustee and the Registrar. A copy of the current regulations will be mailed (free of charge to the holders at the Issuer's expense) by the Registrar to any Bondholder upon request.

4. NEGATIVE PLEDGE

So long as any Bond remains outstanding (as defined in the Trust Deed), neither the Issuer nor the Guarantor will, and each of the Issuer and the Guarantor will ensure that none of the Non-Listed Subsidiaries will, create or have outstanding any Encumbrance upon the whole or any part of its present or future undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness, or any guarantee of, or indemnity in respect of, any Relevant Indebtedness, without at the same time or prior thereto taking any and all action necessary to ensure that the Issuer's obligations under the Bonds and the Trust Deed or, as the case may be, the Guarantor's obligations under the Guarantee (a) are secured equally and rateably, or (b) have the benefit of such other guarantee, indemnity or arrangement as either the Trustee in its absolute discretion shall deem to be not materially less beneficial to the interests of the Bondholders or as shall be approved by an Extraordinary Resolution (as defined in the Trust Deed) of the Bondholders.

In these Conditions:

(a) any reference to an **Encumbrance** is to a mortgage, charge, pledge, lien or other encumbrance or security interest securing any obligation of any person;

(b) any reference to any **Non-Listed Subsidiary** means any Subsidiary of the Guarantor excluding any Subsidiary whose ordinary shares are listed on the Ho Chi Minh Stock Exchange (the **HSX**) or any other stock exchange, and any Subsidiary of such listed Subsidiary, which, for the avoidance of doubt, includes Vincom Retail Joint Stock Company, Vinhomes Joint Stock Company and each of their respective Subsidiaries;

(c) any reference to **Relevant Indebtedness** is to any future and present indebtedness in the form of or represented or evidenced by debentures, bonds, notes, bearer participation certificates, depositary receipts, certificates of deposit or other securities or instruments or by bills of exchange drawn or accepted for the purpose of raising money which are, or are capable of being, quoted, listed, ordinarily dealt in or traded on any stock exchange or over the counter or on any other securities market but excluding, for the avoidance of doubt any indebtedness under (i) loan facilities incurred in the form of domestic corporate bonds denominated in Vietnamese Dong (**VND**) and governed by Vietnamese law issued by the Issuer, the Guarantor, any Subsidiary of the Issuer or any Subsidiary of the Guarantor to, and arranged by, (A) a single Vietnamese bank or (B) a securities company which is controlled by, or is an affiliate of, a Vietnamese bank, and (ii) any asset backed securities offered or issued by the Issuer, the Guarantor, any Subsidiaries of the Issuer or any Subsidiaries of the Guarantor for distribution solely in Vietnam that are backed by or collateralised against assets of the Group, comprised solely of residential property assets to which such securities are linked; and

(d) any reference to a **subsidiary** or **Subsidiary** of any person is to any company or other business entity in respect of which that person owns or controls (either directly or through one or more other Subsidiaries) more than 50% of the issued share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such company or other business entity or any company or other business entity which at any time has its accounts consolidated with those of that person or which, under Vietnamese law, regulations or generally accepted accounting principles from time to time, should have its accounts consolidated with those of that person.

5. INTEREST

The Bonds bear interest from and including 14 June 2018 (the **Closing Date**) at the rate of 3.50% per annum of the principal amount of the Bonds. Interest is payable semi-annually in arrear on 14 June and 14 December in each year (each an **Interest Payment Date**) commencing on 14 December 2018.

Each Bond will cease to bear interest: (a) (subject to Condition 6(b)(iv)) where the Exchange Right attached to it shall have been exercised, from and including the Interest Payment Date last preceding its Exchange Date (as defined below) (or if such Exchange Date falls on or before the first Interest Payment Date, the Closing Date) subject to exchange of the relevant Bond in accordance with the provisions of Condition 6(b); or (b) from the due date for redemption thereof unless, upon due presentation thereof, payment of the full amount due is improperly withheld or refused or default is otherwise made in respect of any such payment. In such event, interest will continue to accrue at the rate aforesaid (after as well as before any judgment) until whichever is the earlier of (a) the day on which all sums due in respect of such Bond up to that day are received by or on behalf of the relevant holder, and (b) the day seven days after the Trustee or the Principal Agent has notified Bondholders of receipt of all sums due in respect of all the Bonds up to that seventh day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

Interest will be calculated on the basis of a 360-day year of twelve 30-day months, and in the case of an incomplete month, the actual number of days elapsed. Interest payable under this Condition will be paid in accordance with Condition 7(a).

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

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

6. EXCHANGE

(a) Exchange Right

(i) *Exchange Period*:

Subject to the right of the Issuer to make a Cash Election as provided in Condition 6(f) and as otherwise hereinafter provided, Bondholders have the right to exchange their Bonds into Shares (as defined in Condition 6(a)(vi)) at any time during the Exchange Period referred to below.

(ii) *Exercise of Exchange Rights*:

The right of a Bondholder to exchange any Bond into Shares is called the **Exchange Right**. Subject to and upon compliance with the provisions of this Condition, the Exchange Right attaching to any Bond may be exercised, at the option of the holder thereof, at any time (subject to any applicable fiscal or other laws or regulations as hereinafter provided) on or after 25 July 2018 up to the close of business (at the place where the Certificate evidencing such Bond is deposited for exchange) on the tenth business day prior to the Maturity Date (as defined in Condition 8(a)) (both days inclusive) (but, except as provided in Condition 6(a)(v), in no event thereafter) or, if such Bond shall have been called for redemption by the Issuer before the Maturity Date, then up to the close of business (at the place aforesaid) on the date no later than 10 business days (in the place aforesaid) prior to the date fixed for redemption thereof or if notice requiring redemption has been given by the holder of such Bond pursuant to Condition 8(d) or 8(e) then up to the close of business (at the place aforesaid) on the business day prior to the giving of such notice (the **Exchange Period**). If the final date on which the Exchange Right may be exercised is not a business day at the place aforesaid, then the period for the exercise of the Exchange Right by Bondholders shall end on the immediately preceding business day at the place aforesaid.

Subject to the right of the Issuer to make a Cash Election as provided in Condition 6(f) and as otherwise hereinafter provided, the number of Shares to be delivered on exchange of a Bond will be determined by dividing the principal amount of the Bond to be exchanged by the Exchange Price in effect at the Exchange Date (translated into United States Dollars at the Fixed Exchange Rate). An Exchange Right may only be exercised in respect of one or more Bonds. If more than one Bond held by the same holder is exchanged at any one time by the same holder, the number of Shares to be delivered upon such exchange will be calculated on the basis of the aggregate principal amount of the Bonds to be exchanged.

(iii) *Fractions of Shares*:

Fractions of Shares will not be delivered on exchange and no cash adjustments will be made in respect thereof. However, if the Exchange Right in respect of more than one Bond is exercised at any one time such that Shares to be delivered on exchange are to be registered in the same name, the number of such Shares to be delivered in respect thereof shall be calculated on the basis of the aggregate principal amount of such Bonds being so exchanged and rounded down to the nearest whole number of Shares. Notwithstanding the foregoing, in the event of a consolidation or re-classification of Shares by operation of law or otherwise occurring after 5 June 2018 which reduces the number of Shares outstanding, the Issuer will upon the exchange of any Bonds pay to the relevant Bondholder in cash a sum equal to such portion of the principal amount of the Bond or Bonds evidenced by the Certificate deposited by such Bondholder in connection with the exercise of Exchange Rights, aggregated as provided in this Condition 6(a)(iii), as corresponds to any fraction of a Share (translated into United States Dollars at the Fixed Exchange Rate) not delivered as a result of such consolidation or re-classification aforesaid, if such sum exceeds U.S.$10. Any such sum shall be paid no later than the relevant Trigger Date (as defined in Condition 6(b)(iii)) by transfer to the registered account of the Bondholder (as set out in Condition 7(b)).

(iv) *Exchange Price*:

The price at which Shares will be delivered upon exchange (the **Exchange Price**) will initially be VND138,526.484 per Share, but will be subject to adjustment in the manner provided in this Condition 6. The exchange ratio (the **Exchange Ratio**) is equal to each U.S.$200,000 of principal amount of Bonds divided by the then Exchange Price (translated into United States Dollars at the Fixed Exchange Rate).

For the purposes of these Conditions:

Fixed Exchange Rate means a fixed rate of exchange of VND22,809 per U.S.$1.00.

(v) *Revival and/or survival after Default*:

Notwithstanding the provisions of Condition 6(a)(i), if the Issuer shall default in making payment in full in respect of any Bond which shall have been called or surrendered for redemption on the date fixed for redemption thereof, (b) any Bond has become due and payable prior to the Maturity Date by reason of the occurrence of any of the events under Condition 10, or (c) any Bond is not redeemed on the Maturity Date in accordance with Condition 8(a), the Exchange Right attaching to such Bond will revive and/or will continue to be exercisable up to, and including, the close of business (at the place where the Certificate evidencing such Bond is deposited for exchange) on the date upon which the full amount of the moneys payable in respect of such Bond has been duly received by the Principal Agent or the Trustee and notice of such receipt has been duly given to the Bondholders and, notwithstanding the provisions of Condition 6(a)(i), any Bond in respect of which the Certificate and Exchange Notice are deposited for exchange prior to such date shall be exchanged on the relevant Exchange Date (as defined below) notwithstanding that the full amount of the moneys payable in respect of such Bond shall have been received by the Principal Agent or the Trustee before such Exchange Date or that the Exchange Period may have expired before such Exchange Date.

(vi) Exchange Price Reset

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

adjusted Exchange Price = Reset Price

Any adjustment to the Exchange Price pursuant to this Condition 6(a)(vi) shall be limited so that the Exchange Price adjusted in accordance with this Condition 6(a)(vi) shall not be less than the applicable

Reset Price Floor (as adjusted to reflect any adjustments required under Condition 6(c) which may have occurred prior to the relevant Reset Date).

For the purposes of these Conditions:

Reset Date means 14 June 2019, 14 April 2020, 14 June 2021 and 14 June 2022.

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

Reset Price Floor means, at any time, 80% of the initial Exchange Price, provided that if any adjustment to the Exchange Price is made or is to be made in accordance with Condition 6(c) on or prior to the relevant Reset Date, the Reset Price Floor shall be adjusted by applying the provisions of Condition 6(c) in a corresponding manner to the Reset Price Floor.

(vii) *Meaning of "Shares"*:

As used in these Conditions, the expression **Shares** means ordinary shares in the capital of the Guarantor (which include ordinary shares of the Guarantor listed on the HSX or, as the case may be, the Alternative Stock Exchange (each as defined below)) or shares of any class or classes resulting from any subdivision, consolidation or re-classification of those shares, which as between themselves have no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation or dissolution of the Guarantor.

(b) **Exchange Procedure**

(i) *Exchange Notice*:

To exercise the Exchange Right attaching to any Bond, the holder thereof must (i) complete, execute and deposit at his own expense during normal business hours at the specified office of any Exchange Agent a notice of exchange (an **Exchange Notice**) in duplicate in the form (for the time being current) obtainable from the specified office of each Exchange Agent, together with the relevant Certificate and any amounts required to be paid by the Bondholder under Condition 6(b)(ii), (ii) complete, execute and deliver to the relevant Exchange Agent a transfer form substantially in the form attached to the Agency Agreement (or such other form as notified by the Issuer in advance) and (iii) provide such other information as may be required by the Vietnam Securities Depository (the **VSD**) for the purpose of the exchange. Such holder, if not a Vietnamese Person, shall be required to confirm in the Exchange Notice that he has registered with and obtained a securities trading code from the VSD, and has opened a securities depositary account with a licensed custodian, and has opened and maintains a VND-denominated indirect investment capital account with a licensed bank and a securities trading account with a licensed securities firm in Vietnam. Exchange Rights shall be exercised subject in each case to any applicable fiscal or other laws or regulations applicable in the jurisdiction in which the specified office of the Exchange Agent to whom the relevant Exchange Notice is delivered is located.

The exchange date in respect of a Bond (the **Exchange Date**) must fall at a time when the Exchange Right attaching to that Bond is expressed in these Conditions to be exercisable (subject to the provisions of Condition 6(a)(v) above) and will be the Trading Day immediately following the date of the surrender of the Certificate in respect of such Bond and delivery of such Exchange Notice and, if applicable, the making of any payment to be made or the giving of any indemnity to be given under these Conditions in connection with the exercise of such Exchange Right. An Exchange Notice once delivered shall be irrevocable and may not be withdrawn unless the Issuer consents in writing to such withdrawal.

(ii) Taxes and Stamp Duty etc:

A Bondholder delivering a Certificate in respect of a Bond for exchange must pay any taxes and capital, stamp, issue and registration duties arising on exchange (other than any taxes or capital or stamp duties, fees payable to VSD or brokerage and other fees payable in Vietnam or, as the case may be, the jurisdiction in which the Alternative Stock Exchange is located, in respect of the delivery or transfer of Shares on-exchange or off-exchange or, as the case may be which shall be paid by the Issuer) (the **Taxes**) and such Bondholder must pay all, if any, taxes arising by reference to any disposal or deemed disposal of a Bond in connection with such exchange, in each case directly to the relevant authority. The Issuer will pay all other expenses arising on the delivery or transfer of Shares on exchange of Bonds. Neither the Trustee nor any Agent is under an obligation to determine whether the Issuer or a Bondholder is liable to pay any Taxes, the amounts payable (if any) in connection with this Condition 6(b)(ii) and whether any Taxes have been paid or the sufficiency thereof.

(iii) Corporate and Regulatory Approvals:

As soon as practicable, and in any event by no later than the date falling 20 Trading Days after the Exchange Date (the **Trigger Date**), the Issuer will cause all required or necessary corporate and regulatory procedures, formalities and requirements to be completed for the purpose of the exchange of Bonds for Shares under the relevant Exchange Notice which, for so long as the Shares are listed on the HSX, include, based on existing laws and regulations as at 14 June 2018, among other things, (A) an opinion from the State Securities Commission of Vietnam (the **SSC**) for the transfer of the Shares as a result of exchange of the Bonds into such Shares via the VSD as required under the SSC's letter No. 2548 dated 23 April 2018 addressed to the Issuer and confirming that in-principle the exchanges of the Bonds into the Shares can be made via the VSD but, for each exchange, subject to the opinion of the SSC, and (B) confirmation from the VSD or the securities depositary of the Alternative Stock Exchange (as the case may be) confirming that such Shares have been transferred and credited to the relevant Bondholder's securities depository account (the **VSD Confirmation**).

If (A) the Exchange Date in relation to any Bond shall be on or after the record date for any issue, distribution, grant, offer or other event as gives rise to the adjustment of the Exchange Price pursuant to Condition 6(c), but before the relevant adjustment becomes effective under the relevant Condition, or (B) the record date for any issue, distribution, grant, offer or other event as gives rise to the adjustment of the Exchange Price pursuant to Condition 6(c) (other than the payment of any dividend or other distribution in respect of the Shares in respect of which the Issuer is required to pay to the exchanging Bondholder an Equivalent Amount, as set out below) falls after the Exchange Date but before the earlier of the Registration Date and the Trigger Date, as the case may be, upon the relevant adjustment becoming effective, the Issuer shall procure the delivery to the exchanging Bondholder (or in accordance with the instructions contained in the Exchange Notice (subject to applicable exchange control or other laws or other regulations)), such additional number of Shares as is, together with Shares to be delivered on exchange of the Bonds, equal to the number of Shares which would have been required to be delivered on exchange of such Bond and/or, in the circumstances where the Issuer has made a Cash Election and the cash alternative election provisions of Condition 6(f) apply, the Issuer shall procure that there is paid to the exchanging Bondholder any such additional cash payment as shall be determined by an Independent Investment Bank to be fair and reasonable taking into account the operation of the provisions of Condition 6(f) (where the Issuer has made a Cash Election) in relation to the relevant exercise of Exchange Rights, in each case as if the relevant adjustment to the Exchange Price had been made and become effective on or immediately after the relevant record date or, in the case of the record date falling after the Exchange Date, immediately prior to the Exchange Date. Any such additional Shares shall be delivered in accordance with the first paragraph of this Condition 6(b)(iii) and in any event within 20 Trading Days after the effective date of the relevant adjustment, and any such additional cash payment shall be made as soon as practicable and in any event no later than five Trading Days following the Trigger Date.

The person or persons specified for that purpose in the Exchange Notice will become the holder of record of the number of Shares delivered upon exchange with effect from the date such Shares are credited into his or their securities depository account as confirmed in the VSD Confirmation or the securities depositary of the Alternative Stock Exchange (as the case may be) (the **Registration Date**). The Shares delivered upon exchange of the Bonds will be fully-paid, non-assessable and in all respects rank *pari passu* with all other Shares in issue on the relevant Registration Date, including as to listing. Save as set out in these Conditions, a holder of Shares delivered on exchange of the Bonds shall not be entitled to any rights the record date for which precedes the relevant Registration Date.

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

(iv) *Interest Accrual:*

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

(c) **Adjustments to Exchange Price**

The Exchange Price and the Reset Price will be subject to adjustment upon the occurrence of the following events which take place from the 5 June 2018, provided that, if the effective date of an adjustment event occurs during a Reset Period, the Reset Price shall be adjusted by applying the provisions of this Condition 6(c) in a corresponding manner to the Volume Weighted Average Price for each Trading Day used in the calculation of the Reset Price for the period up to and including the effective date of such adjustment event:

(i) Consolidation, Subdivision or Reclassification:

If and whenever there shall be a consolidation, subdivision, redesignation or reclassification in relation to the Shares which alters the number of Shares in issue, the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately before such alteration by the following fraction:

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

where:

A is the aggregate number of issued Shares immediately before such alteration; and

B is the aggregate number of issued Shares immediately after such alteration.

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

(ii) Capitalisation of Profits or Reserves:

If and whenever the Guarantor shall issue any Shares credited as fully paid to the holders of Shares (**Shareholders**) by way of capitalisation of profits or reserves (including any share premium account) including Shares paid up out of distributable profits or reserves and/or share premium account other than Shares issued in lieu of the whole or any part of a specifically declared cash Dividend which the Shareholders would or could otherwise have received, the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately prior to the Effective Date by the following fraction:

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

where:

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

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

Such adjustment shall become effective on the Effective Date. **Effective Date** means, in respect of this Condition 6(c)(ii), the date of issue of such Shares or if a record date is fixed therefor, the first date on which the Shares are traded ex-the relevant capitalisation of profits or reserves.

(iii) Dividends:

If and whenever the Guarantor shall pay or make any Dividend (as defined below) to the Shareholders (except and only to the extent that the Exchange Price falls to be adjusted under Condition 6(c)(ii) above), the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately prior to the Effective Date by the following fraction:

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

where:

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

B is the portion of the Fair Market Value of the Dividend attributable to one Share, with such portion being determined by dividing the Fair Market Value of the aggregate Dividend by the number of Shares entitled to receive the relevant Dividend (or, in the case of a purchase, redemption or buy-back of Shares by or on behalf of the Guarantor or any Subsidiary of the Guarantor, by the number of Shares in issue immediately prior to such purchase, redemption or buy-back).

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

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

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

(iv) Rights Issues of Shares or Options over Shares:

If and whenever the Guarantor shall issue Shares to all or substantially all Shareholders as a class by way of rights issue, or issue or grant to all or substantially all Shareholders as a class by way of rights issue, options, warrants or other rights to subscribe for or purchase or otherwise acquire any Shares, in each case at a price per Share which is less than 90% of the Current Market Price per Share on the date of the first public announcement of the terms of the issue or grant of such Shares, options, warrants or other rights (and notwithstanding that the relevant issue or grant may be or is expressed to be subject to Shareholder or other approvals or consents) the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately prior to the Effective Date by the following fraction:

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

where:

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

B is the number of Shares which the aggregate amount (if any) payable for the Shares issued by way of rights or for the options, warrants or other rights issued or granted by way of rights and for the total number of Shares deliverable on the exercise thereof, would subscribe for, purchase or otherwise acquire at such Current Market Price per Share; and

C is the aggregate number of Shares issued or, as the case may be, the maximum number of Shares which may be issued upon exercise of such options, warrants or rights calculated as at the date of issue or grant of such options, warrants or other rights.

Such adjustment shall become effective on the Effective Date. **Effective Date** means, in respect of this Condition 6(d)(iv), the date of issue of such Shares or issue or grant of such options, warrants or other rights or where a record date is set, the first date on which the Shares are traded ex-rights, ex-options or ex-warrants, as the case may be.

(v) Rights Issues of Other Securities:

If and whenever the Guarantor shall issue any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares) to all or substantially all Shareholders as a class by way of rights issue, or grant to all or substantially all Shareholders as a class by way of rights issue, options, warrants or other rights to subscribe for, purchase or otherwise acquire any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares), the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately prior to the Effective Date by the following fraction:

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

where:

A is the Current Market Price of one Share on the date on which such issue or grant is first publicly announced; and

B is the difference between the Fair Market Value of one security on a per Share basis on the date of such announcement and the issue price of one security on a per Share basis on such issue or grant.

Such adjustment shall become effective on the Effective Date. **Effective Date** means, in respect of this Condition 6(c)(v), the date of issue of the securities or the issue or grant of such rights, options or warrants (as the case may be) or where a record date is set, the first date on which the Shares are traded ex-rights, ex-options or ex-warrants, as the case may be.

(vi) Issues at less than Current Market Price:

If and whenever the Guarantor shall issue (otherwise than as mentioned in Condition 6(c)(iv) above) any Shares (other than Shares delivered on the exercise of Exchange Rights or on the exercise of any other rights of conversion into, or exchange or subscription for or purchase of, Shares) or issue or grant (otherwise than as mentioned in Condition 6(c)(iv) above) options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares (other than the Bonds, including for this purpose any further bonds issued pursuant to Condition 15) (the issue price of such Shares, options, warrants or other rights to be determined at Fair Market Value), in each case at a price per Share which is less than 90% of the Current Market Price on the date of the first public announcement of the terms of such issue or grant, the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately before such issue or grant by the following fraction:

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

where:

A is the number of Shares in issue immediately before the issue of such additional Shares or the issue or grant of such options, warrants or other rights;

B is the number of Shares which the aggregate consideration (if any) receivable for the issue of such additional Shares or, as the case may be, for the Shares to be issued or otherwise made available upon the exercise of any such options, warrants or rights, would purchase at such Current Market Price per Share; and

C is the number of Shares in issue immediately after the issue of such additional Shares or, as the case may be, the maximum number of Shares which may be issued upon exercise of such options, warrants or rights calculated as at the date of issue or grant of such options, warrants or rights.

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

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

(vii) Other Issues at less than Current Market Price:

Save in the case of an issue of securities arising from a conversion or exchange of other securities in accordance with the terms applicable to such securities themselves falling within this Condition

6(c)(vii), if and whenever the Guarantor or any of its Subsidiaries (otherwise than as mentioned in Condition 6(c)(iv), 6(c)(v) or 6(c)(vi)), or (at the direction or request of or pursuant to any arrangements with the Guarantor or any of its Subsidiaries), any other company, person or entity shall issue any securities (other than the Bonds, but excluding any further bonds issued pursuant to Condition 15) which by their terms of issue carry (directly or indirectly) rights of conversion into, or exchange or subscription for, Shares (or shall grant any such rights in respect of existing securities so issued) at a consideration per Share which is less than 90% of the Current Market Price on the date of announcement of the terms of issue of such securities (or the terms of such grant), the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately before such issue (or grant) by the following fraction:

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

where:

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

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

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

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

(viii) Modification of Rights of Exchange etc:

If and whenever there shall be any modification of the rights of conversion, exchange or subscription attaching to any such securities (excluding for this purpose the Bonds and any further bonds issued pursuant to Condition 15) as are mentioned in Condition 6(c)(vi) and/or Condition 6(c)(vii) (other than in accordance with the terms applicable to such securities upon issue) so that the consideration per Share receivable following the modification is less than 90% of the Current Market Price on the date of the first public announcement of the proposals for such modification, the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately before such modification by the following fraction:

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

where:

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

B is the number of Shares which the aggregate consideration (if any) receivable by the Guarantor for the Shares to be issued, or otherwise made available, on conversion or exchange or on exercise of the right of subscription attached to the securities, in each case so modified, would purchase at such Current Market Price per Share or, if lower, the existing conversion, exchange or subscription price of such securities; and

C is the maximum number of Shares to be issued, or otherwise made available, on conversion or exchange of such securities or on the exercise of such rights of subscription attached thereto at the modified conversion, exchange or subscription price or rate but giving credit in such manner as an Independent Investment Bank (acting as an expert), considers appropriate (if at all) for any previous adjustment under this Condition 6(c)(viii) or Condition 6(c)(viii) in each case, so as to restore the economic position of the Bondholders, after the occurrence of such events or circumstances, to the same position as if the diluting effect of such events or circumstances had not occurred in order to give effect to the intended results of such adjustment.

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

(ix) Other Offers to Shareholders:

If and whenever the Guarantor or any of its Subsidiaries or (at the direction or request of or pursuant to any arrangements with the Guarantor or any of its Subsidiaries) any other company, person or entity offers, issues, sells or distributes any securities in connection with which offer, issue, sale or distribution the Shareholders as a class are entitled to participate in arrangements whereby such securities may be acquired by them (except where the Exchange Price falls to be adjusted under Condition 6(c)(ii), Condition 6(c)(iii), Condition 6(c)(vi), Condition 6(c)(vii) above or Condition 6(c)(x) below), the Exchange Price shall be adjusted by multiplying the Exchange Price in force immediately before the making of such offer, issue, sale or distribution by the following fraction:

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

where:

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

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

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

(x) Other Events:

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

For the purposes of these Conditions:

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

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

Current Market Price means, in respect of a Share at a particular date, the average of the Closing Prices for one Share (being a Share carrying full entitlement to dividend) for the 10 consecutive Trading Days ending on the Trading Day immediately preceding such date; provided that if at any time during the said 10 Trading Day period the Shares shall have been quoted ex-dividend (or ex-any other entitlement) and during some other part of that period the Shares shall have been quoted cum-dividend (or cum-any other entitlement) then:

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

(B) if the Shares to be issued in such circumstances rank for the dividend (or entitlement) in question, the quotations on the dates on which the Shares shall have been quoted ex-dividend (or ex-any other entitlement) shall for the purpose of this definition be deemed to be the amount thereof increased by such similar amount;

and provided further that if the Shares on each of the said 10 Trading Days have been quoted cum-dividend (or cum-any other entitlement) in respect of a dividend or entitlement which has been declared or announced but the Shares to be issued do not rank for that dividend (or entitlement), the quotations on each of such dates shall for the purpose of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair Market Value of that dividend (or cum-any other entitlement) per Share as at the date of the first public announcement of such dividend or entitlement.

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

(A) where a cash Dividend is announced which is to be, or may at the election of a Shareholder or Shareholders be, satisfied by the issue or delivery of Shares or assets in specie, or where a capitalisation of profits or reserves is announced which is to be, or may at the election of a Shareholder or Shareholders be, satisfied by the payment of a cash Dividend, then for the purposes of this definition the Dividend in question shall be treated as a Dividend of the greater of (I) such cash Dividend and (II) the Fair Market Value (on the date of the first public announcement of such Dividend or capitalisation (as the case may be) or if later, the date on which the number of Shares (or amount of assets in specie, as the case may be) which may be issued or delivered is determined), of such Shares or other assets;

(B) any issue of Shares falling within Condition 6(c)(ii) shall be disregarded; and

(C) a purchase or redemption of share capital of the Guarantor by or on behalf of the Guarantor or any Subsidiary of the Guarantor shall not constitute a Dividend unless, in the case of purchases or redemptions of Shares by or on behalf of the Guarantor or any of its Subsidiaries, the volume weighted average price per Share (before expenses) on any one day in respect of such purchases or redemptions exceeds by more than 10% of the Volume Weighted Average Price of the Shares on either (I) that day or (II) where an announcement (excluding for the avoidance of doubt for these purposes, any general authority for such purchases or redemptions approved by a general meeting of Shareholders of the Guarantor or any notice convening such a meeting of Shareholders) has been made of the intention to purchase or redeem Shares at some future date at a specified price, on the Trading Day immediately preceding the date of such announcement, and, if in the case of (a) the relevant day is not a Trading Day, the immediately preceding Trading Day, in which case such purchase or redemption shall be deemed to constitute a Dividend to the extent that the aggregate price paid (before expenses) in respect of such Shares purchased or redeemed by or on behalf of the Guarantor or, as the case may be, a Subsidiary of the Guarantor exceeds the product of (1) 110% of the Volume Weighted Average Price of the Shares determined as aforesaid and (2) the number of Shares so purchased or redeemed.

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

Fair Market Value means, with respect to any assets, security, option, warrants or other right on any date, the fair market value of that asset, security, option, warrant or other right (converted into United States

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

Independent Investment Bank means an independent investment bank of international repute (acting as expert) selected by the Issuer.

Spin-Off means:

(A) a distribution of Spin-Off Securities by the Guarantor to Shareholders as a class; or

(B) any issue, transfer or delivery of any property or assets (including cash or shares or securities of or in or issued or allotted by any entity (other than the Guarantor)) to Shareholders as a class, pursuant to any arrangements with the Guarantor or any of its Subsidiaries.

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

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

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

On any adjustment, the relevant Exchange Price, if not an integral multiple of VND50, shall be rounded down to the nearest VND50. No adjustment shall be made to the Exchange Price where such adjustment (rounded down if applicable) would be less than one per cent. of the Exchange Price then in effect. Any adjustment not required to be made shall be carried forward and taken into account in any subsequent adjustment. Notice of any adjustment shall be given to Bondholders in accordance with Condition 16 as soon as practicable after the determination thereof.

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

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

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

If the Issuer fails to select the Independent Investment Bank when required for the purposes of Condition 6, the Trustee may (but shall in no way be obliged to) select such bank and shall have no liability to any person in respect of such selection.

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

(d) **Change of Control**

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

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

(ii) the Closing Price of a Share as at the latest practicable date prior to the publication of such notice;

(iii) the last day of the Change of Control Exchange Period;

(iv) the Relevant Event Redemption Date; and

(v) such other information relating to the Change of Control as the Trustee may reasonably require.

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

$$NEP = \frac{\text{OEP}}{1 + (\text{EP x c/t})}$$

where:

NEP is the Exchange Price after such adjustment

OEP is the Exchange Price in force immediately before such adjustment, and for the avoidance of doubt, OEP for the purposes of this Condition shall be the Exchange Price applicable on the relevant Exchange Date in respect of any exchange pursuant to this Condition;

EP is the exchange premium of 15.0 per cent., expressed as a fraction;

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

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

For the purposes of this Condition 6(d), the **Change of Control Exchange Period** means a period of 30 days from the later of (a) the date of occurrence of a Change of Control and (b) the date on which the Relevant Event Redemption Notice relating to such Change of Control is given to the Trustee and the Bondholders. If the last day of a Change of Control Exchange Period shall fall during a Closed Period, the Change of Control Exchange Period shall be extended such that its last day will be the fifteenth day following the last day of a Closed Period.

(e) **Undertakings**

The Guarantor has undertaken in the Trust Deed, amongst other things, that so long as any Bond remains outstanding, save with the approval of an Extraordinary Resolution (as defined in the Trust Deed) of the Bondholders or with the written approval of the Trustee where, in the opinion of the Trustee, it is not materially prejudicial to the interests of Bondholders to give such approval:

(i) it will use its best endeavours (A) to maintain a listing for all the issued Shares on the HSX, and (B) to maintain, the registration and deposit of all the Shares with the VSD and a listing of such Shares on the HSX, and if the Guarantor is unable to maintain such registration, deposit and listing, to use its best endeavours to obtain and maintain a listing for all the issued Shares on an Alternative Stock Exchange and the registration and deposit of such Shares with the securities depositary of the Alternative Stock

Exchange, as the Guarantor may from time to time determine and as may be approved by the Trustee and will forthwith give notice to the Bondholders in accordance with Condition 16 below of the listing or delisting of the Shares (as a class) by any of such stock exchanges;

(ii) it will pay the expenses of the issue of, and all expenses of obtaining registration and deposit and listing for Shares arising on exchange of the Bonds; and

(iii) it will not make any reduction of its ordinary share capital or any uncalled liability in respect thereof or of any share premium account except, in each case, where the reduction is permitted by applicable law and results in (or would, but for the provision of these Conditions relating to rounding or the carry forward of adjustments, result in) an adjustment to the Exchange Price or is otherwise taken into account for the purposes of determining whether such an adjustment should be made.

The Issuer has undertaken in the Trust Deed, amongst other things, that so long as any Bond remains outstanding, save with the approval of an Extraordinary Resolution (as defined in the Trust Deed) of the Bondholders or with the written approval of the Trustee where, in the opinion of the Trustee, it is not materially prejudicial to the interests of Bondholders to give such approval:

(A) it will use its best endeavours to maintain the listing of the Bonds on the Singapore Exchange Securities Trading Limited (the **SGX-ST**) and if the Issuer is unable to maintain such listing, to use its best endeavours to obtain and maintain a listing on another internationally recognised stock exchange and will forthwith give notice to the Bondholders in accordance with Condition 16 below of the listing or delisting of the Bonds by any such stock exchange; and

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

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

The Guarantor has also given certain other undertakings in the Trust Deed for the protection of the Exchange Rights.

(f) **Cash Alternative Election**

Upon the delivery of an Exchange Notice by a Bondholder, the Issuer may make an election (a **Cash Election**) by giving notice to the relevant Bondholders by not later than the date (the **Cash Election Exercise Date**) falling five Trading Days following the relevant Exchange Date, to the address (or, if a fax number or email address is provided in the relevant Exchange Notice, that fax number or email address) specified for that purpose in the relevant Exchange Notice, with a copy to the Trustee and Exchange Agent, to satisfy the exercise of the Exchange Right in respect of the relevant Bonds in whole or in part by making payment to the relevant Bondholder of the Cash Alternative Amount in respect of such Bonds, together with any other amounts payable by the Issuer to such Bondholder pursuant to these Conditions in respect of, or relating to, the relevant exercise of Exchange Rights, including any interest payable pursuant to Condition 5 and, in the case of a Cash Election made in part, by delivering such number of Shares (if any) as is specified in the relevant Cash Election notice as corresponds to the proportion of the relevant Bond(s) in respect of which the Cash Election is not made. Such notice by the Issuer shall, if the Cash Election is made in part, specify the number of Shares (if any) that are to be delivered in respect of the relevant exercise of Exchange Rights and the number of Shares in respect of which the Cash Alternative Amount is to be paid to the relevant Bondholder, and so that the aggregate of such Shares to be delivered and the number of Shares in respect of which the Cash Alternative Amount is to be paid shall equal the number of Shares (rounded down, if necessary, to the nearest whole number) determined by dividing the principal amount of Bonds the subject of the relevant exercise of Exchange Rights by such Bondholder by the Exchange Price in effect on the relevant Exchange Date.

A Cash Election shall be irrevocable.

The Issuer will pay the Cash Alternative Amount, together with any other amount as aforesaid, by not later than date falling five Trading Days following the last day of the Cash Alternative Calculation Period (the

Cash Alternative Payment Date) by transfer to the registered account of such Bondholder (as set out in Condition 7(b)), or by United States Dollar cheque drawn on a bank in New York City mailed to the address of the Bondholder specified in the relevant Exchange Notice if it does not have a registered account.

For the purpose of these Conditions:

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

Cash Alternative Calculation Period means the period of 10 consecutive Trading Days commencing on the Trading Day after the Cash Election Exercise Date.

Prevailing Rate means, in respect of any day, the spot rate of exchange between the relevant currencies prevailing as at or about 11am (Vietnam time) on that date as appearing on the Relevant Page or if such rate cannot be determined on that day, the rate prevailing as at or about 11am (Vietnam time) on the immediately preceding day on which such rate can be so determined.

Relevant Page means Bloomberg "BFIX" USDVND Spot Mid Price or such other page, section, caption, column or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Relevant Page.

(g) **Notice of Change in Exchange Price**

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

7. PAYMENTS

(a) **Method of Payment**

Payment of principal and interest due other than on an Interest Payment Date will be made by transfer to the registered account of the Bondholder. Payment of principal will only be made after surrender of the relevant Certificate at the specified office of any of the Agents.

Interest on Bonds due on an Interest Payment Date will be paid on the due date for the payment of interest to the holder shown on the Register at the close of business on the fifteenth day before the due date for the payment of interest (the **Interest Record Date**). Payments of interest on each Bond will be made by transfer to the registered account of the Bondholder.

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

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

(b) **Registered Accounts**

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

(c) **Fiscal Laws**

All payments are subject in all cases to (i) any applicable fiscal or other laws and regulations, but without prejudice to the provisions of Condition 9 and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **Code**), or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof or (without prejudice to Condition 9) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Bondholders in respect of such payments.

(d) **Payment Initiation**

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

(e) **Delay In Payment**

Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due if the due date is not a business day, if the Bondholder is late in surrendering its Certificate (if required to do so).

(f) **Business Day**

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

(g) **Partial Payment**

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

8. REDEMPTION, PURCHASE AND CANCELLATION

(a) **Maturity**

Unless previously redeemed, exchanged or purchased and cancelled as provided herein, the Issuer will redeem each Bond at 104.130% of its principal amount together with accrued but unpaid interest thereon on 14 June 2023 (the **Maturity Date**). The Issuer may not redeem the Bonds at its option prior to that date except as provided in Condition 8(b) or 8(c) below (but without prejudice to Condition 10).

(b) **Redemption for Taxation Reasons**

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice (a **Tax Redemption Notice**) to the Bondholders in accordance with Condition 16 (which notice shall be irrevocable) at the Early Redemption Amount as at the Redemption Date specified in such notice (the **Tax Redemption Date**) together with accrued but unpaid interest to such date, if (i) the Issuer satisfies the Trustee immediately prior to the giving of such notice that the Issuer or, if the Guarantee were called, the Guarantor has or will become obliged to pay Additional Tax Amounts as provided or referred to in Condition 9 as a result of any change in, or amendment to, the laws or regulations of Vietnam or any political subdivision or any authority thereof or therein having power to tax, or any change in the general application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 5 June 2018, and (ii) such obligation cannot be avoided by the Issuer or the Guarantor, as the case may be, taking reasonable measures available to it, provided that no Tax Redemption Notice shall be given earlier than 90 days prior to the earliest date on which the Issuer or the Guarantor, as the case may be, would be obliged to pay such Additional Tax Amounts were a payment in respect of the Bonds then due. Prior to the publication of any Tax Redemption Notice pursuant to this paragraph, the Issuer shall deliver to the Trustee (A) a certificate signed by two directors of the Issuer or the Guarantor, as the case may be, stating that the obligation referred to in (i) above cannot be avoided by the Issuer or the Guarantor, as the case may be, taking reasonable measures available to it, and (B) an opinion of independent legal or tax advisors of recognised international standing and acceptable to the Trustee to the effect that such change or amendment has occurred and that the Issuer or the Guarantor, as the case may be, has been or will be obliged to pay such Additional Tax Amounts as a result thereof (irrespective of whether such amendment or change is then effective). The Trustee shall be entitled to accept without any liability for doing so such certificate and opinion as sufficient evidence of the matters set out in (A) and (B) above in which event it shall be conclusive and binding on the Bondholders. Upon the expiry of the Tax Redemption Notice, the Issuer will be bound to redeem the Bonds at the Early Redemption Amount as at the Tax Redemption Date, together with interest accrued to such date.

(c) **Redemption at the Option of the Issuer**

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

(i) may at any time after 14 June 2021 redeem all but not some only of the Bonds for the time being outstanding at the Early Redemption Amount as at the relevant Redemption Date together with interest accrued but unpaid to such date, provided that the Closing Price of the Shares on each of 20 consecutive Trading Days, the last of which occurs not more than 30 days prior to the date upon which notice of such redemption is published, (translated into United States Dollars at the Prevailing Rate) was at least 130% of the Early Redemption Amount as at each of such Trading Days for a Bond with a principal amount of U.S.$200,000 divided by the Exchange Ratio in effect on each of such Trading Days; or

(ii) may at any time redeem all but not some only of the Bonds for the time being outstanding at the Early Redemption Amount as at the relevant Redemption Date together with interest accrued but unpaid to such date, provided that prior to the date upon which notice of such redemption is published at least 90% in principal amount of the Bonds originally issued (which, for this purpose, shall be the aggregate of the principal amount of the Bonds and the principal amount of any further bonds issued pursuant to Condition 15) has already been exchanged, redeemed or purchased and cancelled.

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

(d) **Redemption for Delisting or Change of Control**

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

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

The Trustee shall not be required to take any steps to ascertain whether a Relevant Event or any event which could lead to the occurrence of a Relevant Event has occurred and shall not be responsible to Bondholders for any loss arising from any failure by it to do so.

A **Relevant Event** occurs:

(i) when the Shares cease to be listed and/or admitted to trading or trading in the Shares is suspended for a period equal to or exceeding 20 Trading Days on the HSX or, if applicable, any Alternative Stock Exchange on which the Shares are then listed; or

(ii) when there is a Change of Control. For the purposes of this Condition 8(d):

Control means the acquisition or control of more than 50% of the voting rights of the issued share capital of the Guarantor or the right to appoint and/or remove all or the majority of the members of the Guarantor's board of directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise;

a **Change of Control** occurs when:

(i) any Person or Persons acting together acquires Control of the Guarantor if such Person or Persons does not or do not have, and would not be deemed to have, Control of the Guarantor on the Closing Date;

(ii) the Guarantor consolidates with or merges into or leases, sells or transfers, conveys or makes any other disposition, in one or a series of related transactions, of all or substantially all of the assets of the Guarantor to any other Person, unless the consolidation, merger, lease, sale, transfer, conveyance or disposition will not result in the other Person or Persons acquiring Control over the Guarantor or the successor entity; or

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

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

(e) **Redemption at the Option of the Bondholders**

(i) The Issuer will, at the option of the holder of any Bond, redeem all or some only of the Bonds held by such Bondholder on 14 June 2020 (the **Put Option Date**) at 101.549% of their principal amount together with accrued but unpaid interest to the date fixed for redemption. To exercise such right, the holder of the relevant Bond must complete, sign and deposit at the specified office of any Paying Agent a duly completed and signed put notice (**Put Exercise Notice**) in the form for the time being current, obtainable from the specified office of any Paying Agent, together with the Certificate evidencing the Bonds to be redeemed not earlier than 60 days and not later than 30 days prior to the Put Option Date.

(ii) A Put Exercise Notice, once delivered, shall be irrevocable (and may not be withdrawn unless the Issuer consents to such withdrawal in writing) and the Issuer will be bound to redeem the Bonds the subject of Put Exercise Notices delivered as aforesaid in accordance with this Condition 8(e) on the Put Option Date. For the avoidance of doubt, such put option may not be exercised at any time after the Put Option Date.

(f) **Bondholders' Tax Option**

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

(g) **Purchase**

The Issuer, the Guarantor or any of their respective Subsidiaries may at any time and from time to time purchase Bonds at any price in the open market or otherwise.

(h) **Cancellation**

All Bonds which are redeemed, exchanged or purchased by the Issuer, the Guarantor or any of their respective Subsidiaries, will forthwith be cancelled. Certificates in respect of all Bonds cancelled will be forwarded to or to the order of the Registrar and such Bonds may not be reissued or resold.

(i) **Redemption Notices**

All notices to Bondholders given by or on behalf of the Issuer pursuant to this Condition will specify the Exchange Price as at the date of the relevant notice, (ii) the Exchange Period, (iii) the Closing Price of the

Shares as at the latest practicable date prior to the publication of the notice, (iv) the date for redemption, (v) the manner in which redemption will be effected and (vi) the aggregate principal amount of the Bonds outstanding as at the latest practicable date prior to the publication of the notice.

(j) **Definitions**

For the purposes of these Conditions:

a **Person** includes any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organisation, trust, state or agency of a state (in each case whether or not being a separate legal entity) but does not include the (i) the Guarantor's board of directors or any other governing board or (ii) the Guarantor's wholly owned direct or indirect subsidiaries;

Redemption Date means, with respect to any Bond, (i) the date fixed for redemption of such Bond pursuant to a notice of redemption given by the Issuer in accordance with the provisions of the Trust Deed or (ii) the Maturity Date of such Bond if such Bond has not been redeemed, purchased and cancelled or exchanged in accordance with its terms prior to the Maturity Date; and

Early Redemption Amount means an amount, in respect of each U.S.$200,000 principal amount of the Bonds, which is determined by the Issuer in accordance with these provisions to be the amount which, together with accrued but unpaid interest from and including the immediately preceding Interest Payment Date or, if none, the Closing Date to but excluding the relevant date for determination of the Early Redemption Amount (the **Determination Date**), and after taking into account any interest paid in respect of such Bonds in preceding periods, represents for the Bondholder at the Determination Date a gross yield of 4.25% per annum on the principal amount of each Bond accumulating on a semi-annual basis. The applicable Early Redemption Amount for each U.S.$200,000 principal amount of the Bonds will be calculated in accordance with the following formula, rounded (if necessary) to two decimal places with 0.005 being rounded upwards (provided that if the relevant Determination Date is an Interest Payment Date (as set out below), such Early Redemption Amount shall be the amount as set out in the table below in respect of the relevant Interest Payment Date):

Early Redemption Amount = (Previous Redemption Amount x $(1+r/2)^{d/p}$) – AI

Where:

Previous Redemption Amount = the Early Redemption Amount for each U.S.$200,000 principal amount of Bonds on the Interest Payment Date immediately preceding the relevant Determination Date (or if the Bonds are to be redeemed prior to 14 December 2018, U.S.$200,000):

Interest Payment Date	**Early Redemption Amount (U.S.$)**
14 December 2018	200,750.00
14 June 2019	201,515.94
14 December 2019	202,298.16
14 June 2020	203,097.00
14 December 2020	203,912.82
14 June 2021	204,745.97
14 December 2021	205,596.83
14 June 2022	206,465.77
14 December 2022	207,353.17

r = 4.25% expressed as a fraction

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

p = 180

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

If the Early Redemption Amount payable in respect of any Bond upon its redemption pursuant to this Condition 8 or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Bonds shall be the Early Redemption Amount of such Bonds determined as described above, but as though references to the "Determination Date" had been replaced by references to the Relevant Date (as defined in Condition 9), and interest shall accrue at the rate provided for in Condition 5 on the principal amount of such Bonds to (but excluding) the Relevant Date. The calculation of the Early Redemption Amount in accordance with this Condition will continue to be made (as well after as before judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be 104.130% of the principal amount of the Bonds together with default interest thereon at the rate provided for in Condition 5 from and including the Maturity Date to but excluding the Relevant Date. The Early Redemption Amount for a principal amount of Bonds exceeding U.S.$200,000 shall be determined by dividing such principal amount by U.S.$200,000 and then multiplying the resulting quotient and the Early Redemption Amount for U.S.$200,000 in principal amount of Bonds.

9. TAXATION

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

(a) *Other connection*: to a holder (or to a third party on behalf of a holder) who is subject to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of his having some connection with Vietnam otherwise than merely by holding the Bond or by the receipt of amounts in respect of the Bond; or

(b) *Presentation more than 30 days after the Relevant Date*: (in the case of a payment of principal) if the Certificate in respect of such Bond is surrendered more than 30 days after the Relevant Date except to the extent that the holder would have been entitled to such additional amount on surrendering the relevant Certificate for payment on the last day of such period of 30 days.

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

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

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

10. EVENTS OF DEFAULT

The Trustee at its sole discretion may, and if so requested in writing by the holders of not less than 25% in principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution shall (subject to its rights under the Trust Deed to be indemnified and/or secured and/or pre-funded by the holders to its satisfaction), give notice to the Issuer that the Bonds are, and they shall accordingly thereby become, immediately due and repayable at (a) the Early Redemption Amount as at such date or (b) in the case of a default in the payment of any Cash Alternative Amount due in respect of the Bonds which is not remedied within three business days (as defined in Condition 7(f)) or as specified in Condition 10(c) below, at the higher of the Early Redemption Amount as at such date and the applicable Cash Alternative Amount (subject as provided below and without prejudice to the right of Bondholders to exercise the Exchange Right in respect of their Bonds in accordance with Condition 6) if:

(a) **Non-Payment:**

a default is made in the payment of any principal, interest or any other amounts due in respect of the Bonds which is not remedied within three business days (as defined in Condition 7(f));

(b) **Breach of Other Obligations:**

the Issuer or the Guarantor does not perform or comply with one or more of its other obligations in the Bonds or the Trust Deed (other than any obligation for the payment of principal, interest or other amounts due in respect of the Bonds or any obligation to deliver Shares following the exercise of Exchange Rights) which default is incapable of remedy or, if capable of remedy, is not remedied within 30 days after written notice of such default shall have been given to the Issuer by the Trustee;

(c) **Failure to deliver Shares or to pay Cash Alternative Amounts:**

any failure by the Issuer to deliver any Shares or to pay any Cash Alternative Amounts as and when the Shares, or the Cash Alternative Amounts, as the case may be, are required to be delivered or paid following exchange of Bonds and such failure continues for more than three Trading Days (other than any obligation to deliver Shares in the circumstances referred to in Condition 6(f));

(d) **Insolvency:**

(i) the Issuer, the Guarantor or any of the Principal Subsidiaries (A) is (or is, or could be, deemed by law or a court to be) insolvent or bankrupt or unable to pay its debts, (B) stops, suspends or threatens to stop or suspend payment of all or a material part of (or of a particular type of) its debts, (C) proposes or makes any agreement for the deferral, rescheduling or other readjustment of all of (or all of a particular type of) its debts (or of any part which it will or might otherwise be unable to pay when due), (D) proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or any part of (or of a particular type of) the debts of the Issuer, the Guarantor or any of the Principal Subsidiaries; and/or

(ii) an administrator or liquidator of the Issuer, the Guarantor or any of the Principal Subsidiaries or the whole or any material part of the assets and turnover of the Issuer, the Guarantor or any of the Principal Subsidiaries is appointed (or application for any such appointment is made); provided that, in the case of (i)(C) and (D) above, any action or arrangement by the Issuer or the Guarantor (not forming part of, or proposed or effected at the same time as or in conjunction with any action, event or arrangement referred to in this Condition 10(d) in relation to any other debts or obligations of the Issuer, the Guarantor or any of the Principal Subsidiaries) to (A) propose or effect changes to these Conditions and/or (B) repurchase or exchange the Bonds for any other securities, shall not be deemed to be an event occurring under this Condition 10(d);

(e) **Cross-Default:**

(i) any other present or future indebtedness (whether actual or contingent) of the Issuer, the Guarantor or any of the Principal Subsidiaries for or in respect of moneys borrowed or raised becomes (or becomes capable of being declared) due and payable prior to its stated maturity by reason of any actual or potential default, event of default or the like (howsoever described) (after giving effect to any applicable grace period therefor); or

(ii) any such indebtedness is not paid when due or, as the case may be, within any applicable grace period; or

(iii) the Issuer, the Guarantor or any of the Principal Subsidiaries fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised,

provided that the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in this paragraph (e) have occurred equals or exceeds U.S.$50,000,000 or its equivalent in any other currency (as determined on the basis of the middle spot rate for the relevant currency against the Vietnamese Dong on the relevant date as quoted by any leading bank selected by the Issuer, in consultation with the Trustee) on the day on which such indebtedness first becomes capable of being declared due and payable, becomes due and payable or is not paid or any such amount becomes due and payable or is not paid under any such guarantee or indemnity;

(f) **Enforcement Proceedings:**

a distress, attachment, execution, seizure before judgment or other legal process is levied, enforced or sued out on or against any material part of the property, assets or turnover of the Issuer, the Guarantor or any of the Principal Subsidiaries and is not discharged or stayed within 30 days;

(g) **Winding-up:**

an order is made or an effective resolution passed for the winding-up or dissolution or administration of the Issuer, the Guarantor or any of the Principal Subsidiaries (except for a members' voluntary solvent winding up of a Principal Subsidiary), or the Issuer, the Guarantor or any of the Principal Subsidiaries ceases or threatens to cease to carry on all or a material part of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by the Trustee or by an Extraordinary Resolution of the Bondholders, or (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of such Principal Subsidiary are transferred to or otherwise vested in the Guarantor or another of the Principal Subsidiaries;

(h) **Security Enforced:**

an encumbrancer takes possession or an administrative or other receiver or an administrator or other similar officer is appointed of the whole or a material part of the property, assets or turnover of the Issuer, the Guarantor or any of the Principal Subsidiaries (as the case may be) and is not discharged within 30 days;

(i) **Nationalisation:**

(i) any step is taken by any person with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or a material part of the assets of the Issuer, the Guarantor or any of the Principal Subsidiaries or

(ii) the Issuer, the Guarantor or any of the Principal Subsidiaries is prevented from exercising normal control over all or a material part of its property, assets and turnover;

(j) **Authorisation and Consents:**

any action, condition or thing (including the obtaining or effecting of any necessary consent, approval, authorisation, exemption, filing, licence, order, recording or registration) at any time required to be taken, fulfilled or done in order (i) to enable each of the Issuer and the Guarantor lawfully to enter into, exercise its rights and perform and comply with its obligations under the Bonds and the Trust Deed, (ii) to ensure that those obligations are legally binding and enforceable and (iii) to make the Bonds and the Trust Deed admissible in evidence in the courts of England is not taken, fulfilled or done;

(k) **Illegality:**

it is or will become unlawful for the Issuer or the Guarantor to perform or comply with any one or more of its obligations under any of the Bonds or the Trust Deed;

(l) **Guarantee:**

the Guarantee of the Bonds is not (or is claimed by the Guarantor not to be) in full force or effect; or

(m) **Analogous Events:**

any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs.

For the purposes of these Conditions:

Accounts means, at any date or in respect of a financial year, the audited consolidated financial statements of the Guarantor most recently published or, as the case may be, in respect of that financial year, in any such case prepared in conformity with Vietnamese Accounting Standards (**VAS**).

Group means the Guarantor and its Subsidiaries and **member of the Group** shall be construed accordingly.

Principal Subsidiary at any time means any member of the Group:

(i) which was a Subsidiary of the Guarantor at the date to which the then latest Accounts were made up and whose total revenue and/or gross assets and/or gross profits (in each case consolidated in the case of a Subsidiary which itself has Subsidiaries) at the time of its latest financial statements (consolidated where applicable) exceeded ten per cent. of the consolidated total revenue and/or gross assets and/or gross profits of the Group at such date, as determined by reference to such Accounts; or

(ii) which has been a Subsidiary of the Guarantor for more than 180 days and which became a Subsidiary of the Guarantor subsequent to the date of the then latest Accounts and whose total revenue and/or gross assets and/or gross profits (in each case consolidated in the case of a Subsidiary which itself has Subsidiaries) would, if consolidated financial statements of the Guarantor where prepared in accordance with VAS on it becoming a Subsidiary of the Guarantor, exceed ten per cent. of the consolidated total revenue and/or gross assets and/or gross profits of the Group as would be determined by reference to such consolidated financial statements; or

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

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

The Trustee and the Agents shall not be required to take any steps to ascertain whether an Event of Default or any event which could lead to the occurrence of an Event of Default has occurred, and shall be entitled to assume that no such event has occurred unless they have received written notice to the contrary from the Issuer or any Bondholder.

11. PRESCRIPTION

Claims in respect of amounts due in respect of the Bonds will become prescribed unless made within ten years (in the case of principal) and five years (in the case of interest) from the Relevant Date (as defined in Condition 9) in respect thereof.

12. ENFORCEMENT

At any time after the Bonds have become due and repayable, the Trustee may, at its sole discretion and without further notice, take such proceedings against the Issuer as it may think fit to enforce the provisions of the Trust Deed, but it will not be bound to take any such proceedings unless (a) it shall have been so requested in writing by the holders of not less than 25% in principal amount of the Bonds then outstanding or shall have been so directed by an Extraordinary Resolution of the Bondholders and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction. No Bondholder will be entitled to proceed directly against the Issuer unless the Trustee, having become bound to do so, fails to do so within a reasonable period and such failure shall be continuing.

13. MEETINGS OF BONDHOLDERS, MODIFICATION, WAIVER AND SUBSTITUTION

(a) Meetings

The Trust Deed contains provisions for convening meetings of Bondholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of the Bonds or the provisions of the Trust Deed. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing over 50% in principal amount of the Bonds for the time being outstanding or, at any adjourned such meeting, two or more persons being or representing Bondholders whatever the principal amount of the Bonds so held or represented unless the business of such meeting includes consideration of proposals, amongst other things (i) to modify the due date for any payment in respect of the Bonds, (ii) to reduce or cancel the amount of principal, interest or premium (if any) (including any Cash Alternative Amount) or Equivalent Amount payable in respect of the Bonds or changing the method of calculation of the Cash Alternative Amount, (iii) to change the currency of payment of the Bonds, (iv) to modify (except by a unilateral and unconditional reduction in the Exchange Price) or cancel the Exchange Rights, or (v) to modify the provisions concerning the quorum required at any meeting of the Bondholders or the majority required to pass an Extraordinary Resolution, in which case the necessary quorum for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 66%, or at any adjourned such meeting not less than 33%, in principal amount of the Bonds for the time being outstanding. An Extraordinary Resolution passed at any meeting of Bondholders will be binding on all Bondholders, whether or not they are present at the meeting. The Trust Deed provides that a written resolution signed by or on behalf of the holders of not less than 90% of the aggregate principal amount of Bonds outstanding shall be as valid and effective as a duly passed Extraordinary Resolution.

(b) **Modification and Waiver**

The Trustee may (but is not obliged to) agree, without the consent of the Bondholders, to (i) any modification (except as mentioned in Condition 13(a) above) to, or the waiver or authorisation of any breach or proposed breach of, the Bonds, the Agency Agreement or the Trust Deed which is not, in the opinion of the Trustee, materially prejudicial to the interests of the Bondholders or (ii) any modification to the Bonds or the Trust Deed which, in the Trustee's opinion, is of a formal, minor or technical nature or to correct a manifest error or an error which is, in the opinion of the Trustee, proven. Any such modification, waiver or authorisation will be binding on the Bondholders and, unless the Trustee agrees otherwise, any such modifications will be notified by the Issuer to the Bondholders as soon as practicable thereafter.

(c) **Substitution**

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

(d) **Interests of Bondholders**

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

(e) **Certificates/Reports**

Any certificate or report of any expert or other person called for by or provided to the Trustee (whether or not addressed to the Trustee) in accordance with or for the purposes of these Conditions or the Trust

Deed may be relied upon by the Trustee as sufficient evidence of the facts therein (and shall, in absence of manifest error, be conclusive and binding on all parties) notwithstanding that such certificate or report and/or engagement letter or other document entered into by the Trustee and/or the Issuer in connection therewith contains a monetary or other limit on the liability of the relevant expert or person in respect thereof. The Trustee shall not be responsible for any loss occasioned by acting or not acting on any such certificate or report.

In the event of the passing of an Extraordinary Resolution in accordance with Condition 13(a), a modification, waiver or authorisation in accordance with Condition 13(b) or a substitution in accordance with Condition 13(c), the Issuer will procure that the Bondholders be notified in accordance with Condition 16.

14. REPLACEMENT OF CERTIFICATES

If any Certificate is mutilated, defaced, destroyed, stolen or lost, it may be replaced at the specified office of the Registrar or any Agent upon payment by the claimant of such costs as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer and such Agent may require.

Mutilated or defaced Certificates must be surrendered before replacements will be issued.

15. FURTHER ISSUES

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

16. NOTICES

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

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

17. AGENTS

(a) **The Agents**

The names of the initial Agents and the Registrar and their specified offices are set out below. The Issuer reserves the right, subject to the prior written approval of the Trustee, at any time to vary or terminate the appointment of any Agent or the Registrar and to appoint additional or other Agents or a replacement Registrar provided that there will at all times be (i) a Principal Agent, (ii) a Registrar which will maintain the register of Bondholders outside the United Kingdom and (iii) so long as the Bonds are listed on the SGX-ST and if the rules of the SGX-ST so require, paying, exchange and transfer agent having a specified office in Singapore. Notice of any such termination or appointment, of any changes in the specified offices of any Agent or the Registrar and of any change in the identity of the Registrar or the Principal Agent will be given promptly by the Issuer to the Bondholders and in any event not less than 45 days' notice will be given.

(b) **Agents of the Issuer and the Guarantor**

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

18. INDEMNIFICATION

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

Whenever the Trustee is required or entitled by the terms of the Trust Deed, the Agency Agreement or these Conditions to exercise any discretion or power, take any action, make any decision or give any direction, the Trustee is entitled, prior to exercising any such discretion or power, taking any such action, making any such decision or giving any such direction, to seek directions from the Bondholders by way of Extraordinary Resolution, and the Trustee shall not be responsible for any loss or liability incurred by the Issuer, the Bondholders or any other person as a result of any delay in it exercising such discretion or power, taking such action, making such decision or giving such direction as a result of seeking such direction from the Bondholders or in the event that no direction is given to the Trustee by the Bondholders.

None of the Trustee or any of the Agents shall be responsible for the performance by the Issuer and any other person appointed by the Issuer in relation to the Bonds of the duties and obligations on their part expressed in respect of the same and, unless it has written notice from the Issuer to the contrary, the Trustee and each Agent shall be entitled to assume that the same are being duly performed. None of the Trustee or any Agent shall be liable to any Bondholder, the Issuer or any other person for any action taken by the Trustee or such Agent in accordance with the instructions of the Bondholders. The Trustee shall be entitled to rely on any direction, request or resolution of Bondholders given by Bondholders holding the requisite principal amount of Bonds outstanding or passed at a meeting of Bondholders convened and held in accordance with the Trust Deed.

Each Bondholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, and the Trustee shall not at any time have any responsibility for the same and each Bondholder shall not rely on the Trustee in respect thereof.

19. NO RESTRICTIONS ON BUSINESS TRANSACTIONS

The Trustee and its related companies are entitled to enter into business transactions with the Issuer, the Guarantor and any affiliates of the Guarantor without accounting for any profit resulting therefrom.

20. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

No person shall have any right to enforce any term or condition of the Bonds or any provision of the Trust Deed under the Contracts (Rights of Third Parties) Act 1999.

21. GOVERNING LAW AND ARBITRATION

(a) **Governing Law**

The Bonds, the Trust Deed, the Agency Agreement and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, the laws of England.

(b) **Arbitration**

(i) Any dispute, claim, difference or controversy arising out of, relating to or having any connection with the Bonds, the Trust Deed and the Agency Agreement including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute relating to any non-contractual obligations arising out of or in connection with them (a **Dispute**), shall be referred to and finally resolved by arbitration administered by the Singapore International Arbitration Centre (**SIAC**) in accordance with the Arbitration Rules of SIAC as amended from time to time (the **Rules**).

(ii) The Rules are incorporated by reference into the Conditions and capitalised terms used in this Condition which are not otherwise defined in the Bonds, the Trust Deed or the Agency Agreement have the meaning given to them in the Rules.

(iii) The number of arbitrators shall be three. The arbitrators shall be appointed in accordance with the Rules.

(iv) The seat, or legal place of arbitration, shall be Singapore.

(v) The language used in the arbitral proceedings shall be English. All documents submitted in connection with the proceedings shall be in the English language, or, if in another language, accompanied by a certified English translation.

(c) **Multiple parties and multiple contracts; joinder of parties; consolidation of Disputes**

(i) Each party agrees that for the purposes of the Rules, the arbitration agreement set out in this Condition 21 and the arbitration agreement contained in each Linked Agreement shall together be deemed to be an arbitration agreement that binds each party to the Bonds and each party to each Linked Agreement.

(ii) Any party to the Bonds or any Linked Agreement may, in accordance with the Rules, be joined to any arbitration commenced under the Bonds or any Linked Agreement. Each party to the Bonds hereby consents, for the purposes of the Rules, to such joinder.

(iii) Pursuant to Rules 6 and 8 of the Rules:

(A) Disputes may be resolved in a single arbitration together with Disputes (as defined in any Linked Agreement) arising out of any such Linked Agreement; and

(B) the parties agree to the consolidation of any two or more arbitrations commenced pursuant to this Condition 21 and/or the arbitration agreement contained in any Linked Agreement into a single arbitration, as provided for in the Rules.

(iv) Each party waives any objection, on the basis that a Dispute has been resolved in a manner contemplated at Condition 21(c)(ii) or (iii), to the validity and/or enforcement of any arbitral award made by an arbitral tribunal following the Dispute being resolved in that manner.

(v) In this Condition 21(c), **Linked Agreement** means the Bonds, the Trust Deed and the Agency Agreement.

(vi) The requirement in the Rules that the Court or a tribunal considering whether to consolidate disputes should consider the views of all parties or give the parties an opportunity to be heard shall extend to all parties to each of the arbitrations in respect of which consolidation is sought.

(vii) Save to the extent that the parties have consented to joinder and agreed to consolidation in this Condition 21(c), no joinder and/or consolidation shall be permitted under the Rules.

THE GLOBAL CERTIFICATE

The Global Certificate contains the following provisions which apply to the Bonds in respect of which they are issued while they are represented by the Global Certificate, some of which modify the effect of the Conditions. Terms defined in the Conditions have the same meaning in the paragraphs below. The following is a summary of those provisions:

The Global Certificate contains provisions which apply to the Bonds while they are in global form, some of which modify the effect of the Conditions set out in this Offering Circular. The following is a summary of certain of those provisions:

Exchange

Owners of interests in the Bonds in respect of which the Global Certificate is issued will only be entitled to have title to the Bonds registered in their names and to receive individual definitive Certificates if (1) either Euroclear or Clearstream (or any other clearing system (an "**Alternative Clearing System**") as shall have been designated by the Issuer and approved by the Trustee on behalf of which the Bonds evidenced by the Global Certificate may be held) is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so or (2) there shall have occurred an Event of Default.

In such circumstances, the Issuer will cause sufficient individual definitive Certificates to be executed and delivered to the Registrar for completion, authentication and despatch to the relevant holders of the Bonds within 21 days following a request therefore by the holder of the Global Certificate. A person with an interest in the Bonds in respect of which the Global Certificate is issued must provide the Registrar with a written order containing instructions and such other information as the Issuer and the Registrar may require to complete, execute and deliver such individual definitive Certificates.

Meetings

The holder of the Global Certificate will be treated as being two persons for the purposes of any quorum requirements of a meeting of Bondholders and, at any such meeting, as having one vote in respect of each U.S.$200,000 in principal amount of Bonds for which the Global Certificate is issued. The Trustee may, but is not obliged to, allow a person with an interest in the Bonds in respect of which the Global Certificate has been issued to attend and speak at a meeting of Bondholders on appropriate proof of his identity and interest.

Cancellation

Cancellation of any Bond by the Issuer following its redemption, exchange or purchase will be effected by a reduction in the principal amount of the Bonds in the register of Bondholders.

Trustee's Powers

In considering the interests of Bondholders while the Global Certificate is registered in the name of a nominee on behalf of one or more clearing systems, the Trustee may, to the extent it considers it appropriate to do so in the circumstances without being obliged to do so, have regard to any information as may have been made available or provided to it by or on behalf of the relevant clearing system or its operator as to the identity of its accountholders (either individually or by category) with entitlements to Bonds and may consider such interests on the basis that such accountholders were the holders of the Bonds in respect of which the Global Certificate is issued.

Exchange

Subject to the requirements of Euroclear and Clearstream (or any Alternative Clearing System), the Exchange Right attaching to a Bond in respect of which the Global Certificate is issued may be exercised by the presentation thereof to or to the order of the Principal Agent of one or more Exchange Notices duly completed by or on behalf of a holder of a book-entry interest in the Bond. Deposit of the Global Certificate with the Principal Agent together with the relevant Exchange Notice shall not be required. In such a case, the delivery of the Exchange Notice will constitute or be deemed to constitute confirmation by the beneficial owner of the Bonds to be exchanged and that the information and representations in the Exchange Notice are true and accurate on the date of delivery. The exercise of the Exchange Right shall be notified by the Principal Agent to the Registrar and the holder of the Global Certificate.

Payment

Payments of principal, interest, default interest (if any) or premium (if any) in respect of Bonds represented by the Global Certificate will be made without presentation or, if no further payment is to be made in respect of the Bonds, against presentation and surrender of the Global Certificate to or to the order of the Principal Agent or such other Paying Agent as shall have been notified to the Bondholders for such purpose.

Notices

So long as the Bonds are represented by the Global Certificate and the Global Certificate is held on behalf of Euroclear or Clearstream or an Alternative Clearing System, notices to Bondholders may be given by delivery of the relevant notice to Euroclear or Clearstream or such Alternative Clearing System, for communication by it to entitled accountholders in substitution for notification as required by the Conditions, provided that for so long as the Bonds are listed on the SGX-ST and its rules so require, notice will also be published in a leading newspaper having general circulation in Singapore or in an English language newspaper of general circulation in Asia or by publication of the notice in a leading newspaper having general circulation in Asia.

Call Option

The options of the Issuer provided for in Conditions 8(b) and 8(c) shall be exercised by the Issuer giving notice to the Bondholders within the time limits set out in, and containing the information required by, those Conditions.

Put Options

The Bondholders' put options in Conditions 8(d) and 8(e) may be exercised by the holder of the Global Certificate giving notice to the Principal Agent of the principal amount of Bonds in respect of which the option is exercised and presenting the Global Certificate for endorsement or exercise within the time limits specified in such Conditions.

Transfers

Transfers of interests in the Bonds represented by the Global Certificate shall be effected through the records of Euroclear and Clearstream (or any Alternative Clearing System) and their respective participants in accordance with the rules and procedures of Euroclear and Clearstream (or such Alternative Clearing System) and their respective direct and indirect participants.

Enforcement

For the purposes of enforcement of the provisions of the Trust Deed against the Trustee, the persons named in a certificate of the holder of the Bonds in respect of which the Global Certificate is issued shall be recognised as the beneficiaries of the trusts set out in the Trust Deed, to the extent of the principal amounts of their interests in the Bonds set out in the certificate of the holder, as if they were themselves the holders of the Bonds in such principal amounts.

For all purposes, each person who is for the time being shown in the records of Euroclear or of Clearstream or any Alternative Clearing System as a holder of a particular principal amount of Bonds in respect of which the Global Certificate is issued (in which regard any certificate or other document issued by Euroclear or Clearstream or any alternative clearing system as to the principal amount of Bonds represented by a Global Certificate standing to the account of any person shall be conclusive and binding for all purposes) shall be recognised as the holder of such principal amount of Bonds.

USE OF PROCEEDS

The net proceeds from the issue of the Bonds (after the deduction of fees, commissions and expenses), are expected to be approximately U.S.$316,684,000.

The net proceeds will be used by the Issuer to develop hotel and resort real estate projects and to supplement capital in the Issuer's subsidiaries and affiliates. Any remaining net proceeds will be used by the Issuer for working capital and general corporate purposes.

EXCHANGE RATES AND EXCHANGE CONTROLS

Exchange Rates

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

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

	Vietnamese dong per U.S. dollar			
Period	**Average**	**High**	**Low**	**Period End**
Year:				
2013	21,030	21,243	20,825	21,095
2014	21,199	21,405	21,060	21,388
2015	21,923	22,547	21,282	22,485
2016	22,365	22,769	22,230	22,761
2017	22,718	22,843	22,540	22,698
2018 (through 8 June 2018)	22,755	22,844	22,691	22,788
Month:				
January 2018	22,704	22,725	22,696	22,705
February 2018	22,716	22,759	22,691	22,759
March 2018	22,775	22,825	22,743	22,794
April 2018	22,784	22,822	22,739	22,760
May 2018	22,775	22,844	22,748	22,804

Exchange Controls

Vietnam has historically imposed exchange control mechanisms designed to limit foreign currency outflows, generally requiring the use of the Vietnamese dong in domestic transactions and attempting to channel foreign currencies into its banking system. Vietnam's exchange control policy is administered primarily by the SBV. In 2005, Vietnam introduced an ordinance, which took effect from 1 June 2006, as amended by a 2013 ordinance, which took effect from 1 January 2014, governing foreign exchange in order to stimulate the foreign exchange market by liberalising current transactions control and gradually reducing capital transactions control.

Under the current Vietnamese foreign exchange control regulations, any person or organisation may exchange Vietnamese dong into foreign currency at credit institutions licensed to provide foreign exchange services in Vietnam, provided that such person or organisation declares the intended use of the money and provides appropriate supporting documents. Foreign currencies may be freely exchanged into Vietnamese dong at such licensed credit institutions.

CAPITALISATION AND INDEBTEDNESS

The following table sets forth our Group's capitalisation as of 31 March 2018 on an actual basis and as adjusted for the issue of the Bonds and the application of the net proceeds from the Offering after deducting the commissions and estimated expenses related to the Offering in accordance with the application of the proceeds as described in "*Use of Proceeds*".

The table should be read in conjunction with our Group's consolidated financial statements and the notes thereto, included in this Offering Circular beginning on page F-1.

	Actual as of 31 March 2018	**As adjusted for the issue of the Bonds(2)**
	(VND in billions)	
Cash and cash equivalents	7,547.6	14,770.9
Short-term investments	1,184.5	1,184.5
Indebtedness		
Short-term loans and debts	23,847.6	23,847.6
Long-term loans and debts	31,320.4	38,543.7
Total indebtedness	**55,168.0**	**62,391.3**
Total equity	**59,466.7**	**59,466.7**
Total capitalisation(1)	**114,634.7**	**121,858.0**

Notes:

(1) Total capitalisation is the sum of total indebtedness and total equity.

(2) Numbers in this column are obtained by deducting the estimated fees, commissions and expenses related to the Offering from the net proceeds of the Offering, and adding cash and cash equivalents and long-term loans and debts.

Since 31 March 2018, there has been no material change to our Group's capitalisation, except as described in "*Description of Material Indebtedness—Certain Borrowings and Repayments after 31 March 2018*".

DESCRIPTION OF THE ISSUER

Overview

The Issuer is a leading integrated hospitality and entertainment centre developer and operator in Vietnam with approximately 6,000 keys owned and managed as of 31 December 2017. As of 31 December 2017, it developed and operated 17 hotels and resorts in nine major cities and popular tourist destinations in Vietnam, including Phu Quoc, Da Nang, Nha Trang and Ha Long. As of 31 December 2017, it also developed and operated four entertainment centres and three golf courses. We intend to grow the Issuer's business to over 30 resorts, hotels with over 11,100 keys owned and managed by 31 December 2020. The Issuer develops hotels, resorts, amusement parks, safaris, golf courses and entertainment centres as standalone properties or as part of our Group's mixed use projects under the "Vinpearl", "Vinpearlland" and "Vinpearl Golf" brands.

The Issuer is the principal vehicle through which our Group operates in the hospitality and entertainment business division. See "*Description of our Group—Business Divisions—Hospitality and Entertainment*".

The Issuer was established on 26 July 2006. On 3 January 2017, as part of a corporate reorganisation, several subsidiaries of the Issuer merged into the Issuer. For more information, please see Note 4 of the audited separate financial statements of Vinpearl for the year ended 31 December 2017, contained elsewhere in this Offering Circular. On 11 September 2017, Vinpearlland merged into the Issuer. Vinpearlland operates the entertainment assets of our Group. See "*Description of our Group—Business Divisions—Hospitality and Entertainment*".

The Issuer has been the recipient of many awards, including the "Best Marine Resort in Vietnam" award at the World Travel Awards in June 2017, and for the eighth consecutive time, the "Best Resort in 2017" award at the Guide Awards in August 2017 for its quality service as well as for its contributions to tourism in Vietnam.

Board of Directors

The Issuer's board of directors is responsible for the overall management and direction of the Issuer. The Issuer's board of directors consists of three members. The following table provides certain information regarding members of the Issuer's board of directors.

Name	Age	Position
Ms Mai Huong Noi	48	Chairwoman
Ms Mai Thu Thuy	42	Member
Mr Dang Thanh Thuy	49	Member

Supervisory Board

The Issuer's supervisory board consists of three members. The principal responsibilities of the Issuer's supervisory board include:

- inspecting the validity and legality of our business activities and financial reports;
- monitoring our business performance, management and operations; and
- reviewing all Statutory Related Party Transactions.

The following table provides certain information regarding the members of the Issuer's supervisory board.

Name	Age	Position
Mr Nguyen The Anh	42	Head
Ms Tran Thanh Mai	48	Member
Mr Dinh Ngoc Lan	42	Member

Management

The Issuer's management consists of six members. The following table provides certain information regarding the Issuer's management.

Name	Age	Position
Ms Vo Thi Phuong Thao	47	Chief Executive Officer
Mr Dang Thanh Thuy	49	Deputy Chief Executive Officer
Ms Nguyen Thi Huyen Tran	50	Deputy Chief Executive Officer
Ms Nguyen Thuc Hien	62	Deputy Chief Executive Officer
Mr Duong Hong Anh	47	Deputy Chief Executive Officer
Mr Pham Khac Duan	46	Deputy Chief Executive Officer

Share Capital

As of the date of this Offering Circular, the share capital of the Issuer was VND6,680,521,310,000, consisting of 560,211,719 ordinary shares with a par value of VND10,000 per share and 107,840,412 preferential shares with a par value of VND10,000 per share, all of which are issued and paid-up. The Issuer's shares are not listed on any stock exchange, and no listing or permission to deal in such securities is being, or is proposed to be, sought.

Financial Information

The Issuer's audited separate financial statements as of and for the years ended 31 December 2016 and 2017 are included elsewhere in this Offering Circular.

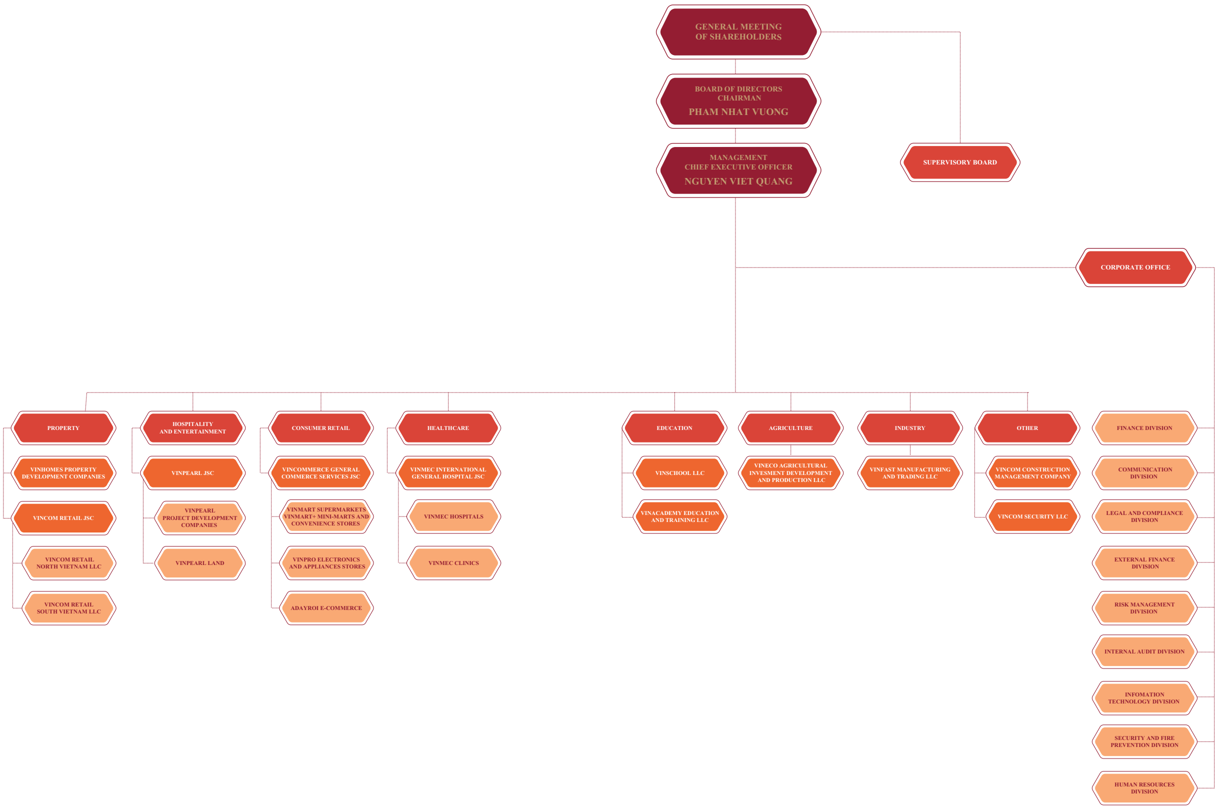
DESCRIPTION OF OUR GROUP

Overview

Vingroup is the largest non-state owned listed company in Vietnam, with a closing market capitalisation of VND305,974.1 billion, as of 31 May 2018. Headquartered in Hanoi, our Group's core real estate and consumer focused businesses include consumer retail, hospitality and entertainment and social infrastructure services spanning a broad market spectrum from essential products to luxury offerings. We are focused on serving the growing middle classes in Vietnam, including via our recent expansion into industrials with VinFast. We have a nationwide presence through our land bank, which we believe is the largest among all real estate developers in Vietnam.

We operate six main business divisions: Property Development and Property Sale, Property Leasing, Hospitality and Entertainment, Consumer Retail, Social Infrastructure Services and Industrials. These business divisions form the Vingroup "live, work, play" ecosystem and complement each other.

The following illustration shows the organisation of our Group.



In Property Development and Property Sale, we develop, sell and manage mid-range and high-end residential properties in Vietnam's key economic centres and tourist destinations through Vinhomes, which operates under the "Vinhomes" and "VinCity" brands. Vinhomes was listed on the HSX on 17 May 2018. As of 31 May 2018, the closing market capitalisation of Vinhomes was VND308,423.3 billion. As of 31 December 2017, our Group's residential project portfolio comprised nine Launched Projects with an aggregate NSA of approximately 3.0 million square metres, and 26 Pipeline Projects with an estimated aggregate site area of 160.8 million square metres and an estimated aggregate residential GFA of 90.9 million square metres. In Property Development and Property Sale, we also develop and sell shophouses adjacent to, or adjoining, certain of our malls. As of 31 December 2017, we managed an aggregate of 31,000 apartments, villas, town houses and shophouses across twelve projects. In 2017, we handed over 14,000 apartments, villas, beach villas and shophouses throughout Vietnam.

In Property Leasing, we develop, manage and operate retail properties in Vietnam's major cities through Vincom Retail. Vincom Retail was listed on the HSX on 6 November 2017. As of 31 May 2018, the closing market capitalisation of Vincom Retail was approximately VND81.7 trillion. As of 31 December 2017, Vincom Retail owned and operated 46 retail malls across 24 cities and provinces in Vietnam, with an aggregate Retail GFA of approximately 1.2 million square metres, making it Vietnam's largest retail mall operator. Subject to market demand and the availability of suitable sites, Vincom Retail has a target of a portfolio of 200 retail malls by 2021 and intends to open 20 to 30 more retail malls in 2018. In 2017, Vincom Retail malls drew more than 115 million visitors. In the Property Leasing business division, Vinhomes also develops and leases office properties under the "VinOffice" brand.

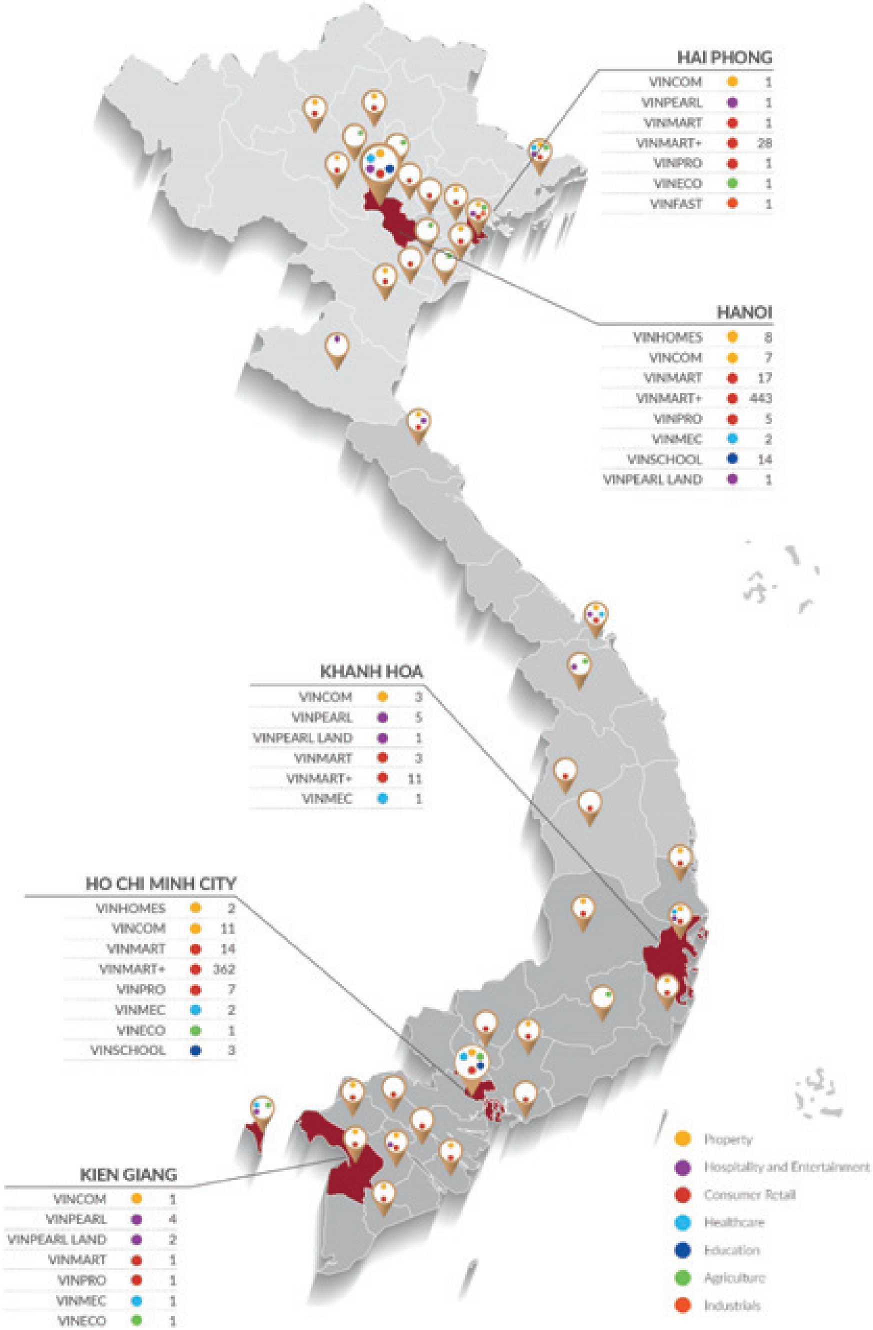
In Hospitality and Entertainment, we are a leading integrated hospitality and entertainment centre developer and operator in Vietnam through the Issuer, which operates under the "Vinpearl" brand for resort and hotel properties, the "Vinpearl Land" brand for entertainment centres and the "Vinpearl Golf" brand for golf courses. In 2017, the Issuer opened another nine new resorts, hotels and golf courses, five of which were in new locations. As of 31 December 2017, the Issuer managed approximately 6,000 keys in 17 hotels and resorts. As of 31 December 2017, the Issuer also managed four entertainment centres and three golf courses. In 2017, Vinpearl resorts and hotels recorded over 2.1 million guest nights, representing an increase of 31.5% compared to 2016, and Vinpearl Land entertainment centres recorded over 4.3 million customer visits, representing an increase of 4.9% compared to 2016. During 2018, we intend to open 12 more resorts, hotels, entertainment centres and golf courses.

In Consumer Retail, we operate supermarkets, mini marts and convenience stores as well as other consumer retail offerings through VinCommerce. In 2017, VinCommerce-operated supermarkets recorded approximately 27.1 million purchases, representing a 25.4% increase over 2016, while VinCommerce-operated mini marts and convenience stores recorded approximately 53.7 million purchases, representing a 66.1% increase compared to 2016. In 2017, VinCommerce's e-commerce platform recorded over 60.3 million visits and was one of the top e-commerce platforms in Vietnam. During 2018, we intend to open approximately 770 more supermarkets, mini marts and convenience stores.

In Social Infrastructure Services, we operate several businesses, including Vinmec, Vinschool and VinEco. Vinmec operates six international hospitals and two clinics across Vietnam and is the only hospital system in Vietnam to have two recognised JCI certificates. Vinschool operates schools throughout Vietnam. As of 31 December 2017, Vinschool operated 17 kindergartens, primary schools, secondary schools and high schools across Vietnam and enrolled nearly 19,000 students. VinEco provides a trusted source of clean and safe agricultural products through sustainable farming. As of 31 December 2017, VinEco operated a network of 14 farms across Vietnam covering an aggregate of 2,000 hectares of agricultural land.

We added Industrials to our diversified portfolio with the launch of VinFast in 2017, to manufacture and sell automobiles and electric scooters initially in Vietnam and later abroad. Construction of the first VinFast production complex began in September 2017, in the Dinh Vu-Cat Hai Economic Zone in Hai Phong province, where VinFast enjoys attractive tax incentive schemes designed to encourage long-term industry growth in Hai Phong, which has been designated as an industrial manufacturing and import-export hub. Dinh Vu-Cat Hai Economic Zone is strategically located to allow for convenient access to key economic hubs and is well-connected to major gateways by sea, road, rail and air. VinFast has a development plan which includes production commencing in 2018.

The following illustration shows our operations in some of Vietnam's key cities, as of 31 December 2017.



Our Group has been the recipient of many awards, including a top ten ranking in the "Most Respected Listed Companies in Vietnam" category from the Vietnam Report in December 2017. The listing of Vincom Retail on the HSX was awarded "Best Private Equity Deal" and "Best Frontier Market Transaction" by FinanceAsia and IFR Asia, respectively, in December 2017. Four of the Group's brands (Vinhomes, Vinpearl, Vincom Retail and Vincommerce) were recognised in the Top 50 most valuable brands in Vietnam list published by Brand Finance Magazine in December 2017 and Vinhomes was the only real estate brand in the top ten most valuable brands on this list in 2016 and 2017. Vingroup was also awarded "Best Real Estate Developer", "Best Mixed Use Developer", "Best Retail Developer" and "Best Hospitality Developer" by Euromoney Magazine in September 2017.

In 2017, we recorded VND89,392.0 billion in revenue from sale of goods and rendering of services, which was a 55.0% increase from 2016, when we recorded VND57,670.4 billion in revenue from sale of goods and rendering of services. In the first three months of 2018, we recorded VND28,452.4 billion in revenue from sale of goods and rendering of services. In 2017, we also recorded an accounting profit before tax of VND9,114.3 billion, which was a 35.3% increase from 2016, when we recorded an accounting profit before tax of VND6,737.8 billion. In the first three months of 2018, we recorded an accounting profit before tax of

VND2,654.2 billion. As of 31 March 2018, we had total assets of VND223,637.8 billion, compared to VND213,792.1 billion as of 31 December 2017, and VND183,475.6 billion as of 31 December 2016. The owners' equity of our Group was VND59,466.7 billion, VND52,557.0 billion and VND48,291.2 billion as of 31 March 2018, 31 December 2017 and 31 December 2016, respectively.

Share Capital

As of the date of this Offering Circular, the share capital of Vingroup is VND26,377,079,540,000, consisting of 2,637,707,954 Shares with a par value of VND10,000 per share, all of which are issued and paid-up. Vingroup's shares were officially listed on the HSX on 19 September 2007, pursuant to Decision No. 106/QD-TTGDHCM issued by the Director of the HSX on 7 September 2007.

Financial Information

Vingroup's audited consolidated financial statements as of and for the years ended 31 December 2015, 2016 and 2017 are included elsewhere, and unaudited consolidated financial statements for the three months ended 31 March 2018 are incorporated by reference, in this Offering Circular.

Recent Developments

Results of operations for the three months ended 31 March 2018

Our revenue from sale of goods and rendering of services increased significantly in the three-month period ended 31 March 2018, compared to the three-month period ended 31 March 2017, principally as a result of the expansion of Property Development and Property Sale, Property Leasing, Hospitality and Entertainment and Consumer Retail business divisions. In particular, our revenue from Property Development and Property Sale increased primarily due to sales of units in Vinhomes Green Bay, Vinhomes Golden River and Vinhomes Central Park, while Property Leasing expanded primarily due to growth in malls under our operation. Hospitality and Entertainment revenue increased primarily as a result of the opening of new hotels and resorts, and Consumer Retail expanded primarily due to an increase in the number of our Vinmart and Vinmart+ stores. Our profit before tax also increased as a result of the foregoing factors.

Our gross profit margin for the three-month period ended 31 March 2018 decreased compared to the three-month period ended 31 March 2017 primarily as a result of increased costs associated with our strategy to expand into new business areas, such as costs associated with opening new hotels and villas and expanding hospitals and schools. We calculate gross profit margin by dividing gross profit from sale of goods and rendering of services by revenue from sale of goods and rendering of services.

Investment by GIC in Vinhomes

GIC Private Limited ("**GIC**") purchased 189,800,000 shares in Vinhomes from certain shareholders of Vinhomes for an aggregate cash consideration of VND19,369.1 billion.

Vinhomes and an affiliate of GIC also agreed on a non-binding term sheet (the "**Project Term Sheet**") which contemplates that Vinhomes and GIC affiliate(s) will enter into a separate agreement pursuant to which such GIC affiliate(s) will invest in each of the three project companies (the "**Projects Investment**" and the "**Project Companies**") that own the Vinhomes Gallery, Vinhomes Galaxy and Vinhomes Ky Hoa development projects (the "**Relevant Projects**"). The Project Term Sheet provides that GIC affiliate(s) shall acquire, subject to satisfaction of mandatory regulatory and other conditions precedent, a 40% interest in each of the Project Companies. The investments will be structured insofar as practicable to ensure that the GIC affiliate(s) will only have an economic interest in the residential component of the Relevant Projects. The aggregate expected investment by the GIC affiliate(s) in the Project Companies is VND10,158.9 billion, of which VND3,915.0 billion is expected to be invested in Vinhomes Gallery, VND5,268.6 billion is expected to be invested in Vinhomes Galaxy and VND975.3 billion is expected to be invested in Vinhomes Ky Hoa, implying a valuation of VND24,713.6 billion for the Relevant Projects.

While the parties are negotiating in good faith to enter into a definitive agreement setting out the terms of the Projects Investment, if the investment by the GIC affiliate(s) into any of the Project Companies as contemplated in the Project Term Sheet is not documented or completed within a year from closing of GIC's acquisition of our Shares, Vinhomes will be required, subject to certain conditions, to pay to the GIC affiliate(s) penalties in the amount of 8.0% of the investment amount committed to be invested by the GIC affiliate(s) in the relevant Project Company and damages in the agreed amount of VND78.3 billion, VND105.4 billion and VND19.5 billion in respect of Vinhomes Gallery, Vinhomes Galaxy and Vinhomes Ky Hoa, respectively.

Listing of Vinhomes on the HSX

On 17 May 2018, Vinhomes listed its ordinary shares on the HSX. As of 31 May 2018, the market capitalisation of Vinhomes was VND308,423.3 billion.

Market Opportunity

Vietnam is at an economic and consumption inflection point, and we believe we are well positioned to benefit from opportunities presented by significant growth in consumer spending in Vietnam. This economic growth has a direct influence on purchasing power and on consumption spending. A large and expanding middle class with significantly rising purchasing power will cause a shift in consumer spending patterns. With our dominant market share across our diversified portfolio and strong expansion plan, including into Industrials through VinFast, we believe that several of our business divisions can capitalise on this increased purchasing power and consumer spending by increasing our existing market share and revenue and accelerating our growth plans.

These economic and consumption trends are complemented by a trend toward urbanisation, which will particularly benefit Property Development and Property Sale, Property Leasing, Consumer Retail and Industrials. We believe that this trend towards increasing urbanisation will increase the population density in the catchment areas of our existing and pipeline residential and office properties, malls and consumer retail offerings and create new urban centres, especially outside the key cities of Hanoi and HCMC, which will provide suitable opportunities to expand our portfolio of operations.

In June 2017, the National Assembly of Vietnam passed the Law on Tourism, which became effective on 1 January 2018, to support the development of tourism in Vietnam. We believe that the hospitality sector of the economy is forecasted to see continued growth and attractiveness to investors, not only in major tourist destinations such as Phu Quoc and Nha Trang, but also in other destinations such as Ha Long Bay in Quang Ninh province, Cua Lo in Nghe An province and Hoi An in Quang Nam province. Our existing portfolio and extensive expansion plans in Hospitality and Entertainment are well positioned to capture this projected growth.

History and Corporate Milestones of our Group

The history and corporate milestones of Vingroup are illustrated below.

Year	Event
2001	• Vinpearl (then Hon Tre Tourism and Trading LLC) was established.
2002	• Vincom Joint Stock Company (then Vietnam General Commercial JSC) was established.
2003	• Five-star resort Vinpearl Nha Trang opened.
2004	• Vincom Center Ba Trieu launched in Hanoi as the first modern shopping centre in Hanoi.
2006	• Vinpearl Land opened, turning the formerly arid Hon Tre Island into a luxury tourist destination, and symbolising the rapid growth of tourism in Nha Trang.
2007	• Vincom listed on the HSX with ticker symbol VIC.
2008	• Vingroup became the first real estate company in Vietnam to be selected by Russell Investments for the Russell Global Index.
2009	• Vincom became the first Vietnamese company to issue U.S.$100 million of convertible bonds on the SGX-ST.
2010	• Vincom Center Dong Khoi opened in HCMC.
2011	• Vinpearl Luxury Nha Trang and Vinpearl Golf Nha Trang opened.
	• Vinpearl Luxury Da Nang opened.
2012	• Our Group began operating under the new name Vingroup Joint Stock Company.
	• Vingroup introduced the Vinmec brand and opened the Vinmec International Hospital in the Times City.

Year	Event
2013	• Vingroup became a foundation member of the World Economic Forum. • Vingroup established Vinschool and launched education offering ranging from kindergarten through high school. • A consortium led by Warburg Pincus invested U.S.$200 million in Vincom Retail. • Vincom Mega Mall Royal City opened. • Vingroup successfully issued U.S.$200 million of international senior unsecured bonds.
2014	• Vinhomes Central Park broke ground in HCMC. The Landmark 81 Tower had 81 floors and a height of 461 metres, which, upon completion, is set to become the tallest skyscraper in Vietnam. • VinMart and VinMart+ commenced operations. • Vinpearl Phu Quoc Resort opened after ten months of construction, setting a new internal record for on-time completion.

2015	• We launched new businesses and brands, including:
	  • Vinpearl Resort & Villas—a combination of resorts and beach villas;
	  • Vinpearl Resort & Golf—a combination of hotels and villas with an international–standard golf course;
	  • VinPro—electronics and appliance stores;
	  • VinDS (now known as Uptown)—consumer lifestyle specialty stores; and
	  • VinEco—safe and clean agricultural produce.
	• Vinpearl also commenced operations at Vietnam's first wildlife safari park with more than 3,000 animals comprising 150 rare species.
	• Warburg Pincus invested an additional U.S.$100 million in Vincom Retail in June 2015, raising their total investment to U.S.$300 million.

2016	• Vingroup introduced the VinCity brand for mid-tier high-rise apartments serving the mid-end and affordable segments. • Our Group opened ten new retail malls to bring our portfolio to a total of 31 malls in 14 cities and provinces throughout Vietnam. • We expanded our retail network to approximately 1,000 outlets nationwide. • Vingroup introduced the Vingroup loyalty program featuring VinID, offering additional benefits when using Vingroup's products and services to cardholders. • Vinpearl raised its key count to approximately 4,250 keys and introduced a high-end city hotel brand, Vinpearl City Hotel, with the opening of Vinpearl City Hotel in Can Tho. • Vingroup converted Vinmec and Vinschool into social enterprises and committed to reinvesting 100% of profits generated from these two businesses to meet social targets.
2017	• Vincom Retail opened 15 new retail malls, to bring its portfolio to a total of 46 malls in 24 cities and provinces throughout Vietnam. • Vincom Retail listed on HSX in November 2017. • We expanded our retail store network to approximately 1,100 outlets nationwide. • Vinpearl launched eight new hotels and resorts, bringing its total key count to approximately 6,000 keys. • The launch of VinFast was announced and construction began on its production site in September 2017.

Business Divisions

Property Development and Property Sale

Residential

In Property Development and Property Sale, we operate principally under the "Vinhomes" brand for premium high-rise apartments and low-rise town homes serving the high-end and luxury segments and the "VinCity" brand for the mid-tier high-rise apartments serving the mid-end and affordable segments. Vinhomes' principal sources of revenue are derived from: (i) the delivery of units in residential properties that are sold to customers; and (ii) the sale of other residential and commercial projects that are developed, including serviced apartments, beach villas, holiday homes, mixed-use spaces such as shophouses, SOHOs and officetels.

All of our Group's Launched Projects and Completed Projects are located in high-demand areas of Hanoi and HCMC and in key urban and tourism centres such as Hai Phong, Quang Ninh, Da Nang, Ha Tinh and Thanh Hoa. During 2018, three major VinCity projects are expected to launch in Hanoi, HCMC and Hung Yen province.

Completed Projects

As of 31 December 2017, our Group had six Completed Projects with a total NSA of approximately 2.0 million square metres. We set forth below the details of these projects.

No.	Project Name	City	Type of development	Launch Date	Delivery Start[1]	Delivery End[2]	NSA ('000 sqm)	Cumulative Pre-sold (%)
1.	Vinhomes Royal City	Hanoi	VH—Apartments	2010	2012	2015	511	100%
2.	Vinhomes Times City	Hanoi	VH—Apartments	2011	2013	2015	503	100%
	Parkhill Times City	Hanoi	VH—Apartments	2015	2016	2017	577	100%
3.	Vincom Center Nguyen Chi Thanh	Hanoi	VH—Apartments	2014	2016	2016	37	100%
4.	Vincom Center Ba Trieu	Hanoi	Apartments	2008	2009	2009	25	100%
5.	Vincom Center Dong Khoi	HCMC	Apartments	2010	2010	2012	16	100%
6.	Vinhomes Gardenia	Hanoi	VH—Apartments	2016	2017	2017	183	99%
			VH—Villas	2016	2016	2017	143	92%
	TOTAL						**1,995**	

Notes:

(1) Refers to the date when the first unit of the project was delivered to a customer.

(2) Refers to the date when 80% or more of the total units of the project were delivered to customers.

In the first quarter of 2018, we consolidated our integrated residential and commercial real estate business under Vinhomes. Prior to such consolidation, we operated our real estate development business as a business line of Vingroup. During that time, we developed and sold various other projects. Those projects include Vinhomes Gardenia and the residential components of the mixed-use high-rise buildings Vincom Nguyen Chi Thanh and Vincom Ba Trieu in Hanoi, as well as Vincom Dong Khoi in HCMC.

Launched Projects

As of 31 December 2017, our Group had nine Launched Projects with an aggregate NSA of approximately 3.0 million square metres. We set forth in the table below details of these projects.

No.	Project Name	City	Type of development	Launch Date	Delivery Start(1)	Delivery End(2)	NSA ('000 sqm)	Cumulative Pre-sold (%)
1.	Vinhomes Metropolis	Hanoi	VH—Apartments	Q4/2016	Q4/2018	Q1/2019	142	92%
2.	Vinhomes Green Bay	Hanoi	VH—Villas	Q1/2017	Q4/2017	Q3/2018	144	95%
			VH—Apartments	Q3/2017	Q1/2019	Q1/2019	147	96%
3.	Vinhomes The Harmony . . .	Hanoi	VH—Villas	Q1/2017	Q4/2017	Q4/2018	456	76%
4.	Vinhomes Skylake	Hanoi	VH—Apartments	Q2/2017	Q2/2019	Q2/2019	165	99%
5.	Vinhomes Central Park	HCMC	VH—Apartments	Q1/2015	Q3/2016	Q4/2018	908	99%
			VH—Villas	Q1/2015	Q4/2015	Q4/2017	55	82%
6.	Vinhomes Golden River	HCMC	VH—Apartments	Q2/2016	Q4/2017	Q3/2018	207	88%
			VH—Villas	Q4/2016	Q4/2017	Q3/2018	41	56%
7.	Vinhomes Dragon Bay	Ha Long	VH—Villas	Q2/2016	Q4/2016	Q1/2018	124	80%
8.	Vinhomes Imperia Hai Phong	Hai Phong	VH—Villas	Q2/2017	Q4/2017	Q3/2018	551	81%
9.	Vinhomes Bac Ninh	Bac Ninh	VH—Apartments	Q3/2017	Q3/2018	Q4/2018	43	100%
	TOTAL						**2,983**	

Notes:

(1) Refers to the date when the first unit of the project is expected to be delivered to a customer, based on management's current estimates.

(2) Refers to the date when 80% or more of the total units of the project are expected to be delivered to customers, based on management's current estimates.

Pipeline Projects

As of 31 December 2017, our Group had 26 Pipeline Projects. We set forth in the table below further information about our Group's Pipeline Projects as of 31 December 2017. These projects had an estimated aggregate site area of 160.8 million square metres, an estimated aggregate residential GFA of 90.9 million square metres and an estimated aggregate NSA of 79.9 million square metres, based on management's estimates as of 31 December 2017. The information relating to our Group's Pipeline Projects, including total site area and NSA with respect to each project, represents estimates by our management on the basis of our current development plans formulated pursuant to the relevant land grant contracts.

No.	Project Name	City	Type of development	Estimated Delivery Start(1)	Estimated NSA ('000 sqm)(2)
1.	Vinhomes Melodia	Hanoi	VH—Apartments	2019	129
2.	Vinhomes Galaxy	Hanoi	VH—Apartments	2020	632
3.	VinCity Gia Lam	Hanoi	VC—Apartments	2020	2,726
			VH—Villas	2019	948
4.	VinCity Park	Hanoi	VC—Apartments	2020	2,698
			VH—Villas	2019	42
5.	Vinhomes Sai Dong	Hanoi	VH—Apartments	2019	129
6.	Vinhomes Lotus	Hanoi	VH—Apartments	2019	285
7.	Vinhomes Gallery	Hanoi	VH—Apartments	2020	408
8.	Vinhomes Me Linh	Hanoi	VH—Villas	2019	309
9.	Vinhomes Me Tri	Hanoi	VH—Apartments	2020	417
			VH—Villas	2019	350
10.	Vinhomes Co Loa	Hanoi	VH—Villas	2020	1,910
11.	VinCity Dan Phuong	Hanoi	VH—Villas	2019	891
			VC—Apartments	2021	219
12.	VinCity New Sai Gon	HCMC	VC—Apartments	2019	2,592
			VH—Villas	2018	745
13.	Vinhomes Landmark Serviced Apartment	HCMC	VH—Apartments	2019	48
14.	Vinhomes Dinh Tien Hoang	HCMC	VH—Apartments	2019	16
15.	Vinhomes Ky Hoa	HCMC	VH—Apartments	2020	129
16.	Leman Golf Course	HCMC	VH—Villas	2020	138
17.	Vinhomes Long Beach Can Gio	HCMC			
	Phase 1		VH—Apartments	2022	1,173
	Phase 1		VH—Villas	2022	4,033
	Subsequent Phases		VH—Apartments & Villas	2024	10,412

No.	Project Name	City	Type of development	Estimated Delivery Start(1)	Estimated NSA ('000 sqm)(2)
18.	VinCity Cu Chi	HCMC			
	Phase 1		VH—Villas	2021	2,025
	Subsequent Phases		VC—Apartments & VH—Villas	2025	7,525
19.	VinCity Tay Tang Long	HCMC	VC—Apartments	2021	569
20.	Vinhomes Cau Rao	Hai Phong	VH—Apartments	2023	192
			VH—Villas	2019	396
21.	Vinhomes Vu Yen	Hai Phong	VH—Villas	2020	1,297
22.	Vinhomes Ha Tinh	Ha Tinh	VH—Apartments & VH—Villas	2020	566
23.	Vinhomes Thanh Hoa	Thanh Hoa	VH—Villas	2018	748
			VC—Apartments	2022	488
24.	VinCity Dream City	Hung Yen	VC—Apartments	2022	505
			VH—Villas	2019	3,259
25.	Vinhomes Lang Van	Da Nang	VH—Villas	2019	250
			VH—Villas	2019	1,014
26.	Vinhomes Green Ha Long . .	Ha Long			
	Phase 1		VH—Apartments	2022	117
	Phase 1		VH—Villas	2021	5,818
	Subsequent Phases		VH—Apartments & Villas	2024	23,738
	TOTAL				**79,887**

Notes:

* Site area includes apartment and villa components and all phases, as applicable.

(1) Refers to the date when the first unit of the project is expected to be delivered to a customer, based on management's current estimates.

(2) Based on management's current estimates.

Standalone Shophouses

In Property Development and Property Sale, we develop and sell standalone shophouses adjacent to, or adjoining, our retail malls. The standalone shophouses we develop and sell are terraced houses typically located near a Vincom Plaza. Each standalone shophouse is typically a mixed-use three storey unit with a site area of 80 to 150 square metres. The first two storeys are usually used for commercial purposes while the third storey is usually used for residential purposes. We have developed 19 standalone shophouses projects and sold approximately 1,100 standalone shophouses. In 2018, we intend to launch ten retail malls with adjacent shophouses.

Beach Villas & Condotels

In Property Development and Property Sale, we also develop, manage and sell beach villas and condotels adjacent to, or adjoining, our hotels and resorts. The beach villas and condotels we develop and sell are investment properties which purchasers can lease back to Vinpearl to manage through a profit sharing scheme. We have developed approximately 12 beach villas and condotels projects and sold approximately 4,900 beach villas and condotels. In 2018, we intend to launch two beach villas and condotels projects with an aggregate of 170 beach villas or condotels.

Property Leasing

Retail Malls

In Property Leasing, we develop, manage and operate retail properties in Vietnam's major cities through Vincom Retail. Vincom Retail operates the following mall formats:

- the "Vincom Center" mall format for retail malls in high-density and high-traffic locations in the key cities of Hanoi and HCMC, principally targeted at consumers with household incomes of above U.S.$20,000 per annum, and with a typical Retail GFA of 40,000 to 60,000 square metres;
- the "Vincom Mega Mall" mall format for lifestyle malls located in integrated, mixed-use Vingroup developments in the key cities of Hanoi and HCMC, principally targeted at consumers with household incomes of above U.S.$6,000 per annum, and with a typical Retail GFA of 60,000 to over 150,000 square metres;
- the "Vincom Plaza" mall format for community retail malls located in high-density suburbs of Hanoi and HCMC and also in central locations in other provinces, often with complementary units such as villas, apartments and shophouses, principally targeted at consumers with household incomes of U.S.$3,000 to U.S.$20,000 per annum, and have a typical Retail GFA of 10,000 to 40,000 square metres; and
- the "Vincom+" mall format for community retail malls located in medium-density suburbs of Hanoi and HCMC and also in central locations in other provinces, often with complementary units such as villas,

apartments and shophouses, principally targeted at consumers with household incomes of less than U.S.$3,000 per annum, and have a typical Retail GFA of approximately 5,000 square metres.

We set forth in the table below further information about our retail properties as of 31 December 2017. During 2018, Vincom Retail intends to open 20 to 30 more retail malls.

No.	Name of Mall	City	Opened	Retail GFA (sqm)
	VINCOM CENTER			
	Hanoi and HCMC			
1.	Vincom Center Ba Trieu	Hanoi	Q4/2004	42,489
2.	Vincom Center Dong Khoi	HCMC	Q2/2010	50,713
3.	Vincom Center Nguyen Chi Thanh	Hanoi	Q4/2015	46,554
4.	Vincom Center Pham Ngoc Thach	Hanoi	Q4/2016	26,120
	VINCOM MEGA MALL			
	Hanoi and HCMC			
5.	Vincom Mega Mall Royal City	Hanoi	Q3/2013	205,841
6.	Vincom Mega Mall Times City	Hanoi	Q4/2013	129,908
7.	Vincom Mega Mall Thao Dien	HCMC	Q4/2015	59,398
	VINCOM PLAZA			
	Hanoi and HCMC			
8.	Vincom Plaza Long Bien	Hanoi	Q4/2011	38,060
9.	Vincom Plaza Thu Duc	HCMC	Q1/2015	28,887
10.	Vincom Plaza Quang Trung	HCMC	Q3/2015	17,780
11.	Vincom Plaza 3/2(1)	HCMC	Q4/2015	22,589
12.	Vincom Plaza Cong Hoa(1)	HCMC	Q4/2015	22,970
13.	Vincom Plaza Go Vap(1)	HCMC	Q1/2016	23,014
14.	Vincom Plaza Le Van Viet	HCMC	Q1/2016	34,744
15.	Vincom Plaza Bac Tu Liem	Hanoi	Q4/2016	21,259
16.	Vincom Plaza Saigon Res	HCMC	Q2/2017	6,987
	North			
17.	Vincom Plaza Ha Long	Quang Ninh	Q4/2014	31,613
18.	Vincom Plaza Le Thanh Tong	Hai Phong	Q4/2015	16,151
19.	Vincom Plaza Viet Tri	Phu Tho	Q4/2015	21,719
20.	Vincom Plaza Ly Bon	Thai Binh	Q2/2016	13,980
21.	Vincom Plaza Yen Bai	Yen Bai	Q2/2017	12,120
22.	Vincom Plaza Tuyen Quang	Tuyen Quang	Q2/2017	11,141
	Central			
23.	Vincom Plaza Ngo Quyen	Da Nang	Q2/2015	31,649
24.	Vincom Plaza Thai Nguyen, Nha Trang(1)	Khanh Hoa	Q4/2015	9,183
25.	Vincom Plaza Buon Ma Thuot	Dak Lak	Q1/2016	13,195
26.	Vincom Plaza Ha Huy Tap, Ha Tinh	Ha Tinh	Q3/2017	20,454
27.	Vincom Plaza Le Thanh Ton	Nha Trang	Q4/2017	15,080
28.	Vincom Plaza Phu Yen	Phu Yen	Q4/2017	12,122
	South			
29.	Vincom Plaza Hung Vuong	Can Tho	Q3/2015	16,021
30.	Vincom Plaza Bien Hoa	Dong Nai	Q3/2015	25,785
31.	Vincom Plaza Long Xuyen	An Giang	Q4/2015	15,163
32.	Vincom Plaza Xuan Khanh	Can Tho	Q3/2016	23,779
33.	Vincom Plaza Tran Phu	Bac Lieu	Q4/2016	6,413
34.	Vincom Plaza Tra Vinh	Tra Vinh	Q1/2017	11,426
35.	Vincom Plaza Rach Gia	Kien Giang	Q2/2017	15,146
36.	Vincom Plaza Vinh Long	Vinh Long	Q2/2017	11,470
37.	Vincom Plaza Vi Thanh	Hau Giang	Q2/2017	12,120
	VINCOM+			
	HCMC			
38.	Vincom+ Quan 2(1)	HCMC	Q4/2016	5,520
39.	Vincom+ Nam Long	HCMC	Q2/2017	6,320
	North			
40.	Vincom+ Chi Linh	Hai Duong	Q1/2017	4,049
41.	Vincom+ Uong Bi, Quang Ninh	Quang Ninh	Q4/2017	4,050

No.	Name of Mall	City	Opened	Retail GFA (sqm)
	Central			
42.	Vincom+ 16/4, Phan Rang(1)	Ninh Thuan	Q4/2015	10,526
43.	Vincom+ Cam Ranh(1)	Khanh Hoa	Q4/2015	7,583
44.	Vincom+ Tinh Gia	Thanh Hoa	Q4/2017	4,050
45.	Vincom+ Ky Anh, Ha Tinh	Ha Tinh	Q4/2017	4,050
	South			
46.	Vincom+ Long Thanh	Dong Nai	Q4/2016	4,050
	TOTAL			**1,173,241**

Note:

(1) This mall was part of an acquisition of malls. For these malls, the date of opening is the date the mall was acquired.

Offices

In Property Leasing, Vinhomes operates under the "VinOffice" brand for offices. The principal source of revenue for this brand is derived from recurring income from the leasing of office spaces that are developed adjacent to or adjoining Vinhomes projects and VinCity projects.

Completed Projects

As of 31 December 2017, Vinhomes had two completed office projects with a total GFA of 98,015 sqm. We set forth below the details of these projects.

No.	Project Name	City	GFA (sqm)
1.	VinOffice Times City	Hanoi	19,552
2.	VinOffice Dong Khoi	HCMC	78,463
	Total		**98,015**

Pipeline Projects

As of 31 December 2017, Vinhomes had seven office pipeline projects. We set forth in the table below further information about such projects as of 31 December 2017. The information related to our pipeline projects, including GFA with respect to each project, represents estimates by Vingroup's management on the basis of our current development plans formulated pursuant to the relevant land grant contracts.

No.	Project Name	City	Estimated Construction Start	Estimated Construction End	GFA (sqm)
1.	VinOffice Dinh Tien Hoang	HCMC	2018	2020	11,098
2.	VinOffice Ky Hoa	HCMC	2018	2020	246,308
3.	VinOffice Gallery	Hanoi	2018	2020	167,339
4.	VinOffice Hai Ba Trung	Hanoi	2018	2020	24,400
5.	VinOffice Dan Phuong	Hanoi	2018	2021	363,227
6.	VinOffice Co Loa	Hanoi	2019	2021	53,100
7.	VinOffice Thanh Hoa	Thanh Hoa	2021	2022	35,445
	Total				**900,917**

Hospitality and Entertainment

Vinpearl operates principally under the "Vinpearl" brand for hotels and resorts and the "Vinpearl Land" brand for entertainment centres which, as of 31 December 2017, consisted of two outdoor amusement parks, one safari and one indoor entertainment centre. We intend to continue to grow Vinpearl through the Vinpearl City Hotel brand to penetrate key urban markets, to benefit from Vietnam's rapid urbanisation.

We set forth in the table below further information about our hospitality properties as of 31 December 2017.

No.	Project Name	Location	Property Type	Opening Date	Number of Rooms and Villas
1.	Vinpearl Nha Trang Resort	Nha Trang	Beach villas, Hotel	Q4/2003	533
2.	Vinpearl Luxury Nha Trang	Nha Trang	Beach villas	Q2/2011	84
3.	Vinpearl Da Nang Resort & Villas	Da Nang	Beach villas, Hotel	Q3/2011	239
4.	Vinpearl Phu Quoc Resort	Phu Quoc	Beach villas, Hotel	Q4/2014	649
5.	Vinpearl Phu Quoc Resort & Golf	Phu Quoc	Beach villas, Hotel	Q4/2015	622
6.	Vinpearl Nha Trang Bay Resort & Villas	Nha Trang	Beach villas, Hotel	Q2/2015	651
7.	Vinpearl Ha Long Bay Resort	Ha Long	Hotel	Q4/2015	384
8.	Vinpearl Golf Land Resort & Villas	Nha Trang	Beach villas, Hotel	Q1/2016	829
9.	Vinpearl Can Tho Hotel	Can Tho	Hotel	Q4/2016	262
10.	Vinpearl Cua Hoi Resort & Villas	Nghe An	Beach villas, Hotel	Q2/2017	199
11.	Vinpearl Ha Tinh Ocean Villas	Ha Tinh	Beach villas	Q2/2017	42
12.	Vinpearl Da Nang Ocean Resort & Villas	Da Nang	Beach villas	Q2/2017	122
13.	Vinpearl Hoi An Resort & Villas	Hoi An	Beach villas, Hotel	Q2/2014	218
14.	Vinpearl Nha Trang Long Beach Villas	Cam Ranh	Beach villas	Q2/2017	200
15.	Vinpearl Phu Quoc Ocean Resort & Villas	Phu Quoc	Beach villas	Q2/2017	340
16.	Vinpearl Phu Quoc Paradise Resort & Villas	Phu Quoc	Beach villas	Q2/2017	332
17.	Vinpearl Hotel Ha Tinh	Ha Tinh	Hotel	Q4/2017	311
	Total				**6,017**

We set forth in the table below further information about our entertainment centres as of 31 December 2017.

No.	Project Name	Location	Property Type	Opening Date	Site Area (sqm)
1.	Vinpearl Land Nha Trang	Nha Trang	Amusement Park	Q3/2006	650,384
2.	Vinpearl Land Phu Quoc	Phu Quoc	Amusement Park	Q4/2014	158,413
3.	Vinpearl Safari Phu Quoc	Phu Quoc	Safari	Q4/2015	4,989,200
4.	Vinpearl Land Times City	Hanoi	Aquarium	Q4/2013	7,790
	Total				**5,805,787**

Consumer Retail

In Consumer Retail, we develop, manage and operate retail outlets throughout Vietnam through VinCommerce. VinCommerce operates the following retail outlet formats:

- the "VinMart" brand which, as of 31 December 2017, operated 66 supermarkets;
- the "VinMart+" brand which, as of 31 December 2017, operated 973 convenience stores and mini marts;
- the "VinPro" brand which, as of 31 December 2017, operated 36 electronics and appliance stores in Vincom Retail malls;
- the "VinDS" brand (now known as "Uptown") which, as of 31 December 2017, operated 14 department stores in Vincom Retail malls; and
- the "Adayroi" e-commerce platform which brings modern and convenient online shopping and the entire Vingroup ecosystem to Vietnamese families.

We also introduced the "VinID" customer loyalty programme in 2016. The programme is one of the largest in Vietnam, with 3.8 million members as of 31 December 2017. The programme increases customer engagement across the Vingroup ecosystem by providing reward points for redemption. We intend to continue to expand the offerings in VinMart supermarkets and VinMart+ convenience stores and mini marts by adding VinEco's food and agricultural produce and through the VinMart Cook brand of fresh and prepared foods.

Social Infrastructure Services

Within Social Infrastructure Services, we operate under Vinmec, which operates international hospitals and clinics, Vinschool, which operates kindergartens, primary schools, secondary schools and high schools, and

VinEco, which operates farms. We intend to continue to grow our Social Infrastructure Services network through social infrastructure facilities at projects across our diversified portfolio including Vinhomes mixed use projects, Vinpearl integrated projects which will reinforce the Vingroup ecosystem. In September 2016, we announced that Vinschool and Vinmec would be run as social enterprises. As a result, we do not expect this business division to contribute materially to our financial performance even as their business and network expand.

Vinmec

Vinmec was established in 2012. As of 31 December 2017, the Vinmec network had 1,500 beds in its hospitals and employed 2,200 skilled medical experts and used modern equipment from the United States, Canada, Europe and Japan. During 2017, we recorded approximately 475,000 patient visits, which represented a 29.5% increase compared to 2016. Vinmec Can Tho International Hospital commenced construction in March 2018. We expect Vinmec Hai Phong International Hospital to open in the second quarter of 2018. As of 31 December 2017, Vinmec is the first and only hospital system in Vietnam to have received two recognised JCI certificates.

Vinschool

Vinschool operates kindergartens, primary schools, secondary schools and high schools. In 2018, we intend to open approximately 15 new kindergartens and schools in Hanoi, HCMC and Hai Phong. In 2017, Vinschool adopted a comprehensive mix of Vietnamese and international standard curricula including the IPC International Pre-School Programme (which is offered in Vietnam exclusively through the Vinschool network), the Cambridge Bilingual Programme, and the bilingual 21st Century Skills Programme.

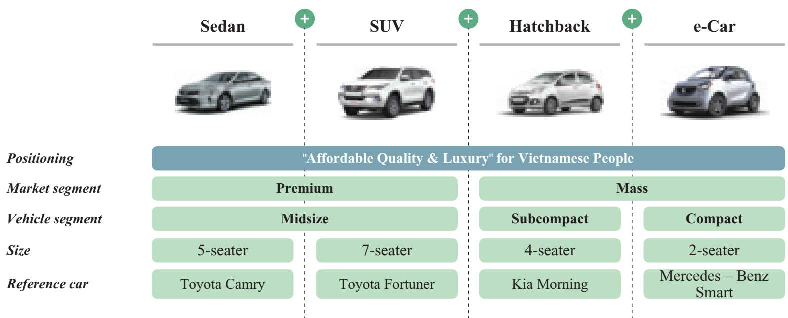
VinEco

VinEco was launched in 2015 and provides consumers with a trusted source of agricultural produce by using large scale production and greenhouse technologies from Japan, Israel, France and Singapore. As of 31 December 2017, VinEco operated 14 farms throughout Vietnam over an aggregate total of 2,000 hectares of agricultural land. During 2017, VinEco had an average total output of approximately 2,500 tonnes of agricultural product a month.

Industrials

VinFast

VinFast intends to focus on the passenger car market and the electrical scooter market. In the passenger car market, we target the middle and affluent market in major cities, with two models planned for initial product launch: a 5-seater sedan and a 7-seater SUV.



In the electric scooter market, we target both the mass market and the premium market. Mass market products with small motors will target university and high school students, while premium market products will target those who are ready to upgrade.

VinFast plans to open its own showrooms in Vincom Retail malls and market its products online to VinID's 3.8 million customer base, as well as partner with authorised sellers in Vietnam's most populous cities such as Hanoi, HCMC and Hai Phong. VinFast has engaged in partnerships with leading European designers, manufacturers and consultants to leverage their technical expertise.

Insurance

We maintain the types and amounts of insurance coverage that we believe are consistent with customary industry practice and in accordance with the laws of Vietnam. Our insurance policies normally cover asset damage risk (including compulsory fire and explosion insurance), business interruption insurance and public liability.

There are no significant or unusual excess or deductible payments required under such policies. All our insurance contracts undergo a competitive bidding process, after which we select the most appropriate coverage and pricing for our insurance needs.

Information Technology

We rely on the effective operation of our information technology ("**IT**") systems for our business operations. Our IT department is responsible for developing and maintaining an IT system that is able to meet our business needs. The centralised IT system is controlled and operated from our headquarters in Long Bien, with a back-up server in Times City.

We utilise SAP ERP to streamline and automate our business processes in human resources, finance, procurement and other departments and Exchange (email, calendar and contacts) for communications. These systems are hosted in our primary data centre at Long Bien, Hanoi, and users access these systems through a reliable network.

Environment, Health and Safety

Our operations are subject to regulatory requirements and potential liabilities arising under applicable environmental, health or safety-related laws and regulations in Vietnam. We believe that we are in compliance in all material respects with applicable environmental regulations in Vietnam. To date, no material environmental, health or safety-related incident involving us or any of our subsidiaries has occurred. We are not aware of any material environmental, health or safety-related proceedings or investigations to which we might become a party.

Employees

As of 31 December 2017, our Group had approximately 42,800 employees (excluding independent contractors) of which almost all were employed on a full-time basis, and of whom approximately 11,900 employees had undergraduate degrees and approximately 1,000 employees had postgraduate degrees.

Legal Proceedings

There are no outstanding material governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened or of which we are aware).

DESCRIPTION OF MATERIAL INDEBTEDNESS

Our Group has utilised bank borrowings and issued various corporate bonds to fund our existing capital needs.

As of 31 March 2018, the total indebtedness of our Group amounted to VND55,168.0 billion, comprising VND17,912.2 billion in bank borrowings, and VND32,028.7 billion in principal amount of corporate bonds and VND5,227.1 billion in loans from other counterparties.

Set forth below is a summary of the material terms and conditions of these bonds and our other material indebtedness.

Bank Borrowings

As of 31 March 2018, our Group had a principal amount outstanding of VND17,912.2 billion in bank borrowings, which comprised facilities and syndicated loans.

Bank Facilities

The following table sets forth certain information about our bank facilities as of 31 March 2018.

Name of Lender	Name of Borrower	Total committed amount	Amount outstanding	Maturity Date
Vietcombank	Vinhomes	VND5,500 billion	VND1,061 billion	7 November 2018
Techcombank	Our Group	VND3,100 billion	VND707 billion	This is an open-ended credit line agreement.
	Gia Lam Urban Development and Investment LLC	VND1,520 billion	VND1,421 billion	18 January 2021
VPBank	Our Group	VND1,000 billion	VND701 billion	This is an open-ended credit line agreement.
BIDV	Our Group	VND2,000 billion	VND675 billion	This is an open-ended credit line agreement.

Vietcombank-Vinhomes Term Loan

Tan Lien Phat Construction Investment Corporation ("**Tan Lien Phat**") entered into a VND5,500 billion 60-month term loan with Vietcombank in February 2015. Tan Lien Phat merged into Vinhomes on 1 February 2018, and as a result, Vinhomes has assumed all the rights and obligations of Tan Lien Phat under this loan agreement. This facility matures on 7 November 2018. The interest rate is equal to the sum of the 12-month deposit interest rate in VND announced by Vietcombank at the relevant interest calculation date and a margin of 3.6% per annum.

This facility is secured by the land use rights, buildings and construction works of Vinhomes Central Park Project located at No. 722 Dien Bien Phu Street, Ward 22, Binh Thanh District, Ho Chi Minh City. This facility is used for financing costs and expenses related to the development of the Vinhomes Central Park Project.

As of 31 March 2018, VND1,061 billion was outstanding under this facility.

Techcombank-Vingroup Credit Line

Our Group entered into a VND3,100 billion credit line agreement with Techcombank on 28 July 2017. This credit line agreement matures on the date when each member of our Group has fulfilled its payment obligations under all loans provided under the credit line. As of 31 March 2018, Techcombank had provided nine outstanding loans to different Group companies under this credit line agreement.

This facility is unsecured. Interest is payable at the rate as specified in the separate agreement on interest rate signed between Techcombank and Vingroup as amended and supplemented from time to time, which currently ranges from 3% to 7.5%. This facility is secured by a guarantee from Vingroup. The terms of this facility also requires that Vingroup shall be jointly liable for obligations of each member of our Group arising in relation to this credit line agreement.

As of 31 March 2018, VND707 billion was outstanding under this facility.

Techcombank-Gia Lam Term Loan

Gia Lam Urban Development and Investment LLC entered into a VND1,520 billion 40-month term loan with Techcombank on 18 September 2017. This facility matures on 18 January 2021. The interest rate is equal to the sum of the Interbank Interest Rate at the relevant interest calculation date and a margin of 3.33% per annum.

This facility is secured by certain equity interests in members of our Group. This facility is used for costs relating to the development of VinCity Gia Lam.

As of 31 March 2018, VND1,421 billion was outstanding under this facility.

VPBank-Vingroup Credit Line

Vingroup entered into a VND1,000 billion credit line agreement with VPBank on 10 March 2017. This credit line agreement matures on the date when Vingroup has fulfilled its payment obligations under all loans provided under the credit line. As of 31 March 2018, VPBank had provided four outstanding guarantees to Vingroup under this credit line agreement. As of 31 March 2018, there were three outstanding loans under this credit line agreement.

Loans under this credit line, if provided, would bear interest at the rate as specified in the separate agreement on interest rate signed between VPBank and Vingroup as amended and supplemented from time to time. Each such loan would mature on the date falling 6 months from the disbursement. This credit line agreement requires Vingroup to provide security for its obligations under this agreement, if loans are provided.

As of 31 March 2018, VND701 billion in loans was outstanding under this facility.

BIDV-Vingroup Credit Line

Vingroup entered into a VND2,000 billion credit line agreement with BIDV on 8 January 2018, under which BIDV will provide Vingroup, as the principal borrower, and Vingroup's subsidiaries and affiliates, as subordinated borrowers, with credit lines, letter of credits, guarantees and other facilities, each to be governed by a separate agreement. The credit line agreement terminates on 22 December 2018, and the maturity date of each facility provided under the credit line agreement is to be set out in a separate agreement.

Interest is payable at the rate as specified in the separate agreement for each facility extended under the credit line agreement, which currently ranges from 6.2% to 7%. This facility is guaranteed by Vingroup. The terms of this credit line agreement require Vingroup to guarantee the payment obligations of the subordinated borrowers.

As of 31 March 2018, VND675 billion was outstanding under this facility.

Syndicated Loans

The following table sets forth certain information about our syndicated loans as of 31 March 2018.

Name of Lenders	Name of Borrower	Total committed amount	Amount outstanding	Maturity Date
A syndicate of banks arranged by Credit Suisse	VinFast	U.S.$150,000,000	U.S.$150,000,000	6 August 2018
A syndicate of banks arranged by Credit Suisse	Vingroup	U.S.$300,000,000	U.S.$277,500,000	11 July 2021

VinFast Bridge Facility

On 5 February 2018, VinFast entered into a U.S.$150 million facility agreement (the "**VinFast Bridge Facility**") with a syndicate of banks arranged by Credit Suisse AG, Singapore Branch.

The VinFast Bridge was subsequently repaid with the proceeds of the VinFast Syndicated Facility. No amounts are currently outstanding under the VinFast Bridge Facility.

Vingroup Syndicated Facility

On 23 June 2016, Vingroup entered into a U.S.$300 million facility agreement (the "**Vingroup Syndicated Facility**") with a syndicate of banks arranged by, amongst others, Credit Suisse AG, Singapore Branch. The Vingroup Syndicated Facility will mature on 11 July 2021. The Vingroup Syndicated Facility bears interest at a rate of 5.0% per annum plus LIBOR for that applicable period.

As of 31 March 2018, U.S.$300 million had been drawn under the Vingroup Syndicated Facility, of which U.S.$22.5 million had been repaid. Amounts drawn under the Vingroup Syndicated Facility are to be used to fund Vingroup's working capital needs, to refinance existing indebtedness of Vingroup and for other purposes including for its general corporate purposes.

The Vingroup Syndicated Facility is guaranteed by, amongst others, certain members of our Group, and is secured.

The Vingroup Syndicated Facility contains customary and specific events of default and covenants.

Bonds

The following table sets forth certain information about our bonds as of 31 March 2018.

Underwriter	Name of Issuer	Total principal amount	Amount outstanding	Maturity Date	Interest Rate
Techcom Securities Company Limited	Vingroup	VND1,000 billion	VND997 billion	5 November 2018	11.0% for the first year and 5% + Interbank Interest Rate thereafter
	Vingroup	VND1,000 billion	VND997 billion	29 December 2018	11.0% for the first year and 5% + Interbank Interest Rate thereafter
	Vingroup	VND1,000 billion	VND992 billion	31 March 2019	10.5% for the first year and 4% + Interbank Interest Rate thereafter
	Vingroup	VND2,500 billion	VND2,476 billion	3 July 2019	10.25% for the first year and 4% + Interbank Interest Rate thereafter
	Vingroup	VND1,000 billion	VND986 billion	23 November 2019	10% for the first year and 4% + Interbank Interest Rate thereafter
	Vingroup	VND1,000 billion	VND986 billion	28 December 2019	10% for the first year and 4% + Interbank Interest Rate thereafter
	Vingroup	VND1,100 billion	VND1,088 billion	3 January 2020	10.3% for the first year and 4.25% + Interbank Interest Rate thereafter
	Vingroup	VND1,950 billion	VND1,924 billion	19 February 2021	7.75%
	Vingroup	VND1,050 billion	VND1,030 billion	18 February 2026	8.5%
	Vinhomes	VND5,500 billion	VND5,422 billion	19 October 2020	9.2% for the first year and 3.25% + Interbank Interest Rate thereafter
	Sai Dong Urban Development and Investment JSC	VND2,600 billion	VND2,572 billion	19 April 2020	9.2% for the first year and 3.25% + Interbank Interest Rate thereafter
	Thanh Pho Ho Chi Minh Investment Service Trading JSC	VND3,900 billion	VND3,874 billion	1 July 2019	10% for the first year and 3.5% + Interbank Interest Rate thereafter
Vietcombank Securities Company Limited	Vinpearl	VND2,300 billion	VND2,297 billion	18 October 2018	8% for the first year and 3% + Interbank Interest Rate thereafter
Vietnam Bank for Industry and Trade Securities JSC	Vincom Retail	VND2,800 billion	VND2,799 billion	18 June 2018	9% for the first year and 3% + Vietinbank Interest Rate thereafter
	Vincom Retail	VND3,000 billion	VND2,990 billion	8 March 2022	8.1% for the first year and 3% + Vietinbank Interest Rate thereafter
FPT Securities JSC	Thanh Pho Ho Chi Minh Investment Service Trading JSC	VND750 billion	VND599 billion	4 July 2019	10% for the first year and 3% + VPBank Interest Rate thereafter
Total		VND32,450 billion	VND32,029 billion		

Certain Borrowings and Repayments after 31 March 2018

On 12 April 2018, VinFast entered into a U.S.$400 million five-year facility (the "**VinFast Syndicated Facility**") with a syndicate of banks arranged by Credit Suisse AG, Singapore Branch with a corporate guarantee from Vingroup. The VinFast Syndicated Facility will mature on the date falling 60 months after the first utilisation date of 26 April 2018, and bears interest at a rate of 3.5% per annum plus LIBOR for that applicable period.

As of the date of this Offering Circular, U.S.$400 million has been drawn under the VinFast Syndicated Facility. Amounts drawn under the VinFast Syndicated Facility are to be used to fund the development of VinFast's automobile manufacturing complex in the Dinh Vu-Cat Hai Economic Zone, and to fund VinFast's capital expenditure, working capital and for general corporate purposes. On 26 April 2018, our Group repaid in full the VinFast Bridge Facility with the proceeds of the VinFast Syndicated Facility.

The VinFast Syndicated Facility is guaranteed by, amongst others, certain members of our Group, and is secured.

The VinFast Syndicated Facility contains customary and specific events of default and covenants.

CORPORATE GOVERNANCE AND MANAGEMENT

The overall management and supervision of Vingroup is undertaken by its board of directors. Vingroup's supervisory board is responsible for the supervision of the financial situation of Vingroup and the activities of its board of directors and management, to protect the interests of Vingroup and its shareholders. Vingroup's management cooperates with its board of directors and its supervisory board by preparing appropriate information and documents concerning Vingroup's business operations, financial condition and results of operations for its review. Management is in charge of the day-to-day operations of Vingroup.

BOARD OF DIRECTORS

Vingroup's board of directors is responsible for the overall management and direction of Vingroup. Vingroup's board of directors consists of nine members, of which three are independent. The following table provides certain information regarding members of Vingroup's board of directors.

Name	Age	Position
Pham Nhat Vuong	49	Chairman
Pham Thuy Hang	43	Vice Chairwoman
Pham Thu Huong	48	Vice Chairwoman
Le Khac Hiep	62	Vice Chairman and Independent Member
Nguyen Dieu Linh	44	Vice Chairwoman and Authorised Spokesperson
Nguyen Viet Quang	49	Member and Chief Executive Officer
Ling Chung Yee Roy	41	Independent Member
Marc Villiers Townsend	59	Independent Member
Joseph Raymond Gagnon	41	Member

Experience of Vingroup's Board of Directors

Certain information concerning the business and working experience of the members of Vingroup's board of directors is set out below.

Mr Pham Nhat Vuong

Mr Pham Nhat Vuong was appointed Chairman of Vingroup's board of directors in 2011. Mr Pham has a long track record as an entrepreneur, both inside and outside of Vietnam. He established our Group's core businesses, starting with its initial two brands, Vincom and Vinpearl. Mr Pham was also appointed Chairman of Vinhomes in 2018. Mr Pham completed a bachelor's degree in Geological Economic Engineering from the Russian State Geological Prospecting University.

Ms Pham Thuy Hang

Ms Pham Thuy Hang was appointed Vice Chairwoman of Vingroup's board of directors in 2010.

Prior to joining Vingroup, Ms Pham was a shareholder and head of the administrative division of Technocom Limited Company (Ukraine) from 1998 to 2008. Ms Pham completed her bachelor's degree in Russian Linguistics and Literature at Hanoi University.

Ms Pham Thu Huong

Ms Pham Thu Huong was appointed Vice Chairwoman of Vingroup's board of directors in 2011.

Prior to joining our Group, she served as Vice Chairwoman of the board of directors of Vietnam Investment Group Joint Stock Company from 2010 to 2011. Ms Pham completed her bachelor's degree in International Law at the National University of Kiev, in Ukraine.

Mr Le Khac Hiep

Mr Le Khac Hiep was appointed Vice Chairman of Vingroup's board of directors in 2011. Mr Le also served as Chairman of Vingroup's board of directors from 2006 to 2011.

Prior to joining Vingroup, Mr Le was a researcher at the Institute of Physics in the Vietnam Academy of Science and Technology from 1984 to 1994. From 1994 to 2004, he headed Prudential Real Estate's Vietnam Representative Office before becoming its Deputy General Director for External Relations. Mr Le was also previously a researcher at the Institute of Physics in the National University of Kharkiv in Ukraine. Mr Le completed his bachelor's degree in Physics at the National University of Kharkiv.

Ms Nguyen Dieu Linh

Ms Nguyen Dieu Linh was appointed Vice Chairwoman of Vingroup's board of directors in 2008, and has served as Deputy Chief Executive Officer of our Group from 2005 to 2016. She concurrently serves as a member of the board of directors and Chief Executive Officer of Vinhomes.

Prior to joining Vingroup, Ms Nguyen was a lawyer at Ngo Migueres and Partners and Gide Loyrette Nouel, both in Hanoi. Ms Nguyen completed her bachelor's degree in English and French at Hanoi University, and her bachelor's degree in Law from the University of Social Sciences and Humanities.

Mr Ling Chung Yee Roy

Mr Ling Chung Yee Roy was appointed an Independent Member of Vingroup's board of directors in 2011. He is currently a Managing Director at RL Capital Management Pte. Ltd., a member of the Singapore Institute of Directors, and an independent director at ChinaSing Investment Holdings Ltd (Bermuda), Zed-E Asia Ltd (formerly known as Elektromotive Group Ltd), and China Flexible Packaging Holdings Ltd. (Bermuda). Mr Ling was honoured as the Real Estate Executive of the Year by Singapore Business Review in 2016, and as one of 20 Rising Stars in Real Estate by Institutional Investor in 2008.

Previously, Mr Ling worked as a senior investment banker at Lehman Brothers, Goldman Sachs and Salomon Smith Barney from 2001 to 2008. He served as Vice President of Asia Real Estate Investment Banking at JPMorgan Chase from 2008 to 2009. Mr Ling was also an Adjunct Professor of Finance at the EDHEC Business School. Mr Ling completed his bachelor's degree in Business Administration at the National University of Singapore and his executive master's degree in Business Administration at INSEAD. He is also a Chartered Financial Analyst.

Mr Nguyen Viet Quang

Mr Nguyen Viet Quang was appointed a member of Vingroup's board of directors in 2017, and is also the Chief Executive Officer of Vingroup. Mr Nguyen was also appointed a member of Vinhomes' board of directors in 2018.

Prior to joining Vingroup in 2010, Mr Nguyen was a board member and Head of the supervisory board of Y Cao Company Limited from 1996 to 2009. Mr Nguyen completed his bachelor's degree in Business Administration from the National Economics University.

Mr Marc Villiers Townsend

Mr Marc Villiers Townsend was elected an Independent Member of Vingroup's board of directors in 2013. He has worked in Asia in the real estate sector since 1988, and is also Chairman of CBRE Cambodia.

Previously, Mr Townsend held the positions of Vice Director of Marketing and Commerce of Rockwell Real Estate Co. in Manila from 1997 to 1999, General Director of Regus in Southeast Asia from 1998 to 2002, and Managing Director at CB Richard Ellis Vietnam from 2013 to 2017. Mr Townsend graduated from the University of Montpellier, France, and completed his bachelor's degree in Accountancy at the University of Exeter, United Kingdom. Mr Townsend also completed the Manila Management Development Program at the Asian Institute of Management in the Philippines in 1999.

Mr Joseph Raymond Gagnon

Mr Joseph Raymond Gagnon was appointed a Member of Vingroup's board of directors in 2013. He is also a Managing Director at Warburg Pincus Asia and leads its real estate investment business in North Asia.

Previously, Mr Gagnon was a Director of Business Development at GE Capital in Tokyo, Japan from 2003 to 2005, and a Director at Warburg Pincus Asia in Hong Kong from 2008 to 2011. Mr Gagnon graduated from Wake Forest University, USA.

Independence of Independent Directors

Under Article 151.2 of the Law on Enterprises, an independent director must not:

- be employed by the company or a subsidiary of the company;
- have been employed by the company or a subsidiary of the company at any point in the preceding three years;
- receive a salary or any remuneration from the company, except for allowances that a director is entitled to in accordance with the law;

- have a spouse, parents, adoptive parents, children, adoptive children or siblings, any of whom is a major shareholder of the company, or a manager of the company or its subsidiary;
- directly or indirectly own 1.0% or more of the total voting shares in the company; and
- have been a have been a non-Independent member of the board or a member of the supervisory board of the company at any point during the preceding five years.

A Director who satisfies the above criteria is regarded as independent under the Law on Enterprises ("**Independent Director**"). In light of the foregoing, Vingroup's board of directors have reviewed the Independence of Mr Le Khac Hiep, Mr Marc Villiers Townsend and Mr Ling Chung Yee Roy and are satisfied that each of them would be regarded as Independent Directors.

SUPERVISORY BOARD

Vingroup's supervisory board consists of three members. The principal responsibilities of Vingroup's supervisory board include:

- inspecting the validity and legality of Vingroup's business activities and financial reports;
- monitoring Vingroup's business performance, management and operations; and
- reviewing all Statutory Related Party Transactions.

The following table provides certain information regarding the members of Vingroup's supervisory board.

Name	Age	Position
Nguyen The Anh	42	Head
Dinh Ngoc Lan	42	Member
Do Thi Hong Van	45	Independent Member

Experience of Vingroup's Supervisory Board

Certain information concerning the business and working experience of each member of Vingroup's supervisory board is set out below.

Mr Nguyen The Anh

Mr Nguyen The Anh was elected to Vingroup's supervisory board in 2007. Prior to joining Vingroup's supervisory board, Mr Nguyen worked at Vietnam Financial Leasing Company and Vietcombank's Secretariat Office from 1995 to 1997. He also served as an assistant to the General Director from 2001 to 2005, and Deputy Head of the Corporate Office of the Joint Stock Commercial Bank for Foreign Trade of Vietnam (Vietcombank) from 2005 to 2007. Mr Nguyen completed his bachelor's degree in Economics and his master's degree in Political Economics at the National University of Vietnam.

Mr Dinh Ngoc Lan

Mr Dinh Ngoc Lan was elected as a member of Vingroup's supervisory board in 2009. Previously, he worked as an auditor from 1996 to 2007. He also worked at the State Audit Office of Vietnam as a Regional Office Deputy Head of Business Auditing from 2007 to 2008. Mr Dinh completed his bachelor's degree in Economics at Vietnam University of Commerce.

Ms Do Thi Hong Van

Ms Do Thi Hong Van was elected an Independent Member of Vingroup's supervisory board in 2011. She concurrently serves as the Chief Accountant at Nghe An Sugar Pte. Ltd. (previously known as Tate & Lyle Sugar Nghe An Co. Ltd.). Previously, Ms Do was a Financial Controller at Shell Vietnam Ltd. from 1998 to 2007. Ms Do completed her bachelor's degree in Economics and Accounting at the Vietnam University of Commerce. She is also a senior member of ACCA and a licensed auditor recognised by the Vietnam Association of Certified Public Accountants (VACPA).

MANAGEMENT

Vingroup's management consists of six members. The following table provides certain information regarding Vingroup's management.

Name	Age	Position
Nguyen Viet Quang	49	Board Member and Chief Executive Officer
Mai Huong Noi	48	Deputy Chief Executive Officer
Pham Van Khuong	58	Deputy Chief Executive Officer
Nguyen Thi Diu	44	Deputy Chief Executive Officer
Duong Thi Hoan	39	Deputy Chief Executive Officer
Nguyen Thi Thu Hien	44	Chief Accountant

Experience of Vingroup's Management

Certain information concerning the business and working experience of each member of Vingroup's management is set out below.

Mr Nguyen Viet Quang

Mr Nguyen Viet Quang is the Chief Executive Officer and a member of Vingroup's board of directors. See "*Corporate Governance and Management—Board of Directors*".

Ms Mai Huong Noi

Ms Mai Huong Noi was appointed Deputy Chief Executive Officer of Vingroup in 2012. She was also the Chief Executive Officer of our Group from 2006 to 2012, and has been a member of Vingroup's board of directors since 2008.

Prior to joining Vingroup, Ms Mai was the deputy director of the Customer Service Division at the Hanoi Post Office from 2004 to 2006. Ms Mai completed her bachelor's degree in Economics and Banking at the National Economics University.

Mr Pham Van Khuong

Mr Pham Van Khuong was appointed Deputy Chief Executive Officer in 2007. He has nearly 30 years of experience in construction and industrial technology. Previously, Mr Pham worked as a design engineer at Vietnam Water, Sanitation, and Environment JSC. From 1996 to 2003, he was the General Director of the Construction and Water Resources Technology Company in the Ministry of Construction. Mr Pham completed his bachelor's degree in Engineering from Hanoi Architectural University.

Ms Nguyen Thi Diu

Ms Nguyen Thi Diu was appointed Deputy Chief Executive Officer in 2014. Ms Nguyen previously served as Chief Representative and Head of Investment Banking at JPMorgan Vietnam from 1996 to 2008, Chairwoman and CEO of AFH Finance and Investment Consultancy JSC from 2008 to 2013, and Director of Investment Banking Vietnam at UBS from 2013 to 2014. Ms Nguyen completed her master's degree in Business Administration at the University of Hawaii, USA.

Ms Duong Thi Hoan

Ms Duong was appointed Deputy Chief Executive Officer in 2016. Previously, she served as General Director of Hung Viet Company from 2005 to 2007, and Head of Vingroup Communications Division from 2007 to 2016. Ms Duong completed her bachelor's degree at the Vietnam University of Commerce, and her joint Master of Business Administration degree between Hanoi National University and Benedictine University of Illinois, USA.

Ms Nguyen Thi Thu Hien

Ms Nguyen Thi Thu Hien has been Vingroup's Chief Accountant since 2008. Previously, Ms Nguyen was the Chief Financial Officer of Ha Viet Investment JSC from 2005 to 2008 and its Chief Accountant from 2003 to 2005. Ms Nguyen completed her bachelor's degree in Finance and Accounting at Hanoi University, and her bachelor's degree in English at the University of Languages and Foreign Studies. She is also a member of ACCA.

PRINCIPAL SHAREHOLDERS

The following table sets forth details about the direct interests in Vingroup held by the Issuer and shareholders holding more than 5.0% of Vingroup's issued share capital as of the date of this Offering Circular:

Name of Shareholder	Number of Shares held	% of Shares held
Pham Nhat Vuong(1)	723,969,134	27.45%
Vietnam Investment Group JSC(1)	880,175,924	33.37%
Vinpearl JSC	90,039,008	3.41%
Others(2)	943,523,888	35.77%
Total	**2,637,707,954**	**100.0%**

Notes:

(1) Mr Pham Nhat Vuong controls Vietnam Investment Group JSC, and therefore Vietnam Investment Group is an Affiliate of Mr Pham Nhat Vuong.

(2) Includes 124,840,064 Shares held by Ms Pham Thu Huong, the Vice Chairwoman of Vingroup, who is the wife of Mr Pham Nhat Vuong and therefore his Affiliate.

SHARE PRICE

Vingroup's shares have been listed on the HSX since 19 September 2007.

The following table sets forth the average, high, low and period end closing market price of Vingroup's shares quoted on the HSX.

	Vietnamese dong			
Period	**Average**	**High**	**Low**	**Period End**
Year:				
2013	24,912	27,325	23,074	26,752
2014	27,973	34,199	23,886	27,886
2015	30,042	33,830	26,833	33,609
2016	39,166	45,950	32,432	42,000
2017	49,222	78,000	40,000	77,300
2018 (through 8 June 2018)	106,013	134,900	78,200	124,200
Month:				
December 2017	74,124	78,000	70,200	77,300
January 2018	83,275	87,200	78,200	86,000
February 2018	86,627	95,000	78,200	94,900
March 2018	104,464	117,200	94,000	117,200
April 2018	127,284	134,900	120,900	126,000
May 2018	118,695	132,000	103,000	116,000

On 8 June 2018, the closing market price of Vingroup's Shares was VND124,200 on the HSX.

DESCRIPTION OF THE SHARES

The following statements are brief summaries of the rights and privileges of shareholders of Vingroup conferred by the laws of Vietnam and the Charter. Where statements summarise the material provisions of the Charter such statements are qualified entirely by reference to the Charter.

Share Capital

As of the date of this Offering Circular, Vingroup had an issued and paid-up share capital of VND26,377,079,540,000 consisting of 2,637,707,954 Shares with a par value of VND10,000 each. The charter capital registered and reflected in our enterprise registration certificate is VND26,377,079,540,000. All the issued and outstanding Shares are ordinary shares and recorded in the depository register, which is kept at and maintained by the VSD. Each common share ranks equally with another in terms of voting rights and rights to dividend and other benefits associated with it. Vingroup recognises the persons whose names are recorded in the "Register of Shareholders", which is the depository register at the VSD, as Shareholders of Vingroup.

As of the date of this Offering Circular, the Issuer held 90,039,008 Shares.

Issues of New Shares

New Shares may be issued to existing Shareholders, or to any persons including non-Shareholders subject to the resolution of a GMS. Shareholders may vote for the decision on the classes of Shares and the total number of Shares of each class which are offered for sale in a GMS. Issuance of any new Shares of Vingroup by way of public offering must be approved by the SSC, and any change in the share capital of Vingroup must be registered with the Department of Planning and Investment of Hanoi.

Shareholders have pre-emptive rights to subscribe for any new Shares offered for sale, in proportion to the number of existing Shares held by each Shareholder. Vingroup will announce to all Shareholders details of the Offering, including the number of Shares for sale and the deadline for subscription. The period for which such Shares are available for subscription must not be less than 15 days, and any unsubscribed Shares will be under the control of Vingroup's board of directors. Vingroup's board of directors may grant options for subscribing to those unsubscribed Shares to existing shareholders or to anyone, in any manner that Vingroup's board of directors deems appropriate, provided that the Shares may not be sold on terms and conditions which are more favourable than those offered to the existing Shareholders, unless it has obtained the prior approval of the Shareholders at a GMS and except in the case of Shares sold via stock exchanges.

Shareholders

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

Transfer of Shares

Shares of non-founding Shareholders are freely transferable, except for listed shares held by certain qualified shareholders, which are subject to statutory lock-up requirements.

Under Decree No. 58/2012/ND-CP passed by the Government on 20 July 2012, guiding the implementation of the Law on Securities, as amended and supplemented by Decree No. 60/2015/ND-CP passed by the Government on 26 June 2015 and Decision No. 346/QD-SGDHCM dated 23 August 2016 of the HSX promulgating the HSX listing regulations, each of the following must undertake to hold 100.0% of their shares for six months from the listing date and 50.0% thereof for the following six months: (i) any shareholder whose representative is a director or a member of supervisory board, or chief executive officer or deputy chief executive officer, chief accountant; and (ii) any major shareholder (owning directly or indirectly 5.0% or more of the voting shares) who is a Related Party of a member of the board of directors or a member of supervisory board, the chief executive officer, deputy chief executive officer or chief accountant.

For companies with shareholders who are either Government agencies or the State Capital Investment Corporation ("**state entities**"), shares held by such state entities are excluded for the purposes of this lock-up. All listed Shares must be transferred via HSX; in limited circumstances, Shares being bequeathed or donated or other exceptions pursuant to laws and VSD regulations will be transferred via VSD. Rights and obligations of Shareholders are effectively conferred on the transferees upon their names being recorded in the Register of Shareholders.

General Meeting of Shareholders

General meetings of Shareholders include annual and extraordinary meetings. The board of directors will convene an annual GMS in Vietnam within four months from the last day of the previous fiscal year (or six months if approved by the competent authorities).

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

(a) audited annual financial statements;

(b) reports of the board of directors;

(c) reports of the supervisory board;

(d) annual business plans;

(e) annual dividend rates for each type of shares;

(f) whether a person may hold the positions of General Director and Chairman of the board of directors at the same time (if any);

(g) the company's development direction, as well as plans to implement this direction. For the avoidance of doubt, general meetings of Shareholders shall not decide the medium-term development plan of the company;

(h) classes of shares and the number of new shares of each class to be offered for sale, as well as directing the board of directors to decide details for the issuance and offering of shares or other types of convertible/exchangeable stocks, including offering and/or issuance plans (whether private or public), plans for the use of proceeds, repayment plans, exchange plans, and depositary receipts offering plans;

(i) the number of members of the board of directors and the supervisory board, and their election, removal or dismissal;

(j) the allowance paid to the members of the board of directors and the supervisory board as well as reports on such allowances;

(k) any amendments and additions to the Charter, excluding amendments and modifications of charter capital through the offering or selling of new shares (within the number of shares authorised to be offered for sale), or as a result of the conversion/exchange of convertible/exchangeable stocks into the company's issued shares, and such amendments and modifications shall be subject to the board of directors' approval;

(l) any violations of the board of directors or the supervisory board causing loss to the company and its Shareholders;

(m) disposal of or investment in assets which have a value equal to or greater than 50.0% of the value of the company's assets, based on its latest audited financial statements;

(n) redemption by the company of more than 10.0% of the total number of shares sold of each class;

(o) re-organisation, liquidation or dissolution of the company;

(p) authorising the board of directors to perform certain tasks, subject to the company's authorisation;

(q) other matters as provided in the Law on Enterprises;

(r) approval of any related-party transactions with a value representing at least 5.0% of the company's total net tangible assets (based on the company's IFRS consolidated financial statements which have an audit date closest to the signing date of such transactions), provided that the transaction value exceeds 100,000 Singapore dollars (only applicable if the company's shares are listed on an offshore stock exchange); and

(s) approval of any related-party transactions, where the aggregate value of all other transactions with such related party in a financial year representing at least 5.0% of the company's total net tangible assets (based on the company's IFRS consolidated financial statements which have an audit date closest to the signing date of such transactions) in accordance with the listing regulations of SGX-ST, and provided that the transaction value exceeds 100,000 Singapore dollars (only applicable if the company's shares are listed on an offshore stock exchange).

Vingroup's board of directors may call an extraordinary GMS: (i) whenever the board of directors deems it appropriate for Vingroup's benefit (for example, the auditor is of an opinion that the meeting is necessary to discuss the audited report or the financial status of the company); (ii) when the annual balance sheet, or a quarterly or half-yearly financial report, or the annual audited financial statements show that the charter capital of Vingroup has decreased by half; (iii) the number of members of the board of directors or the supervisory board is lower than the number required by law or the number of members of the board of directors is less than half of the number stipulated in the Charter; (iv) upon written request by a Shareholder or a group of Shareholders holding at least 10.0% of the total Shares for at least six consecutive months; or (v) upon request of the supervisory board if the supervisory board has evidence to believe that any member of the board of directors has seriously breached his/her obligations or the board of directors acts or intends to or did misuse his/her power.

Notice of a GMS must be sent to the Shareholders by way of post, email or facsimile, and must be published on Vingroup's website simultaneously.

Under Vietnamese law and our Charter, a quorum for a GMS is constituted by the presence, either in person or by proxy, of Shareholders representing at least 51.0% of the voting Shares. If there are not enough attendees to constitute a quorum at the first general meeting, the general Shareholders' meeting must be reconvened within 30 days of the original planned date. In the reconvened general meeting, the Shareholders present in person or by proxy must represent at least 33.0% of the voting Shares to constitute a quorum. If the second general meeting does not gather a sufficient number of Shareholders present in person or by proxy to constitute a quorum within 60 minutes of the assigned commencement time of the general meeting, a third general meeting can be convened within 20 days of the planned date for the previous general meeting. At the third attempt to convene a general meeting, a minimum number of Shareholders present in person or by proxy is not required to constitute a quorum, and all Shareholders present have the right to vote on all issues and resolutions which could have been passed at the previous general meeting under the prevailing regulations.

Dividends

Subject to any regulatory restrictions, Vingroup may, with the approval of the Shareholders, declare annual dividends in Vietnamese dong to be paid to the Shareholders based on the amount recommended by the board of directors. The board of directors may declare an interim dividend if payment of the interim dividend is consistent with Vingroup's financial resources and obligations. Under the Law on Enterprises and the Charter, dividends can be paid upon any Shares in cash, in Shares or in other types of assets, subject to approval by the GMS. The amount of dividends may be determined based on Vingroup's net profit, and dividends are to be paid out of Vingroup's retained earnings.

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

Voting Rights

A Shareholder is entitled to attend, speak and vote at any GMS, in person or by proxy (in case of Shareholders who are individuals), or through its authorised representative(s) or proxy (or proxies) appointed by such authorised representative(s) (in case of Shareholders which are entities). A person holding shares through the VSD book-entry settlement system may only attend, speak and vote at a GMS as a Shareholder if his name appears on the depository register kept and maintained at the VSD on the Record Date fixed by Vingroup for the purpose of the proposed GMS.

All matters must be decided by a resolution of the attending Shareholders holding at least 51.0% of the voting Shares of the Shareholders present in person or through authorised representatives or by proxy at such general meeting, except that (i) the delisting of Vingroup's Shares on offshore stock exchanges (including SGX-ST) must be decided by a resolution of the attending Shareholders holding at least 75.0% of the voting Shares of the Shareholders present in person, through authorised representative or by proxy, and (ii) the following matters must be decided by a resolution of the attending Shareholders holding at least 65.0% of the voting Shares of the Shareholders present in person, through authorised representative or by proxy:

(a) the class of shares and number of shares of each class offered for sale or transfer;

(b) change in business lines;

(c) change in the company's organisation structure;

(d) amendment of and addition to the Charter;

(e) an investment or a disposal of assets, having a value of at least 35.0% of the total asset value of the company as stated in the company's latest audited financial statements; and

(f) re-organisation or dissolution of the company.

A resolution may also be passed by the Shareholders without convening a GMS, by circulating the resolutions to the Shareholders for approval, but excluding the delisting of Shares in offshore stock exchanges (including SGX-ST). Passing such resolution requires the approval of Shareholders holding at least 51.0% of the voting Shares.

Shareholders are entitled to use cumulative voting, for the appointment of members of the board of directors and the supervisory board. Under this principle, when Vingroup elects new members of the board of directors or the supervisory board, each Shareholder will have a number of votes equal to the number of new members of the board of directors or supervisory board to be elected, multiplied by the number of voting Shares held by such Shareholder. Such Shareholder may cast all or some of these votes for any candidate standing for election.

Bonus Issues

Any issue of bonus Shares to existing Shareholders must be approved by the GMS.

Takeovers under Vietnamese Law

Under the Law on Securities, except in certain circumstances, the following acquisitions of Shares must be made through a public tender offer: (i) the purchase of voting Shares resulting in the holding of at least 25.0% of the outstanding Shares, (ii) any subsequent purchase of 10.0% or more of the total outstanding voting Shares by an individual or organisation and its Related Parties who together hold 25.0% or more of the voting Shares, and (iii) any subsequent purchase where an entity's shareholding increases from 5.0% to less than 10.0% of the total outstanding voting Shares, by an individual or organisation and its Related Parties who are holding 25.0% or more of the voting Shares, within a year from the date of completion of a previous tender offer.

If after completion of a public tender offer, the offeror holds at least 80.0% of the total issued and outstanding Shares, the purchaser must purchase, within 30 days, Shares held by the remaining Shareholders if they so request. Within five days of the completion of a public tender offer, the offeror is also required to report to the SSC, and to make a public announcement of the results of the public tender offer, and if applicable, to make a public announcement of the continuation of a tender offer.

The offeror must publicly disclose the public tender offer by publishing a notice in a Vietnamese newspaper and, in the event the target company is a listed company, by posting a public disclosure on the website of the relevant stock exchange. Within ten days from the receipt of the public tender offer documents, the board of directors must send to the SSC and Shareholders an opinion of the target company on the public tender offer. The offeror is required to conduct the public tender offer through a securities company in Vietnam acting as its agent.

Liquidation or Other Return of Capital

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

Limitations on Rights to Hold or Vote on Shares

Under applicable Vietnamese laws, the foreign ownership limitation on a public company may be set by its general meeting of shareholders subject to certain regulatory maximums applicable to certain registered business lines. Vingroup's foreign ownership limit has been set at 49% of its charter capital, of which 20% has been reserved for future use. In the event that the Bonds are to be exchanged and the initial 29% foreign ownership limit is exhausted, Vingroup intends to use a portion of the 20% reserve to effect such exchange of the Bonds. The 2018 annual general meeting of shareholders of Vingroup held in May 2018 approved the continued effectiveness of the 20% reserve and the use of the reserve, if necessary, to effect an exchange of the Bonds. Vingroup is in the process of obtaining the SSC's approval for the use of the 20% reserve for this purpose. Vingroup expects to complete this regulatory process within two weeks of the Closing Date. According to the HSX, as of 8 June 2018, approximately 90.97% of the Shares are held by domestic Shareholders and approximately 9.03% by foreign Shareholders.

Vingroup is a listed company on the HSX and any trading of shares of Vingroup in Vietnam must be done through the HSX trading system. The HSX (together with the VSD) is charged with supervising and controlling the foreign shareholdings in listed companies. Any trades on the HSX made by foreign investors are tracked by the HSX on its automatic system and the shareholding level in the listed companies available for acquisition by foreign investors is reported daily by the VSD. Under the trading rules of the HSX, a buy order or part of such buy order of a foreign investor for shares listed on the HSX which has not been carried out will be automatically cancelled if there are no more shares in such companies available for acquisition by foreign investors and subsequent orders for the shares of such companies entered into the HSX system will not be accepted.

Minority Rights

In addition to the rights of a Shareholder, a Shareholder or a group of Shareholders holding at least 10.0% of the total Shares for at least six consecutive months will have rights: (i) to nominate members to the board of directors and the supervisory board; (ii) to request the convening of a GMS when the board of directors seriously violates the rights of Shareholders, obligations of managers or makes a decision out of its power or where no new board of directors has been elected after six months since the expiry of the term of the board of directors; (iii) to examine and receive a copy of or excerpt from the list of Shareholders eligible to participate and vote at a GMS; (iv) to examine an extract of the minutes and resolutions of the board of directors, half-year and annual financial reports prepared under VAS and IFRS and reports of the supervisory board; (v) to request the supervisory board to inspect each particular issue relating to the management and administration of the operations in cases where it is considered necessary; (vi) to challenge a resolution passed by the GMS before a court or arbitral tribunal pursuant to Article 147 of the Law on Enterprises; and (vii) other rights in accordance with the Law on Enterprises.

TAXATION

The following summary is based on applicable tax laws that are in effect on the date of this Offering Circular, and is subject to changes in such laws, including changes that could have retroactive effect. The following summary does not take into account or discuss the tax laws of any jurisdiction other than the ones described below. Prospective purchasers in all jurisdictions are advised to consult their own tax advisers as to tax consequences applicable to the acquisition, ownership and disposition of the Bonds or Exchange Shares, including, in particular, the effect of any foreign, state or local tax laws to which they are subject.

Vietnam Taxation

The statements made in this Offering 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 Bonds or Exchange Shares. The statements below are not to be regarded as advice on the tax position of any holder of the Bonds or Exchange Shares or of any person acquiring, selling or otherwise dealing with the Bonds or Exchange Shares or on any tax implications arising from the acquisition, sale or other dealings in respect of the Bonds or Exchange Shares.

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 Bonds or Exchange Shares and do not purport to deal with the tax consequences applicable to all categories of investors some of which (such as dealers in securities) may be subject to special rules. Prospective holders of the Bonds or Exchange Shares are advised to consult their own tax advisers as to the Vietnam or other tax consequences of the acquisition, ownership or disposition of the Bonds or Exchange Shares, including, in particular, the effect of any foreign state or local tax laws to which they are subject.

The below sections only consider the Vietnamese tax implications for non-resident holders of the Bonds or Exchange Shares 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 Bonds or Exchange Shares.

Vietnamese income tax implications for holders of the Bonds

The discussion below applies to both institutional holders of the Bonds and individual holders of the Bonds. For the purposes of this section, the term "institutional holder" 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 Bonds.

Interest Payments on the Bonds

Interest paid to holders of the Bonds will be subject to a 5.0% withholding income tax on the interest amount on the Bonds at the time the Issuer makes payment of such interest. "Interest" subject to this 5.0% withholding income tax covers coupon, premium, bonus, default interest and other payments that may be considered as a payment of interest on the Bonds.

Under the section "*Terms and Conditions of the Bonds—Taxation*", interest paid is net of withholding tax, therefore holders of the Bonds 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 Issuer will be liable for declaring and paying any applicable taxes, duties, assessments or government charges on such interest payments to the Vietnamese Government. See "*Terms and Conditions of the Bonds—Taxation*."

Offshore Trading of the Bonds

Vietnamese tax regulations do not explicitly contemplate the tax treatment of income arising from the trading of offshore listed bonds and if such income is taxable in Vietnam, it is unclear how the tax is withheld and declared. However, based on a 2009 private tax guidance by the Vietnamese tax authority to the Guarantor (then named

Vincom Joint Stock Company) in the context of the listing of certain convertible bonds, income from the transfer of a Bond listed in the SGX-ST may be considered as Singapore sourced income and should therefore be taxable only in Singapore subject to Singapore tax laws and regulations.

Income tax relief may be available for capital gains tax under the tax treaties between Vietnam and the home countries where the transferors are residents, subject to the provision of the relevant tax treaty. Certain formalities need to be fulfilled in accordance with Vietnamese regulations to affect the tax treaty relief, if any.

Under 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 and 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. Accordingly, under this tax treaty, capital gains derived in the sale of the Bonds by a resident of Singapore shall not be taxable in Vietnam.

Redemption or repurchase of the Bonds

Where the Bonds are redeemed or repurchased with accrued and unpaid interest to the redemption date or at a premium or bonus, a 5.0% withholding tax shall be applied on the accrued and unpaid interest amount, premium and/or bonus.

Under the section "*Terms and Conditions of the Bonds—Taxation*", interest paid is net of withholding tax, therefore holders of the Bonds will receive the full amount of interest and premium free and clear of, and without withholding or deduction for or on account of, any taxes, duties, assessments or government charges of whatever nature imposed, levied, collected, withheld or assessed by or within any relevant taxing jurisdiction (including Vietnam). The Issuer will be liable for declaring and paying any applicable taxes, duties, assessments or government charges on such interest payments to the Vietnamese Government. See "*Terms and Conditions of the Bonds—Taxation*".

Vietnamese Value Added Tax ("VAT")

Under current VAT regulations, interest, bonus and premium received on the Bonds are not subject to VAT filings and payment in Vietnam.

The trading of securities issued by a Vietnamese company, including the Bonds, is not subject to VAT in Vietnam.

Vietnamese income tax implications for holders of the Exchange Shares

The discussion below applies to both institutional holders of the Exchange Shares and individual holders of the Exchange Shares. For the purposes of this section, the term "institutional shareholder" refers to any holder of the Exchange Shares (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 Exchange Shares.

Dividends from the Exchange Shares

Dividends received by institutional shareholders will be taxed differently, depending on the form of the dividends:

- Cash dividends from after-tax profits are not subject to further corporate income tax in Vietnam when paid to institutional shareholders.
- With respect to stock dividends and/or stock bonuses paid to institutional shareholders, the current tax laws are silent on the tax treatment for institutional shareholders. Based on several tax rulings issued by the Vietnamese tax authorities, institutional shareholders should not be subject to corporate income tax on the value of stock dividends and/or bonuses recorded on the books of issuers, if the value of stock dividends is equivalent to the value of dividends to be received. Upon sales of any dividend and/or bonus stocks in a public company, institutional shareholders will be subject to a 0.1% withholding tax on the value of the sale transaction. As the Exchange Shares are listed on HSX, such withholding tax will be deducted by the securities firms acting as brokers for non-resident institutional shareholders prior to remittance of the sale proceeds to such institutional shareholders.

Dividends received by individual shareholders will be taxed differently, depending on the form of the dividends:

- Cash dividends will be subject to a 5.0% withholding tax on the amount paid out to the individual shareholders.
- Stock dividends and/or stock bonuses will not be subject to any withholding tax at the time the Exchange Shares are delivered as a stock dividend or stock bonus to the individual shareholders. However, based on tax

regulations and guidance, upon a sale by the shareholder of the Exchange Shares which are the same as the Shares received as a stock dividend or stock bonus, a 5.0% withholding tax will apply to the income realised on the stock dividend or stock bonus, computed at 5.0% of the lower of: (x) the aggregate par value, and (y) the aggregate market value of the Exchange Shares being sold, in addition to the 0.1% withholding tax on the total sale price of Exchange Shares.

In accordance with the prevailing laws, except for the investment income of individual shareholders derived from transfer of stock dividends, where such individual shareholders shall declare and pay tax to the local tax authorities**,** such withholding tax will be withheld by the securities firms or custodian banks acting as brokers for such shareholders prior to the remittance of the sale proceeds to such shareholders.

Income tax relief may be available for capital gains tax, under tax treaties between Vietnam and the home countries where the transferors are residents, subject to the provision of that relevant tax treaty. Certain formalities need to be fulfilled in accordance with Vietnamese regulations to affect the tax treaty relief, if any.

Sale of the Exchange Shares

Any sale of the Exchange Shares will be subject to a withholding income tax, at a rate of 0.1% of the full transaction price for the Exchange Shares, which will be withheld by the securities firms or custodian banks acting as brokers for such shareholders prior to the remittance of the sale proceeds to such shareholders in accordance with prevailing laws.

Income tax relief may be available for capital gains tax, under tax treaties between Vietnam and the home countries where the transferors are residents, subject to the provision of that relevant tax treaty. Certain formalities need to be fulfilled in accordance with Vietnamese regulations to affect the tax treaty relief, if any.

Vietnamese Value Added Tax ("VAT")

Under current VAT regulations, interest, dividends, bonus and premium received on the Exchange Shares are not subject to VAT filings and payment in Vietnam.

The trading of securities issued by a Vietnamese company, including the Exchange Shares, is not subject to VAT in Vietnam.

SUBSCRIPTION AND SALE

The Joint Lead Managers have, pursuant to the subscription agreement dated 5 June 2018 (the "**Subscription Agreement**"), agreed with the Issuer and the Guarantor, subject to the satisfaction of certain conditions, to subscribe, or procure subscribers for, U.S.$325,000,000 principal amount of the Bonds at a price equal to 100.00% of their principal amount.

The Subscription Agreement entitles each of the Joint Lead Managers to terminate it in certain circumstances prior to payment being made to the Issuer.

Lock-up and Undertaking

No member of our Group (excluding Vincom Retail Joint Stock Company, Vinhomes Joint Stock Company and their respective Subsidiaries (as defined in the Conditions)) nor any person acting on any of their behalf will, without the prior written consent of the Joint Lead Managers, (a) issue, offer, sell, pledge, contract to sell or otherwise dispose of or grant options, issue warrants or offer rights entitling persons to subscribe or purchase any interest in any Shares or securities of the same class as the Bonds or the Shares or any securities convertible into, exchangeable for or which carry rights to subscribe or purchase the Bonds, the Shares or securities of the same class as the Bonds, the Shares or other instruments representing interests in the Bonds, the Shares or other securities of the same class as them, (b) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of the ownership of the Shares, (c) enter into any transaction with the same economic effect as, or which is designed to, or which may reasonably be expected to result in, or agree to do, any of the foregoing, whether any such transaction of the kind described in (a) or (b) is to be settled by delivery of Shares or other securities, in cash or otherwise or (d) announce or otherwise make public an intention to do any of the foregoing, in any such case without the prior written consent of the Joint Lead Managers between the date hereof and the date which is 90 days after the Closing Date, except for:

(a) the Bonds and the delivery of the Shares on an exchange of the Bonds;

(b) issuances of Shares to the Issuer's or the Guarantor's employees or directors of up to 5.0% of the total issued and outstanding share capital of the Guarantor as of 5 June 2018 (or the equivalent amount of stock acquisition rights) pursuant to any Employee Share Scheme (as defined in the Conditions);

(c) issuances of Shares for stock splits or free share distributions;

(d) transfers of Shares required by applicable law or regulation or by a competent authority;

(e) issuance or transfers of Shares, other instruments convertible or exchangeable into Shares, other derivatives over Shares, or other equity instruments to a strategic purchaser or strategic investor of the Issuer and/or the Guarantor not exceeding 7.5% of share capital of the Guarantor;

(f) acceptances of general or public tender offers made in accordance with the relevant public takeover rules, the provision of an irrevocable undertaking to accept such an offer, a sale to an offeror (or potential offeror) which is named in a public announcement of a firm intention to make an offer (or possible intention to make such an offer) or a sale of Shares to an offeror (or potential offeror) during an offer period (as defined by the relevant public takeover rules);

(g) transfers of Shares pursuant to any scheme of compromise or arrangement providing for the acquisition by any person or persons acting in concert for 50% or more of the equity share capital of the Guarantor or any disposal of Shares in connection with a scheme of reconstruction under laws applicable to the Guarantor;

(h) transfers of Shares pursuant to any offer by the Guarantor to repurchase Shares, provided that such offer is being made on a pro rata basis to all shareholders of the Guarantor;

(i) existing and future mortgages, charges, release or pledges over Shares to any third party as collateral, or the transfer of such Shares on enforcement of any such security; or

(j) any agreement, undertaking or commitment to do any of the actions in (a) to (i) above.

In addition, no member of our Group nor any person acting on our behalf will, without the prior written consent of the Joint Lead Managers, issue or agree to issue any other notes, bonds or other debt securities of whatsoever nature between the date hereof and the Closing Date.

Principal Shareholder Lock-up and Undertaking

Mr Pham Nhat Vuong and Vietnam Investment Group JSC, each of whom are substantial shareholders of the Guarantor, have undertaken that, without the prior written consent of the Joint Lead Managers, they will not

(a) issue, offer, sell, pledge, contract to sell or otherwise dispose of or grant options, issue warrants or offer rights entitling persons to subscribe or purchase any interest in any of the Shares each of them own as of 5 June 2018 (the "Lock-up Shares") or securities of the same class as the Lock-up Shares or any securities convertible into, exchangeable for or which carry rights to subscribe or purchase the Lock-up Shares or securities of the same class as Lock-up Shares or other instruments representing interests in Lock-up Shares or other securities of the same class as them, (b) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of the ownership of Lock-up Shares, or (c) enter into any transaction with the same economic effect as, or which is designed to, or which may reasonably be expected to result in, or agree to do, any of the foregoing, whether any such transaction of the kind described in (a) or (b) is to be settled by delivery of Lock-up Shares or other securities, in cash or otherwise or (d) announce or otherwise make public an intention to do any of the foregoing, other than:

(a) acceptances of general or public tender offers made in accordance with the relevant public takeover rules, the provision of an irrevocable undertaking to accept such an offer, a sale to an offeror (or potential offeror) which is named in a public announcement of a firm intention to make an offer (or possible intention to make such an offer) or a sale of Lock-up Shares to an offeror (or potential offeror) during an offer period (as defined by the relevant public takeover rules);

(b) transfers of Lock-up Shares pursuant to any scheme of compromise or arrangement providing for the acquisition by any person or persons acting in concert for 50% or more of the equity share capital of the Guarantor or any disposal of Lock-up Shares in connection with a scheme of reconstruction under laws applicable to the Guarantor;

(c) transfers of Lock-up Shares pursuant to any offer by the Guarantor to repurchase Shares, provided that such offer is being made on a pro rata basis to all shareholders of the Guarantor;

(d) the entry into one or more equity derivative transactions, any other transactions related therewith, and any provision of Lock-Up Shares as collateral to secure such transactions;

(e) existing and future mortgages, charges, release or pledges over Lock-up Shares to any third party as collateral, or the transfer of such Lock-up Shares on enforcement of any such security; or

(f) any agreement, undertaking or commitment to do any of the actions in (a) to (e) above.

Mr Pham Nhat Vuong has also undertaken that at each annual general meeting of the Guarantor (prior to the redemption or exchange in full of the Bonds), he shall not vote in favour of any proposed resolution approving any amendments to the Charter that might have any material and adverse impact on the terms and conditions of the Subscription Agreement, the Trust Deed and the Agency Agreement.

The Joint Lead Managers and certain of their subsidiaries or associates have performed certain investment banking and advisory services, including the arrangement of derivative products and the arrangement, provision and syndication of loan facilities, for the Issuer, the Guarantor and/or their respective subsidiaries and affiliates from time to time for which they have received customary fees and expenses. The Joint Lead Managers may, from time to time, engage in transactions with and perform services for the Issuer, the Guarantor and/or their respective subsidiaries in the ordinary course of their business.

General

The distribution of this Offering Circular or any offering material and the offering, sale or delivery of the Bonds is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Offering Circular or any offering material are advised to consult with their own legal advisers as to what restrictions may be applicable to them and to observe such restrictions. This Offering Circular may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

Neither the Issuer, the Guarantor nor any Joint Lead Manager has made any representation that any action will be taken in any jurisdiction by the Joint Lead Managers, the Issuer or the Guarantor that would permit a public offering of the Bonds, or possession or distribution of this Offering Circular (in preliminary proof or final form) or any other offering or publicity material relating to the Bonds (including roadshow materials and investor presentations), in any country or jurisdiction where action for that purpose is required. Each Joint Lead Manager has agreed that it will comply to the best of its knowledge and belief in all material respects with all applicable laws and regulations in each jurisdiction in which it acquires, offers, sells or delivers Bonds or has in its possession or distributes this Offering Circular (in preliminary proof or final form) or any such other material, in all cases at its own expense. Neither Joint Lead Manager is authorised to make any representation or use any information in connection with the issue, subscription and sale of the Bonds other than as contained in this Offering Circular (in final form) or any amendment or supplement to it.

United States

The Bonds, the Guarantee and the Shares to be delivered on or in connection with an exchange of the Bonds have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Each Joint Lead Manager has represented and warranted that it has not offered or sold, and agreed that it will not offer or sell, any Bonds (or the Shares to be delivered on or in connection with an exchange of the Bonds) constituting part of its allotment within the United States except in accordance with Rule 903 of Regulation S. Accordingly, none of the Joint Lead Managers nor any persons acting on their behalf have engaged or will engage in any directed selling efforts with respect to the Bonds, the Guarantee or the Shares to be issued on or in connection with an exchange of the Bonds. Terms used in this paragraph have the meaning given to them by Regulation S.

The Joint Lead Managers have represented and warranted that they have not entered and agree that they will not enter into any contractual arrangement with any distributor (as that term is defined in Regulation S) with respect to the distribution or delivery of the Bonds, except with their respective affiliates or with the prior written consent of the Issuer.

In addition, until 40 days after the commencement of the offering of the Bonds, an offer or sale of Bonds or Shares to be delivered upon exchange of the Bonds within the United States by a dealer (whether or not participating in this offering) may violate the registration requirements of the Securities Act.

European Economic Area

Each Joint Lead Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Bonds to any retail investor in the European Economic Area. For the purposes of this provision:

(a) the expression retail investor means a person who is one (or more) of the following:

   (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or

   (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

   (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"); and

(b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe the Bonds.

United Kingdom

Each Joint Lead Manager has represented, warranted and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the "**FSMA**") received by it in connection with the issue or sale of any Bonds in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Bonds in, from or otherwise involving the United Kingdom.

Hong Kong

Each Joint Lead Manager has represented and agreed that (1) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Bonds other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance or (b) 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 or which do not constitute an offer to the public within the meaning of that Ordinance; and (2) it has not issued or had in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any invitation or advertisement or document relating to the Bonds, 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 Bonds which are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) and any rules made under that Ordinance.

Singapore

Each Joint Lead Manager has acknowledged that this Offering Circular has not been registered as a prospectus with MAS. Accordingly, each Joint Lead Manager has represented, warranted and agreed that it has not offered or sold any Bonds or caused the Bonds to be made the subject of an invitation for subscription or purchase and will not offer or sell any Bonds or cause the Bonds 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 Bonds, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of 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 Bonds are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (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 Bonds pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Japan

The Bonds have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (the "**Financial Instruments and Exchange Act**"). Accordingly, each Joint Lead Manager has represented, warranted and agreed that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Bonds in Japan or to, or for benefit of, any resident of Japan (which term as used in this Offering Circular means any person resident in Japan, including any corporation or other entity organised 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 Joint Lead Manager has represented, warranted and agreed that the Bonds are not being offered or sold and may not be offered or sold, directly or indirectly, in the People's Republic of China (the "**PRC**") (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities laws and regulations of the PRC.

Vietnam

The Bonds may not be offered or sold directly or indirectly in Vietnam or to, 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 Bonds will be issued in Vietnam.

LEGAL MATTERS

Certain legal matters as to English law will be passed upon by Latham & Watkins LLP, legal counsel to the Issuer and Vingroup and Allen & Overy LLP, legal counsel to the Joint Lead Managers.

Certain legal matters as to Vietnamese law will be passed upon by YKVN, legal counsel to the Issuer and Vingroup and Allen & Overy LLP, legal counsel to the Joint Lead Managers.

GENERAL INFORMATION

1. Vinpearl is established in Vietnam under the Law on Enterprises as a joint stock company with registered number 4200456848 and having its registered office at Hon Tre Island, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province, Vietnam.

2. The terms of the Offering and the issue of the Bonds were approved by a resolution of the GMS of Vinpearl passed on 12 April 2018 and resolutions of the board of directors of Vinpearl passed on 12 April 2018 and 5 June 2018, respectively.

3. The terms of the issue of the guarantee by Vingroup were approved by a resolution of the board of directors of Vingroup passed on 5 June 2018.

4. Approval-in-principle has been obtained for the Bonds to be listed on the SGX-ST. Approval-in-principle for the listing of the Bonds is not to be taken as an indication of the merits of the Bonds, the Exchange Shares, the Issuer, the Guarantor, our Group or its subsidiaries. The Bonds will be traded on the SGX-ST in minimum board lot size of U.S.$200,000 for so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require. So long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying agent in Singapore, where the Bonds may be presented or surrendered for payment or redemption, in the event that the Global Certificate is exchanged for definitive certificates. In addition, in the event that the Global Certificate is exchanged for definitive certificates, an announcement of such exchange shall be made through SGX-ST and such amount will include all material information with respect to the delivery of the definitive certificates, including details of the paying agent in Singapore. The listing of the Bonds on the SGX-ST will only take place upon the receipt of approval from the SSC, which is expected to be on or about 20 days after the Closing Date.

5. The Exchange Shares are listed on the HSX. Applications have been made to the SSC and VSD for the transfer of the Exchange Shares arising on exchange of the Bonds. The SSC has issued a guidance for the transfer of the Exchange Shares provided that further opinion from the SSC will be required upon exchange.

6. Copies of the charter of Vingroup and copies of the Trust Deed and the Agency Agreement will be available for inspection during usual business hours on any weekday (except Saturdays, Sundays and public holidays) at Vingroup's registered office upon prior written request for so long as any of the Bonds are outstanding.

7. The Bonds have been accepted for clearance through Euroclear and Clearstream.

8. Except as disclosed in this Offering Circular, up to date hereof, our Group has obtained all consents, approvals and authorisations in Vietnam required in connection with the issue of the Bonds.

9. Except as disclosed in this Offering Circular, up to date hereof, there has been no material adverse change in the business operations, financial condition, results of operation, cashflow or prospects of our Group since 31 March 2018.

10. Our Group is not involved in any litigation or arbitration proceedings or any regulatory investigations relating to claims or amounts which are material in the context of the issue of the Bonds nor, so far as our Group is aware, is any such litigation or arbitration pending or threatened.

11. Copies of the Trust Deed, the Agency Agreement and the published financial statements of our Group will be available at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Bonds are outstanding.

12. The audited consolidated financial statements of Vingroup as of and for the years ended 31 December 2015, 2016 and 2017 and the audited separate financial statements of Vinpearl as of and for the years ended 31 December 2016 and 2017 included in this Offering Circular have been audited by Ernst & Young Vietnam Limited, as stated in their respective reports included elsewhere in this Offering Circular.

GLOSSARY

1Q2017 Guarantor Financials	The interim consolidated financial statements of Vingroup and its subsidiaries as of and for the three months ended 31 March 2017, prepared in accordance with VAS.
Affiliate	In relation to: (a) a body corporate, entities under common control of, under common control with, or in control of such body corporate; and (b) an individual, (i) any Family Member, (ii) any entity in which such individual holds or controls, in the aggregate, more than 50.0% of the voting rights or economic interest, or (iii) any entity in which a person in sub-paragraph (ii) holds or controls, in the aggregate, more than 50.0% of the voting rights or economic interest.
Alternative Clearing Systems	Any clearing system other than Euroclear and Clearstream.
Alternative Stock Exchange	At any time, in the case of the Shares, if they are not at that time listed and traded on the HSX, the principal stock exchange or securities market on which the Shares are then listed or quoted or dealt in.
BIDV	Joint Stock Commercial Bank for Investment and Development of Vietnam.
Bondholder	A holder of at least one Bond.
Bonds	The U.S.$325,000,000 3.50% Guaranteed Exchangeable Bonds due 2023.
Charter	The charter of Vingroup.
Civil Code	Civil Code No. 91/2015/QH13 passed by the National Assembly on 24 November 2015.
Clearing Systems	Euroclear and Clearstream.
Clearstream	Clearstream Banking S.A.
Closing Date	On or about 14 June 2018.
Closing Price	For the Shares for any Trading Day (as defined in the Conditions), shall be the last reported closing market price quoted by the HSX or, as the case may be, the Alternative Stock Exchange for such Trading Day.
Commercial Law	Law on Commerce No. 36/2005/QH11 passed by the National Assembly on 14 June 2005.
Conditions	The terms and conditions of the Bonds.
Consumer Retail	Our consumer retail business division.
Credit Suisse	Credit Suisse AG, Singapore Branch.
ERP	Enterprise Resource Planning.
Euroclear	Euroclear Bank SA/NV.
Exchange Price	Initially VND138,526.4840 per Share, with a fixed rate of exchange of VND22,809 per U.S.$1.00, subject to adjustment in the manner provided in the Conditions.
Exchange Shares	Ordinary shares in the capital of Vingroup.
Family Member	An individual's child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, sibling-in-law, mother-in-law, father-in-law, son-in-law, daughter-in-law, including adoptive relationships.
Financial Instruments and Exchange Act	Financial Instruments and Exchange Act of Japan.

FSMA	The Financial Services and Markets Act 2000.
GDP	Gross domestic product.
GFA	Determined generally by reference to the built-up area of the built-up area of the project excluding basement car park space. For Pipeline Projects, the GFA is based on our estimation by reference to, among other things, construction plans, which may change and in certain cases is subject to final verification by survey and regulatory approval.
GIC	GIC Private Limited.
GMS	General meeting of shareholders.
Government	The government of Vietnam.
Group or we or us or our	Vingroup and its consolidated subsidiaries (including Vinpearl).
Guarantor Financials	The consolidated financial statements of Vingroup and its subsidiaries as of and for the years ended 31 December 2015, 2016 and 2017.
Guarantor	Vingroup Joint Stock Company.
HCMC	Ho Chi Minh City.
Hospitality and Entertainment	Our hospitality and entertainment business division.
HSX	Ho Chi Minh City Stock Exchange.
IFRS	International Financial Reporting Standards.
Independence	The satisfaction by a director of all requirements and qualifications as set forth under Article 151.2 of the Law on Enterprises.
Independent Director	Under Article 151.2 of the Law on Enterprises, a director who must not: • be employed by the company or a subsidiary of the company; • have been employed by the company or a subsidiary of the company at any point in the preceding three years; • receive a salary or any remuneration from the company, except for allowances that a director is entitled to in accordance with the law; • have a spouse, parents, adoptive parents, children, adoptive children or siblings, any of whom is a major shareholder of the company, or a manager of the company or its subsidiary; • directly or indirectly own 1.0% or more of the total voting shares in the company; and • have been a non-Independent member of the board or a member of the supervisory board of the company at any point during the preceding five years.
Industrials	Our industrials business division.
Insurance Mediation Directive	Directive 2002/92/EC of the European Parliament and of the Council of 9 December 2002 on insurance mediation, as amended.
Interbank Interest Rate	The average of 12-month individual deposit interest rate in VND announced by BIDV, Vietcombank, Vietnam Joint Stock Commercial Bank for Industry and Trade and Vietnam Bank for Agriculture and Rural Development.
Interest Payment Date	14 June and 14 December in each year, commencing 14 December 2018.
Interim Guarantor Financials	The interim consolidated financial statements of Vingroup and its subsidiaries as of and for the three months ended 31 March 2018, prepared in accordance with VAS and reviewed by Ernst & Young Vietnam Limited in accordance with Vietnamese Standard on Review Engagements No. 2410—*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*.

Investor's Currency	A currency or currency unit other than U.S. dollars, which an investor's financial activities are denominated principally in.
Issuer Financials	The separate financial statements of the Issuer as of and for the years ended 31 December 2016 and 2017.
Issuer or Vinpearl	Vinpearl Joint Stock Company.
IT	Information technology.
JCI	Joint Commission International.
Joint Lead Managers	Credit Suisse (Singapore) Limited and Deutsche Bank AG, Hong Kong Branch.
Law on Enterprises	Law on enterprises No. 68/2014/QH13 passed by the National Assembly on 26 November 2014.
Law on Investment	Law on investment No. 67/2014/QH13 passed by the National Assembly on 26 November 2014 as amended by Law No. 03/2016/QH14 passed by the National Assembly on 22 November 2016.
Law on Requisition	Law on compulsory purchase and requisition of property No. 15/2008/QH12 passed by the National Assembly on 3 June 2008.
Law on Securities	Law on securities No. 70/2006/QH11 passed by the National Assembly on 29 June 2006, and as amended by Law. No. 62/2010/QH12 passed by the National Assembly on 24 November 2010.
Law on Tourism	Law on tourism No. 09/2017/QH14 passed by the National Assembly on 19 June 2017.
LIBOR	The London Inter-bank Offered Rate.
Manufacturer	Deutsche Bank AG, Hong Kong Branch.
MAS	Monetary Authority of Singapore.
Maturity Date	14 June 2023.
MiFID II	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended.
National Assembly	The National Assembly of Vietnam.
NSA	Net saleable area.
PRC	The People's Republic of China.
Project Companies	The three project companies that own the Relevant Projects.
Project Term Sheet	A non-binding term sheet agreed between Vinhomes and an affiliate of GIC.
Projects Investment	The investment by GIC affiliates in each of the Project Companies.
Property Development and Property Sale	Our property development and property sale business division.
Property Leasing	Our property leasing business division.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended.
Record Date	According to Decision No. 197/QD-VSD dated 29 September 2017 of the VSD, a business date set by a company or the VSD (as authorised by the company), which finalises the list of shareholders who are entitled to shareholder rights, as of that date.
Register of Shareholders	The depository registry located at and maintained by the VSD.
Regulation S	Regulation S under the Securities Act.

Related Parties	As defined under Article 6.34 of the Law on Securities, an individual or organisation with interactive relations in the following circumstances: (a) parents, adopted parents, spouses, children, adopted children and siblings of any such individual; (b) organisations in which there are individuals who are staff, the director or general director, or the owner of more than 10% of the outstanding voting shares; (c) members of the board of directors or the supervisory board, the director or general director and the deputy director or deputy general director and other managerial personnel of such organisation; (d) people who in a relationship with another person directly or indirectly control or are jointly controlled by such other person, or who jointly with another person are subject to the same control; (e) a parent company and its subsidiaries; and (f) a contractual relationship in which one person is the representative of the other.
Relevant Projects	The Vinhomes Gallery, Vinhomes Galaxy and Vinhomes Ky Hoa development projects.
Retail GFA	The built-up area of a property, excluding car park space.
Retail Property Leasing	Our retail property leasing business division.
SBV	State Bank of Vietnam.
Securities Act	United States Securities Act of 1933, as amended.
SFA	Securities and Futures Act, Cap. 289 of Singapore.
SGX-ST	Singapore Exchange Securities Trading Limited.
SGX-ST Listing Manual	The listing manual of the SGX-ST.
Shareholders	An individual or organisation who owns at least one share.
Shares	Vingroup's shares registered with the VSD.
Site Area	The area available for development of a project.
Social Infrastructure Services	Our social infrastructure services business division.
SOHO	Small office / home office.
SSC	State Securities Commission of Vietnam.
State entities	Companies with shareholders who are either Government agencies or the State Capital Investment Corporation.
Statutory Related Party Transactions	Transactions between a public company and: • members of the board of directors; • members of the supervisory board; • directors (or general directors); • other managers; • shareholders who hold more than 10% of the public company's ordinary shares; and • the Related Parties of the persons above, or enterprises related to a public company's members of its board of directors or supervisory board, directors (or general directors), or other managers, as set forth in Article 159.2 of the Law on Enterprises.

Subscription Agreement	The subscription agreement dated 5 June 2018 between the Joint Lead Managers, the Issuer and the Guarantor.
Tan Lien Phat	Tan Lien Phat Construction Investment Corporation.
Techcombank	Vietnam Technological and Commercial Joint Stock Bank.
Trust Deed	The trust deed dated 11 June 2018 between the Issuer, Vingroup and the Trustee.
Trustee	The Bank of New York Mellon, London Branch.
United States or U.S.	United States of America.
Uptown	Vingroup's brand for consumer lifestyle specialty stores.
U.S. dollars or U.S.$	The lawful currency of the United States.
VAS	Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of financial statements in Vietnam.
VAT	Vietnamese value added tax.
Vietcombank	Joint Stock Commercial Bank for Foreign Trade of Vietnam.
Vietinbank Interest Rate	The 12-month individual deposit interest rate in VND announced by Vietnam Bank for Industry and Trade Securities JSC—Hanoi Branch.
Vietnam	The Socialist Republic of Vietnam.
Vietnamese Constitution	The constitution passed by the National Assembly on 28 November 2013.
Vietnamese dong or VND	The lawful currency of Vietnam.
VinCity	Vingroup's brand for mid-tier high-rise apartments serving the mid-end and affordable segments.
Vincom+	Vingroup's brand for community retail malls located in medium-density non-central business district locations of Hanoi and HCMC, and in central locations in other provinces.
Vincom Center	Vingroup's brand for retail malls in the city center and central business district locations in Hanoi and HCMC.
Vincom Mega Mall	Vingroup's brand for lifestyle malls in integrated, mixed-use developments located in Hanoi and HCMC.
Vincom Plaza	Vingroup's brand for community retail malls located in high-density non-central business district locations of Hanoi and HCMC, and in central locations in other provinces.
Vincom Retail	Vincom Retail Joint Stock Company.
VinCommerce	Vincommerce General Commerce Services Joint Stock Company.
VinEco	Vingroup's brand for agricultural produce.
VinFast	VinFast Trading and Production Limited Liability Company.
VinFast Bridge Facility	The U.S.$150 million facility agreement entered into by VinFast on 5 February 2018.
VinFast Syndicated Facility	The U.S.$400 million facility agreement entered into by VinFast on 12 April 2018.
Vingroup	Vingroup Joint Stock Company.
Vingroup Syndicated Facility	The U.S.$300 million facility agreement entered into by Vingroup on 23 June 2016.
Vinhomes	Vinhomes Joint Stock Company.
VinID	Vingroup's customer loyalty programme.

VinMart	Vingroup's brand for supermarkets.
VinMart+	Vingroup's brand for convenience stores and mini marts.
Vinmec	Vingroup's brand which operates hospitals and clinics.
Vinpearlland	Vinpearlland Joint Stock Company.
VinPro	Vingroup's brand for electronics and appliance stores.
Vinschool	Vingroup's brand for schools in Vietnam.
VPBank Interest Rate	The average of the 12-month individual deposit interest rate in VND announced by VPBank.
VPBank	Vietnam Prosperity Joint Stock Commercial Bank.
VSD	Vietnam Securities Depository.

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Vingroup Joint Stock Company

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GENERAL INFORMATION

THE COMPANY

Vingroup Joint Stock Company ("the Company") is a joint stock company established in Vietnam pursuant to the Business Registration Certificate No. 0103001016 issued by the Hanoi Department of Planning and Investment on 3 May 2002 and the Business Registration Certificate No. 0101245486 re-issued on 12 May 2010. The Company subsequently received amended Enterprise Registration Certificates, with the latest amendment being the 64th amended Enterprise Registration Certificate dated 28 February 2018.

The Company's shares are officially listed on the Ho Chi Minh City Stock Exchange ("HOSE") from 19 September 2007 pursuant to Decision No.106/QD-TTGDHCM issued by the Director of HOSE on 7 September 2007.

The current principal activities of the Company are to invest in, construct and trade real estate properties; to carry out capital mobilization and investment activities; and to provide general administrative services. Current principal activities of the Company's subsidiaries are presented in Appendix 1.

The Company's head office is registered at No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi, Vietnam. Its branch is located at No. 72, Le Thanh Ton and No. 45A, Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city, Vietnam.

BOARD OF DIRECTORS

Members of the Board of Directors during the year and at the date of this report are:

Mr. Pham Nhat Vuong	Chairman	
Mr. Le Khac Hiep	Vice Chairman	
Ms. Pham Thuy Hang	Vice Chairwoman	
Ms. Pham Thu Huong	Vice Chairwoman	
Ms. Nguyen Dieu Linh	Vice Chairwoman	
Mr. Ling Chung Yee Roy	Member	
Ms. Mai Huong Noi	Member	resigned on 20 April 2017
Mr. Nguyen Viet Quang	Member	appointed on 20 April 2017
Mr. Marc Villiers Townsend	Member	
Mr. Joseph Raymond Gagnon	Member	

SUPERVISORY BOARD

Members of the Supervisory Board during the year and at the date of this report are:

Mr. Nguyen The Anh	Head of the Supervisory Board	
Mr. Dinh Ngoc Lan	Member	
Ms. Do Thi Hong Van	Member	
Ms. Nguyen Thi Van Trinh	Member	resigned on 26 April 2017

MANAGEMENT

Members of management during the year and at the date of this report are:

Mr. Nguyen Viet Quang	Chief Executive Officer	appointed on 25 February 2018
Ms. Duong Thi Mai Hoa	Chief Executive Officer	resigned on 25 February 2018
Ms. Mai Huong Noi	Deputy Chief Executive Officer	
Mr. Pham Van Khuong	Deputy Chief Executive Officer	
Ms. Nguyen Thi Diu	Deputy Chief Executive Officer	
Ms. Duong Thi Hoan	Deputy Chief Executive Officer	

LEGAL REPRESENTATIVE

The legal representative of the Company from 1 January 2017 to 25 February 2018 is Ms. Duong Thi Mai Hoa and from 25 February 2018 to the date of this report is Mr. Nguyen Viet Quang.

AUDITOR

The auditor of the Company is Ernst & Young Vietnam Limited.

REPORT OF MANAGEMENT

Management of Vingroup Joint Stock Company ("the Company") is pleased to present this report and the consolidated financial statements of the Company and its subsidiaries (collectively referred to as "the Group") for the year ended 31 December 2017.

MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the consolidated financial statements of each financial year which give a true and fair view of the consolidated financial position of the Group and of the consolidated results of its operations and its consolidated cash flows for the year. In preparing those consolidated financial statements, management is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the consolidated financial statements; and
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue its business.

Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the consolidated financial position of the Group and to ensure that the accounting records comply with the applied accounting system. It is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirmed that it has complied with the above requirements in preparing the accompanying consolidated financial statements.

STATEMENT BY MANAGEMENT

Management does hereby state that, in its opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017 and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the consolidated financial statements.

For and on behalf of management:

Nguyen Viet Quang
Chief Executive Officer

Hanoi, Vietnam

10 April 2018

Building a better working world

Ernst & Young Vietnam Limited
8th Floor, CornerStone Building
16 Phan Chu Trinh Street
Hoan Kiem District
Hanoi, S.R. of Vietnam

Tel : + 84 24 3831 5100
Fax: + 84 24 3831 5090
ey.com

Reference: 60729565/19450003-HN

INDEPENDENT AUDITORS' REPORT

To: The Shareholders of Vingroup Joint Stock Company

We have audited the accompanying consolidated financial statements of Vingroup Joint Stock Company ("the Company") and its subsidiaries (collectively referred to as "the Group") as prepared on 10 April 2018 and set out on pages 6 to 99, which comprise the consolidated balance sheet as at 31 December 2017, the consolidated income statement and the consolidated cash flow statement for the year then ended and the notes thereto.

Responsibility of the Company's management

The Company's management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the consolidated financial statements, and for such internal control as the Company's management determines is necessary to enable the preparation and presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

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

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

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

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Opinion

In our opinion, the consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Group as at 31 December 2017, and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of the consolidated financial statements.

Ernst & Young Vietnam Limited

Tran Phu Son	Trinh Xuan Hoa
Deputy General Director	Auditor
Audit Practising Registration	Audit Practising Registration
Certificate No. 0637-2018-004-1	Certificate No.0754-2018-004-1

Hanoi, Vietnam

10 April 2018

CONSOLIDATED BALANCE SHEET
as at 31 December 2017

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance (Restated)
100	**A. CURRENT ASSETS**		**100,246,615,638,617**	**92,976,241,715,191**
110	***I. Cash and cash equivalents***	***5***	***8,141,750,027,686***	***9,833,332,219,401***
111	1. Cash		6,182,781,185,541	6,243,230,621,899
112	2. Cash equivalents		1,958,968,842,145	3,590,101,597,502
120	***II. Short-term investments***	***6***	***672,569,770,071***	***494,156,904,807***
121	1. Held-for-trading securities	6.1	32,369,112,000	32,369,112,000
122	2. Provision for held-for-trading securities	6.1	(19,505,232,000)	(18,996,660,000)
123	3. Held-to-maturity investments	6.2	659,705,890,071	480,784,452,807
130	***III. Current accounts receivable***		***27,335,112,175,074***	***18,254,656,305,786***
131	1. Short-term trade receivables	7.1	5,744,460,450,918	3,170,762,775,815
132	2. Short-term advances to suppliers	7.2	8,675,566,825,227	5,229,186,165,035
135	3. Short-term loan receivables	8	7,684,239,828,536	3,224,258,638,813
136	4. Other short-term receivables	9	5,748,899,913,388	6,809,970,413,275
137	5. Provision for doubtful short-term receivables	10	(518,054,842,995)	(179,521,687,152)
140	***IV. Inventories***	***11***	***56,058,815,191,085***	***55,175,220,368,884***
141	1. Inventories		56,403,215,413,508	55,272,215,830,425
149	2. Provision for obsolete inventories		(344,400,222,423)	(96,995,461,541)
150	***V. Other current assets***		***8,038,368,474,701***	***9,218,875,916,313***
151	1. Short-term prepaid expenses	12	4,758,744,122,155	3,123,024,713,156
152	2. Value-added tax deductible		1,099,347,699,941	972,722,775,130
153	3. Tax and other receivables from the State	22	213,678,380,799	111,457,535,408
155	4. Other current assets	13	1,966,598,271,806	5,011,670,892,619

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2017

Currency: VND

Code	*ASSETS*	*Notes*	*Ending balance*	*Beginning balance (Restated)*
200	**B. NON-CURRENT ASSETS**		**113,545,441,345,980**	**90,499,384,229,533**
210	***I. Long-term receivables***		***563,644,449,382***	***465,506,617,197***
215	1. Long-term loan receivables	8	269,026,341,080	58,989,915,115
216	2. Other long-term receivables	9	294,618,108,302	406,516,702,082
220	***II. Fixed assets***		***35,649,944,002,033***	***26,880,911,532,443***
221	1. Tangible fixed assets	14	34,973,533,341,870	26,066,821,876,593
222	Cost		40,845,582,676,116	30,165,242,182,483
223	Accumulated depreciation		(5,872,049,334,246)	(4,098,420,305,890)
227	2. Intangible fixed assets	15	676,410,660,163	814,089,655,850
228	Cost		1,222,264,361,922	1,173,632,007,764
229	Accumulated amortisation		(545,853,701,759)	(359,542,351,914)
230	***III. Investment properties***	***16***	***18,198,420,908,900***	***17,362,127,296,491***
231	1. Cost		20,842,351,193,783	19,186,357,270,103
232	2. Accumulated depreciation		(2,643,930,284,883)	(1,824,229,973,612)
240	***IV. Long-term assets in progress***		***37,492,138,281,596***	***34,229,427,585,378***
242	1. Construction in progress	18	37,492,138,281,596	34,229,427,585,378
250	***V. Long-term investments***		***6,485,785,915,017***	***3,360,331,864,355***
252	1. Investments in associates, jointly controlled entities	19.1	2,439,624,600,795	1,730,283,476,020
253	2. Investments in other entities	19.1	2,176,543,861,811	1,616,241,288,531
254	3. Provision for long-term investments	19.1	(50,382,547,589)	(56,192,900,196)
255	4. Held-to-maturity investments	19.2	1,920,000,000,000	70,000,000,000
260	***VI. Other long-term assets***		***15,155,507,789,052***	***8,201,079,333,669***
261	1. Long-term prepaid expenses	12	3,061,950,076,912	2,252,711,733,160
262	2. Deferred tax assets	35.3	337,979,519,507	328,604,798,935
268	3. Other long-term assets	13	7,115,047,177,440	-
269	4. Goodwill	20	4,640,531,015,193	5,619,762,801,574
270	**TOTAL ASSETS**		**213,792,056,984,597**	**183,475,625,944,724**

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2017

Currency: VND

Code	*RESOURCES*	*Notes*	*Ending balance*	*Beginning balance*
300	**C. LIABILITIES**		**161,235,046,806,942**	**135,184,454,789,211**
310	***I. Current liabilities***		***123,624,630,823,022***	***97,627,931,086,891***
311	1. Short-term trade payables	21.1	8,245,460,364,882	6,458,154,238,573
312	2. Short-term advances from customers	21.2	54,822,434,640,779	47,537,280,868,648
313	3. Statutory obligations	22	4,933,105,236,661	7,366,546,933,741
314	4. Payables to employees		674,309,918,834	418,583,692,189
315	5. Short-term accrued expenses	23	10,416,596,543,393	8,454,261,883,875
318	6. Short-term unearned revenues	24	1,755,431,476,536	1,138,838,659,058
319	7. Short-term other payables	25.1	24,460,922,418,130	20,468,556,855,796
320	8. Short-term loans and debts	26.1	18,140,968,057,370	5,590,652,159,634
321	9. Short-term provisions	27	175,402,166,437	195,055,795,377
330	***II. Non-current liabilities***		***37,610,415,983,920***	***37,556,523,702,320***
336	1. Long-term unearned revenues	24	5,535,359,362,778	2,389,764,581,482
337	2. Other long-term liabilities	25.2	712,750,848,054	640,119,050,942
338	3. Long-term loans and debts	26.2	31,219,525,897,044	34,168,826,603,603
341	4. Deferred tax liabilities	35.3	142,779,876,044	357,813,466,293

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2017

Currency: VND

Code	*RESOURCES*	*Notes*	*Ending balance*	*Beginning balance (Restated)*
400	**D. OWNERS' EQUITY**		**52,557,010,177,655**	**48,291,171,155,513**
410	***I. Capital***	***28.1***	***52,557,010,177,655***	***48,291,171,155,513***
411	1. Issued share capital	28.1	26,377,079,540,000	26,377,079,540,000
411a	*- Shares with voting rights*		*26,377,079,540,000*	*26,377,079,540,000*
412	2. Share premium	28.1	2,651,165,167,904	2,504,959,737,448
415	3. Treasury shares	28.1	(2,974,924,074,484)	(2,974,924,074,484)
420	4. Other funds belonging to owners' equity	28.1	37,845,114,930	32,845,114,930
421	5. Undistributed earnings	28.1	5,583,084,564,118	1,887,422,518,069
421a	*- Undistributed earnings by the end of prior year*		*1,882,422,518,069*	*402,299,862,165*
421b	*- Undistributed earnings of current year*		*3,700,662,046,049*	*1,485,122,655,904*
429	6. Non-controlling interests	28.1	20,882,759,865,187	20,463,788,319,550
440	**TOTAL LIABILITIES AND OWNERS' EQUITY**		**213,792,056,984,597**	**183,475,625,944,724**

Van Thi Hai Ha
Preparer

Nguyen Thi Thu Hien
Chief Accountant

Nguyen Viet Quang
Chief Executive Officer

10 April 2018

CONSOLIDATED INCOME STATEMENT
for the year ended 31 December 2017

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year (Restated)*
01	**1. Revenue from sale of goods and rendering of services**	**29.1**	**89,392,047,933,230**	**57,670,387,202,439**
02	**2. Deductions**	**29.1**	**(41,999,335,317)**	**(56,043,536,545)**
10	**3. Net revenue from sale of goods and rendering of services**	**29.1**	**89,350,048,597,913**	**57,614,343,665,894**
11	**4. Cost of goods sold and services rendered**	**30**	**(62,796,326,957,038)**	**(40,184,632,606,036)**
20	**5. Gross profit from sale of goods and rendering of services**		**26,553,721,640,875**	**17,429,711,059,858**
21	**6. Finance income**	**29.3**	**1,636,951,439,612**	**6,762,384,524,143**
22	**7. Finance expenses**	**31**	**(3,786,983,558,714)**	**(5,389,034,072,187)**
23	*- In which: Interest expenses*		*(3,401,633,686,717)*	*(4,308,066,793,490)*
24	**8. Shares of profit of associates, joint-ventures**	**19.1**	**44,400,927,597**	**19,823,588,740**
25	**9. Selling expenses**	**32**	**(8,150,455,992,627)**	**(6,672,815,695,018)**
26	**10. General and administrative expenses**	**32**	**(6,852,447,761,955)**	**(5,481,841,090,812)**
30	**11. Operating profit**		**9,445,186,694,788**	**6,668,228,314,724**
31	**12. Other income**	**33**	**434,964,045,806**	**688,479,678,357**
32	**13. Other expenses**	**33**	**(765,869,262,018)**	**(618,871,762,087)**
40	**14. Other (loss)/profit**	**33**	**(330,905,216,212)**	**69,607,916,270**
50	**15. Accounting profit before tax**		**9,114,281,478,576**	**6,737,836,230,994**
51	**16. Current corporate income tax expense**	**35.1**	**(3,731,381,559,479)**	**(2,534,168,929,813)**
52	**17. Deferred tax income**	**35.3**	**272,041,872,129**	**254,477,855,941**
60	**18. Net profit after tax**		**5,654,941,791,226**	**4,458,145,157,122**
61	**19. Net profit after tax attributable to shareholders of the parent**	**28.1**	**4,462,411,670,513**	**3,384,588,126,613**
62	**20. Net profit after tax attributable to non-controlling interests**	**28.1**	**1,192,530,120,713**	**1,073,557,030,509**

CONSOLIDATED INCOME STATEMENT (continued)
for the year ended 31 December 2017

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year (Restated)*
70	**21. Basic earnings per share**	**37**	**1,816**	**1,378**
71	**22. Diluted earnings per share**	**37**	**1,816**	**1,378**

TẬP ĐOÀN VINGROUP - CÔNG TY CP
MSDN: 0101245486

Van Thi Hai Ha
Preparer

Nguyen Thi Thu Hien
Chief Accountant

Nguyen Viet Quang
Chief Executive Officer

10 April 2018

CONSOLIDATED CASH FLOW STATEMENT
for the year ended 31 December 2017

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year (Restated)*
	I. CASH FLOWS FROM OPERATING ACTIVITIES			
01	**Profit before tax**		**9,114,281,478,576**	**6,737,836,230,994**
	Adjustments for:			
02	Depreciation of fixed assets and investment properties and amortisation of intangible assets (including amortisation of goodwill)	40	3,985,433,267,539	3,311,557,843,562
03	Provisions		689,528,177,247	141,826,931,929
04	Foreign exchange losses/(gains)		50,260,047,814	(64,931,257,744)
05	Profits from investing activities	40	(1,015,255,359,806)	(5,967,033,063,420)
06	Interest expenses	31	3,401,633,686,717	4,308,066,793,490
08	**Operating profit before changes in working capital**		**16,225,881,298,087**	**8,467,323,478,811**
09	Increase in receivables		(6,730,252,290,761)	(335,155,028,311)
10	Increase in inventories		(1,227,813,074,755)	(13,486,963,673,195)
11	Increase in payables (other than interest, corporate income tax)		18,034,651,110,034	18,604,163,811,522
12	Increase in prepaid expenses		(2,563,290,205,702)	(2,720,086,885,910)
14	Interest paid		(3,062,709,959,110)	(3,736,500,947,012)
15	Corporate income tax paid	22	(3,890,618,182,474)	(2,294,234,119,932)
20	**Net cash flows from operating activities**		**16,785,848,695,319**	**4,498,546,635,973**
	II. CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchase and construction of fixed assets and other long-term assets		(19,509,233,343,507)	(14,301,529,343,969)
22	Proceeds from disposals of fixed assets and other long-term assets		230,738,747,196	66,786,752,382
23	Loans to other entities and payments for purchase of debt instruments of other entities	40	(13,120,643,139,535)	(3,432,087,468,527)
24	Collections from borrowers and proceeds from sale of debt instruments of other entities	40	5,871,047,533,029	22,880,893,204,796
25	Payments for investments in other entities (net of cash held by entity being acquired)	40	(15,153,204,450,348)	(22,459,345,068,846)
26	Proceeds from sale of investments in other entities (net of cash held by entity being disposed)	40	13,991,102,708,588	15,306,966,443,347
27	Interest and dividends received		1,173,726,980,704	1,107,787,615,493
30	**Net cash flows used in investing activities**		**(26,516,464,963,873)**	**(830,527,865,324)**

CONSOLIDATED CASH FLOW STATEMENT (continued)
for the year ended 31 December 2017

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
	III. CASH FLOWS FROM FINANCING ACTIVITIES			
31	Capital contribution and issuance of shares	40	13,000,000,000	1,310,346,390,000
32	Capital redemption		(30,000,000,000)	-
33	Drawdown of borrowings		31,918,446,307,125	20,814,923,248,321
34	Repayment of borrowings		(22,256,448,989,518)	(21,563,433,421,832)
36	Dividends paid to equity holders	40	(1,604,550,206,376)	(1,339,903,941,515)
40	**Net cash flows from/(used in) financing activities**		**8,040,447,111,231**	**(778,067,725,026)**
50	**Net (decrease)/increase in cash and cash equivalents for the year**		**(1,690,169,157,323)**	**2,889,951,045,623**
60	**Cash and cash equivalents at the beginning of the year**		**9,833,332,219,401**	**6,938,465,104,490**
61	Impact of exchange rate fluctuation		(1,413,034,392)	4,916,069,288
70	**Cash and cash equivalents at the end of the year**	5	**8,141,750,027,686**	**9,833,332,219,401**

TẬP ĐOÀN VINGROUP - CÔNG TY CP
MSDN: 0101245486

Van Thi Hai Ha Preparer	Nguyen Thi Thu Hien Chief Accountant	Nguyen Viet Quang Chief Executive Officer

10 April 2018

1. CORPORATE INFORMATION

Vingroup Joint Stock Company ("the Company") is a joint stock company established in Vietnam pursuant to the Business Registration Certificate No. 0103001016 issued by the Hanoi Department of Planning and Investment on 3 May 2002 and the Business Registration Certificate No. 0101245486 re-issued on 12 May 2010. The Company subsequently received amended Enterprise Registration Certificates, with the latest amendment being the 64th amended Enterprise Registration Certificate dated 28 February 2018.

The Company's shares are officially listed on the Ho Chi Minh City Stock Exchange ("HOSE") from 19 September 2007 pursuant to Decision No.106/QD-TTGDHCM issued by the Director of HOSE on 7 September 2007.

The current principal activities of the Company are to invest in, construct and trade real estate properties; to carry out capital mobilization and investment activities; and to provide general administrative services. Current principal activities of the Company's subsidiaries are presented in Appendix 1.

The normal course of business cycle of real estate business starts of the Company and its subsidiaries ("the Group") at the time of application for investment certificate, commencement of site clearance, construction and ends at the time of completion. Thus, the Group's normal couse of business cycle of real estate trading is from 12 to 36 months.

The Group's normal course of business cycle of other business activities is 12 months.

The Company's head office is registered at No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi, Vietnam. Its branch is located at No. 72, Le Thanh Ton and No. 45A, Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city, Vietnam.

The number of the Company's employees as at 31 December 2017 is: 347 (31 December 2016: 333).

As at 31 December 2017, the Company has 48 subsidiaries. The information on these subsidiaries, along with the Company's voting rights and equity interest in each subsidiary are detailed in the Appendix 1.

As at 31 December 2017, the Group also holds investments in a number of associates as disclosed in Note 19.1.

2. BASIS OF PREPARATION

2.1 Accounting standards and system

The consolidated financial statements of the Company and its subsidiaries expressed in Vietnam dong ("VND") are prepared in accordance with Vietnamese Enterprise Accounting System and Vietnamese Accounting Standard issued by the Ministry of Finance as per:

- Decision No. 149/2001/QD-BTC dated 31 December 2001 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 1);
- Decision No. 165/2002/QD-BTC dated 31 December 2002 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 2);
- Decision No. 234/2003/QD-BTC dated 30 December 2003 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 3);
- Decision No. 12/2005/QD-BTC dated 15 February 2005 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 4); and
- Decision No. 100/2005/QD-BTC dated 28 December 2005 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 5).

Accordingly, the accompanying consolidated financial statements, including their utilisation are not designed for those who are not informed about Vietnam's accounting principles, procedures and practices and furthermore are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries other than Vietnam.

2.2 Applied accounting documentation system

The Company's applied accounting documentation system is the General Journal.

2.3 Fiscal year

The Group's fiscal year applicable for the preparation of its consolidated financial statements starts on 1 January and ends on 31 December.

2.4 Accounting currency

The consolidated financial statements are prepared in VND which is also the Company's accounting currency.

2.5 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries for the year ended 31 December 2017.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continued to be consolidated until the date that such control ceases, except for temporary controls when a subsidiary is acquired and held exclusively with a view to resale within 12 months.

The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies.

All intra-company balances, income and expenses and unrealised gains or losses resulting from intra-company transactions are eliminated in full.

2. BASIS OF PREPARATION (continued)

2.6 *Basis of consolidation* (continued)

Non-controlling interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated income statement and within equity in the consolidated balance sheet, separately from parent shareholders' equity.

Impact of change in the ownership interest of a subsidiary, without a loss of control, is recorded in undistributed earnings.

In case the Group disposes a partial interest in a subsidiary and loses control but retains an interest as an associate, the Group's investment is accounted for using the equity method of accounting. Profit/loss from this transaction is recognised in the consolidated income statement.

In case the Group disposes a partial interest in a subsidiary and loses control but retains an interest as an investment in other entities, the Group's investment is accounted for using the cost method. Profit/loss from this transaction is recognised in the consolidated income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 *Changes in accounting policies and disclosures*

The accounting policies adopted by the Group in preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2016.

3.2 *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand, cash at banks and short-term, highly liquid investments with an original maturity of no longer than three months that are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value.

3.3 *Inventories*

Inventory property

Property acquired or being constructed for sale in the ordinary course of business or for long-term lease qualified for recognition of outright sales, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost incurred in bringing the inventories to their present location and condition, and net realisable value.

Cost includes:

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 *Inventories* (continued)

Inventory property (continued)

Net realisable value is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date and less estimated 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 appropriate basis.

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 represents the estimated selling price in the ordinary course of business less the estimated costs to complete and the estimated costs necessary to make the sale.

The periodic method is used to record the costs of inventories for hotel and related services. The perpetual method is used to record the costs of other inventories.

The costs of inventories for hospital and related services are valued on specific identification basis. The costs of other inventories are valued on weighted average basis.

Provision for obsolete inventories

An inventory provision is created for the estimated loss arising due to the impairment of value (through diminution, damage, obsolescence, etc.) of raw materials, finished goods, and other inventories owned by the Group, based on appropriate evidence of impairment available at the consolidated balance sheet date.

Increases and decreases to the provision balance are recorded into the cost of goods sold account in the consolidated income statement.

3.4 *Receivables*

Receivables are presented in the consolidated financial statements at the carrying amounts due from customers and other debtors, after provision for doubtful debts.

The provision for doubtful debts represents amounts of outstanding receivables at the balance sheet date which are doubtful of being recovered. Increases and decreases to the provision balance are recorded as general and administrative expense in the consolidated income statement.

3.5 *Tangible fixed assets*

Tangible fixed assets are stated at cost less accumulated depreciation.

The cost of a tangible fixed asset comprises its purchase price and any directly attributable costs of bringing the tangible fixed asset to working condition for its intended use.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 *Tangible fixed assets* (continued)

Expenditures for additions, improvements and renewals are added to the carrying amount of the assets and expenditures for maintenance and repairs are charged to the consolidated income statement as incurred.

When tangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the consolidated income statement.

3.6 *Leased assets*

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset.

A lease is classified as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the asset to the lessee. All other leases are classified as operating leases.

Where the Group is the lessee

Rentals under operating leases are charged to the consolidated income statement on a straight-line basis over the lease term.

Where the Group is the lessor

Assets subject to operating leases are included as the Group's investment properties in the consolidated balance sheet. Initial direct costs incurred in negotiating an operating lease are recognised in the consolidated income statement as incurred.

Lease income is recognised in the consolidated income statement on a straight-line basis over the lease term.

3.7 *Intangible fixed assets*

Intangible fixed assets are stated at cost less accumulated amortisation.

The cost of an intangible fixed asset comprises of its purchase price and any directly attributable costs of preparing the intangible asset for its intended use.

Expenditures for additions, improvements are added to the carrying amount of the assets and other expenditures are charged to the consolidated income statement as incurred.

When intangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the consolidated income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 *Intangible fixed assets* (continued)

Land use rights

Definite and indefinite land use rights are recorded as intangible fixed assets based on land use right certificates issued by governing bodies.

The prepayment for land rental, of which the land lease contracts have effectiveness prior to 2003 and Land use right certificate being issued, are recorded as intangible fixed asset according to Circular No. 45/2013/TT-BTC issued by the Ministry of Finance on 25 April 2013 guiding the management, use and depreciation of fixed assets ("Circular 45").

Research and development costs

Research costs and development costs that do not meet the capitalisation criteria are recognised as expensed in the consolidated income statement as incurred.

Development expenditure on an individual project is recognised as an intangible fixed asset only if the Group can demonstrate all of the following conditions:

- The technical feasibility study of completing the intangible fixed asset so that it will be available for use or sale;
- The intention to complete and use or sell the intangible fixed asset;
- The ability to use or sell the intangible fixed asset;
- The asset will generate probable future economic benefits;
- The availability of resources to complete the development and to use or sell the intangible fixed asset;
- The ability to measure reliably the expenditure during the development; and
- They are estimated to meet all criteria for use duration and value prescribed for intangible fixed asset.

Development costs capitalised as asset are stated at cost less accumulated amortisation. Amortisation of the asset begins when development is completed and the asset is available for use.

3.8 *Depreciation and amortisation*

Depreciation and amortisation of tangible fixed assets and intangible fixed assets are calculated on a straight-line basis over the estimated useful life of each asset as follows:

Buildings and structures	5 - 50 years
Machinery and equipment	3 - 15 years
Means of transportation	3 - 12 years
Office equipment	3 - 8 years
E-commerce website	2 - 20 years
Computer software	3 - 10 years
Land use rights with definite term	36 - 50 years
Distribution rights and others	3 - 15 years

No amortisation is charged on the land use rights with indefinite terms.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Investment properties

Investment properties are stated at cost, including transaction costs, less accumulated depreciation and amortisation.

Subsequent expenditure relating to an investment property that has already been recognised is added to the net book value of the investment property when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing investment property, will flow to the Group.

Depreciation of investment properties is calculated on a straight-line basis over the estimated useful life of each asset as follows:

Land use rights (definite)	25 - 50 years
Buildings	5 - 50 years
Machinery and equipment	3 - 15 years

No amortisation is charged on the land use rights presented as investment properties with indefinite terms.

Investment properties are derecognised when either they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the assets is recognised in the consolidated income statement in the year of retirement or disposal.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by ending of owner-occupation or readiness for sale, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment properties when, and only when, there is change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. The transfer from investment property to owner-occupied property or inventories does not change the cost or the carrying value of the property for subsequent accounting at the date of change in use.

3.10 Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

Borrowing costs are recorded as expense during the year in which they are incurred, except to the extent that they are capitalised as explained in the following paragraph.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily take a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Prepaid expenses

Prepaid expenses are reported as short-term or long-term prepaid expenses on the consolidated balance sheet and amortised over the period for which the amounts are paid or the period in which economic benefits are generated in relation to these expenses.

Long-term prepaid expenses include long-term prepaid land rental, pre-operation expenditure, tools and supplies, and other prepaid expenses that bring future economic benefits for more than one year.

Prepaid land rental represents the unamortised balance of advance payment made in accordance with Land Rental Contract signed with authorities. Such prepaid land rental is recognised as a long-term prepaid expense for allocation to the consolidated income statement over the remaining lease period according to Circular 45.

3.12 Business combinations and goodwill

Business combinations are accounted for using the purchase method. The cost of a business combination is measured as the fair value of assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange plus any costs directly attributable to the business combination. Identifiable assets and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of business combination.

In case prior to the date that control is obtained, the investment is an investment in associate or a long-term investment and the acquisition of that subsidiary is a business combination, when preparing the consolidated financial statements, the Group shall remeasure its previously held equity interests at its acquisition-date fair value and recognise the resulting gain or loss, if any, in the consolidated income statement.

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost the business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If the cost of a business combination is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement. After initial recognition, goodwill is measured at cost less any accumulated amortisation. Goodwill is amortised over 10-year period on a straight-line basis. The Group conducts the periodical review for impairment of goodwill of investment in subsidiaries. If there are indicators of impairment loss incurred is higher than the yearly allocated amount of goodwill on the straight-line basis, the higher amount will be recorded in the consolidated income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Business combinations and goodwill (continued)

Assets acquisitions and business combinations

The Group acquires subsidiaries that own real estate projects. At the time of acquisition, the Group considers whether the acquisition represents the acquisition of a business. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property.

When the acquisition of subsidiaries does not represent a business combination, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognised.

In case prior to the date that control is obtained, the investment is an investment in associate or a long-term investment and the acquisition of the subsidiary is not a business combination, when preparing the consolidated financial statements, the Group shall not remeasure the previously held equity interests. Instead previously held equity interests and the consideration were allocated to the assets and liabilities acquired based on their relative fair values on acquisition date.

Business combinations involving entities under common control

Business combinations involving entities under common control are accounted for as follows:

- The assets and liabilities of the two combined entities are reflected at their carrying amounts on the date of business combination;
- No goodwill is recognised from the business combination;
- The consolidated income statement reflects the results of the combined entities from the date of the business combination; and
- Any difference between the consideration paid and the net assets of the acquiree is recorded in equity.

3.13 Investments

Investment in associates

The Group's investment in its associate is accounted for using the equity method of accounting. An associate is an entity in which the Group has significant influence that are neither subsidiaries nor joint ventures. The Group generally deems they have significant influence if they have over 20% of the voting rights in the investee.

Under the equity method, the investment is carried in the consolidated balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates. Goodwill arising on acquisition of the associate is included in the carrying amount of the investment. The Group does not charge any amortisation on the goodwill, but annually carries out test of impairment of goodwill. The consolidated income statement reflects the Group's share of the post-acquisition results of operation of the associate.

The share of post-acquisition profit/(loss) of the associates is presented on face of the consolidated income statement and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividend/profit sharing receivable from associates reduces the carrying amount of the investment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 *Investments* (continued)

Investment in associates (continued)

The financial statements of the associates are prepared for the same reporting year as the Group and using the consistent accounting policies with the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The Group ceases the use of the equity method of accounting since the date it no longer has significant influence over the associate. If the retained equity interest is a long-term investment, the entity measures the retained equity interest at fair value regarded as the cost on initial recognition. Profit/(loss) from the disposal of associate is recognised in the consolidated income statement.

Investments in joint ventures

The Group's investment in joint ventures is accounted for using the equity method of accounting. Under the equity method, the investment is carried in the consolidated balance sheet at cost plus post joint ventures changes in the Group's share of net assets of the joint ventures. The consolidated income statement reflects the share of the post-acquisition results of operation of the joint ventures.

The share of profit/(loss) of the joint ventures is presented on face of the consolidated income statement and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividend/profit sharing received or receivable from jointly controlled entities reduces the carrying amount of the investment.

The financial statements of the joint ventures are prepared for the same reporting period and use the same accounting policies as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Held-for-trading securities and investments in other entities

Held-for-trading securities and in securities and investments in other entities are stated at their acquisition costs.

Provision for held-for-trading securities and investments in entities

Provision is made for any diminution in value of the held-for-trading securities and investments in capital of other entities at the balance sheet date in accordance with the guidance under Circular No. 228/2009/TT-BTC dated 7 December 2009 and Circular No. 89/2013/TT-BTC dated 28 June 2013 issued by the Ministry of Finance. Increases or decreases to the provision balance are recorded as finance expense in the consolidated income statement.

Held-to-maturity investments

Held-to-maturity investments are stated at their acquisition costs. After initial recognition, these investments are measured at recoverable amount. Any impairment loss incurred is recognised as expense in the consolidated income statement and deducted against the value of such investments.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.14 Payables and accruals

Payables and accruals are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Group.

3.15 Accrual for severance pay

The severance pay to employee is accrued at the end of each reporting year for all employees who have been in service for more than 12 months up to the balance sheet date at the rate of one-half of the average monthly salary for each year of service up to 31 December 2008 in accordance with the Labour Code and related implementing guidance. The average monthly salary used in this calculation is revised at the end of each reporting year following the average monthly salary of the 6-month period up to the reporting date. Increases or decreases to the accrued amount other than actual payment to employee will be taken to the consolidated income statement.

This accrued severance pay is used to settle the termination allowance to be paid to employees upon termination of their labour contract following Article 48 of the Labour Code.

3.16 Provisions

General provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed by a third party, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated income statement net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance expense.

Provision for warranty expenses

The Group estimates provision for warranty expenses based on revenue and available information about the repair of real estate properties sold in the past.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.17 Foreign currency transactions

Transactions in currencies other than the Group's reporting currency of VND are recorded at the actual transaction exchange rates at transaction dates which are determined as follows:

- Transaction resulting in receivables are recorded at the buying exchange rates of the commercial banks designated for collection;
- Transactions resulting in liabilities are recorded at the selling exchange rates of the transaction of commercial banks designated for payment; and
- Payments for assets or expenses without liabilities initially being recognised is recorded at the buying exchange rates of the commercial banks that process these payments.

At the end of the year, monetary balances denominated in foreign currencies are translated at the actual transaction exchange rates at the consolidated balance sheet dates which are determined as follows:

- Monetary assets are translated at buying exchange rate of the commercial bank where the Group conducts transactions regularly; and
- Monetary liabilities are translated at selling exchange rate of the commercial bank where the Group conducts transactions regularly.

All foreign exchange differences incurred during the year and arised from the translation at the end of the year are taken to the consolidated income statement.

3.18 Treasury shares

Own equity instruments which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised upon purchase, sale, issue or cancellation of the Group's own equity instruments.

3.19 Appropriation of net profits

Net profit after tax (excluding negative goodwill arising from a bargain purchase) is available for appropriation to investors/shareholders after approval by the appropriate level of authority/in the annual general meeting, and after making appropriation to reserve funds in accordance with the Company's Charter and Vietnam's regulatory requirements.

The Group maintains the reserve funds which are appropriated from the Group's net profit as proposed by the Board of Directors and subject to approval by shareholders at the Annual General Meeting.

3.20 Advances from customers

Payments received from customers as deposits for the purchase of houses, villas and apartments in the future that do not meet the conditions for revenue recognition, are recognised and presented as "Advances from customers" in the liability section in the consolidated balance sheet.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.21 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding trade discount, rebate and sales return. The following specific recognition criteria must also be met before revenue is recognised.

Revenue from sale of inventory property

Revenue from sale of inventory property is recognised when the significant risks and rewards incident to ownership of the properties have passed to the buyer.

Revenue from sale of inventory property also includes long-term lease of inventory property qualified for recognition of outright sales. If the lease-term is greater than 90% of the asset's useful life, the Group will recognise the revenue for the entire prepaid lease payment if all of the following conditions are met:

- Lessee is not allowed to cancel the lease contract during the lease term, and the lessor is not reponsible for reimbursing the prepaid lease payments under any circumstances;
- The prepaid lease payment is not less than 90% of the total estimated lease payment collected under contract over the lease period and lessee must pay all rental within 12 months from the commencement of the lease;
- Almost all risks and rewards associated with the ownership of leased assets are transferred to the lessee; and
- Lessor must estimate the full cost of leasing activity.

Revenue from leasing of properties

Rental income arising from leased properties is recognised in the consolidated income statement on a straight line basis over the lease terms of ongoing leases.

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually upon the delivery of the goods.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.21 ***Revenue recognition*** (continued)

Rendering of services

Revenue from hotel, amusement park, education, beauty, hospital, real estate management and other related services is recorded when the services are rendered. When the outcome of the contract is certainly determined, revenue will be recognised based on percentage of completion.

Gains from securities trading/capital transfer

Gains from securities trading and capital transfer are determined as the excess of selling prices against the cost of securities sold. Such gains are recognised on the transaction date when the relevant contracts are executed.

Interest

Revenue is recognised as the interest accrues (taking into account the effective yield on the asset) unless collectability is in doubt.

Dividends

Income is recognised when the Group's entitlement as an investor to receive the dividend is established.

3.22 ***Construction contract***

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the consolidated balance sheet date based on the construction works as certified by customers. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that is probably recoverable. Contract costs are recognised as expenses in the year in which they are incurred.

Difference between the cumulative revenue of a construction contract recognised to date and the cumulative amount of progress billings of that contract is presented as construction contract receivable/payable based on agreed progress billings in the consolidated balance sheet.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.23 *Taxation*

Current income tax

Current income tax assets and liabilities for the current and prior year are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted as at the consolidated balance sheet date.

Current income tax is charged or credited to the consolidated income statement, except when it relates to items recognised directly to equity, in which case the current income tax is also dealt with in equity.

Current income tax assets and liabilities are offset when there is a legally enforceable right for the Group to offset current tax assets against current tax liabilities and when the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred income tax

Deferred tax is provided on temporary differences at the consolidated balance sheet date between the tax base of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures where timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax credit and unused tax losses, to the extent that it is probable that taxable profit will be available against which deductible temporary differences, carried forward unused tax credit and unused tax losses can be utilised, except:

- where the deferred tax asset arises from the initial recognition of an asset or liability which at the time of the related transaction, affects neither the accounting profit nor taxable profit or loss at the time transaction incurred;
- in respect of deductible temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Previously unrecognised deferred income tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.23 *Taxation* (continued)

Deferred income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset realised or the liability is settled based on tax rates and tax laws that have been enacted at the balance sheet date.

Deferred tax is charged or credited to the consolidated income statement, except when it relates to items recognised directly to equity, in which case the deferred tax is also dealt with in the equity account.

Deferred tax assets and liabilities are offset when there is a legally enforceable right for the Group to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on:

- either the same taxable entity; or
- when the Group intends either settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.24 *Earnings per share*

Basic earnings per share amounts are calculated by dividing net profit/(loss) after tax for the year attributable to ordinary shareholders of the Group (after adjusting for welfare fund and reward) by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit/(loss) after tax attributable to ordinary shareholders of the Group (after adjusting for dividend on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

3.25 *Segment information*

A segment is a component determined separately by the Group which is engaged in providing products or related services (business segment), that is subject to risks and returns that are different from those of other segments.

Management defines the Group's segment report to be based on type of products and services provided.

3.26 *Related parties*

The parties are considered as related parties of the Group if one party has the ability, directly or indirectly, to control over the other party or otherwise significantly influence on the other party in making financial and operating decisions, or when the Group and the other party are under common control or significant influence. Stakeholders may be companies or individuals, including intimate family members of individuals considered to be related parties.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR

4.1 Acquisition of group of assets

Acquisition of Prime Land Real Estate Investment JSC ("Prime Land JSC"), a new subsidiary

On 24 May 2017, the Group acquired 100% voting shares of Prime Land JSC from individuals and a corporate counterparty with total consideration of VND640 billion and thereby, Prime Land JSC became a subsidiary of the Group. At the date of acquisition, Prime Land JSC is the owner of a potential real-estate project located at Me Linh district, Hanoi, Vietnam.

Management has reviewed and assessed that the acquisition of shares of this company is an acquisition of group of assets, rather than a business combination. The consideration of this acquisition is allocated to the assets and liabilities acquired based on their relative fair values at acquisition date. Accordingly, a part of consideration was recognised in construction in progress (Note 18). The non-controlling interests were also recognised at their relative proportion of the interests in the assets and liabilities acquired. These acquired assets and liabilities are presented in the same categories as other similar assets and liabilities held by the Group.

4.2 Business combination

Acquisition of Nha Trang Port Joint Stock Company ("Nha Trang Port JSC"), a new subsidiary

On 5 September 2017, the Group acquired 55.01% voting shares of Nha Trang Port JSC via the stock exchange market with total consideration of VND148.5 billion. Thereby, the voting right of the Group in Nha Trang Port JSC increased to 85.55%, Nha Trang Port JSC became a subsidiary of the Group.

The principal activities of Nha Trang Port JSC are to render port services, warehouse leasing and other related services.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 *Business combination* (continued)

Acquisition of Nha Trang Port Joint Stock Company ("Nha Trang Port JSC"), a new subsidiary (continued)

As at 31 December 2017, the Group recognises the fair value of identifiable assets, liabilities or contingent liabilities of Nha Trang Port JSC at the date of acquisition as follows:

Currency: VND

	Fair value recognised at acquisition date
Assets	
Cash and cash equivalents	35,286,299,868
Tangible fixed assets	191,777,550,911
Investment properties	14,641,646,769
Investment in other entities (Note 19.1.2)	13,989,202,387
Other assets	20,632,471,738
	276,327,171,673
Liabilities	
Short-term trade payables	2,164,962,660
Deferred tax liabilities (Note 35.3)	4,082,402,914
Other payables	4,499,316,420
Total identifiable net assets	**265,580,489,679**
Non-controlling interests	(45,804,586,581)
Goodwill from business combination (Note 20)	11,056,322,262
Total purchase consideration (i)	**230,832,225,360**
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	35,286,299,868
Cash paid for acquiring the subsidiary up to 31 December 2017	(148,500,000,000)
Net cash flow used in acquisition	**(113,213,700,132)**

(i) Total consideration of VND230.8 billion in which VND148.5 billion was paid in cash and VND82.3 billion was the fair value of 30.53% equity interest previously held by the Group in Nha Trang Port JSC. The Group remeasured the fair value of this previously held investment and recognised a gain of VND1 billion in the consolidated income statement (Note 29.3). Loss before tax of Nha Trang Port JSC for the period from the acquisition date to 31 December 2017 is VND7.1 billion.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 *Business combination* (continued)

Acquisition of Co.Co International Co., Ltd ("Co.Co International Ltd"), a new subsidiary

On 8 November 2017, the Group acquired 70% voting shares of Co.Co International Ltd from a corporate counterparty with total consideration of VND417 billion. Thereby, Co.Co International Ltd became a subsidiary of the Group.

The current principal activities of Co.Co International Ltd are to invest in, trade and lease out villas, apartments and offices.

As at 31 December 2017, the Group was in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Co.Co International Ltd at the date of acquisition. The provisional fair values of identifiable assets and liabilities of Co.Co International Ltd at the acquisition date are presented below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	80,227,671,439
Other current assets	241,716,000
Investment properties	275,901,300,000
Tangible fixed assets	4,740,079,706
Other non-current assets	4,364,714,072
	365,475,481,217
Liabilities	
Other current liabilities	10,968,117,544
Other non-current liabilities	2,791,090,000
Deferred tax liabilities (Note 35.3)	34,816,675,461
	48,575,883,005
Total identifiable net assets	**316,899,598,212**
Non-controlling interests	(90,218,348,764)
Goodwill from business combination (Note 20)	190,318,750,552
Total purchase consideration	**417,000,000,000**
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	80,227,671,439
Cash paid for acquiring the subsidiary up to 31 December 2017	(417,000,000,000)
Net cash flow used in acquisition	**(336,772,328,561)**

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.3 Significant disposals with loss of control

Disposal of Tay Ho View Hotel and Tourism LLC ("Tay Ho View LLC")

On 20 April 2017, the Group disposed 70% shares of Tay Ho View LLC to a corporate counterparty with total consideration of VND802 billion. Loss from this disposal of VND17.8 billion was recognised in the consolidated income statement (Note 31).

Disposal of Vinhomes 1 Real Estate Trading LLC ("Vinhomes 1 LLC") and merger of Vinhomes 1 LLC into Vinhomes Real Estate Management JSC ("Vinhomes Management JSC")

On 3 April 2017, the Group disposed 45% shares of Vinhomes 1 LLC to Vinhomes Management JSC with total consideration of VND135 billion. Thereby, the voting right of the Group in Vinhomes 1 LLC decreased from 100% to 55%.

On 8 May 2017, Vinhomes 1 LLC was merged into Vinhomes Management JSC and the voting right of the Group in Vinhomes Management JSC increased from 12.5% to 16.4%.

Loss from these two transactions of VND35 billion was recognised in the consolidated income statement (Note 31).

Disposal of Hoa Mai Trading Commercial Services LLC ("Hoa Mai LLC")

On 5 July 2017, the Group disposed 74% shares of Hoa Mai LLC to a corporate counterparty with total consideration of VND336.8 billion. Gain from this transactions of VND156.4 billion was recognised in the consolidated income statement (Note 29.3).

Merger of Vinhomes 2 Real Estate Trading LLC ("Vinhomes 2 LLC") into Vinhomes Management JSC

On 1 August 2017, Vinhomes 2 LLC was merged into Vinhomes Management JSC. Thereby, the voting right of the Group in Vinhomes Management JSC increased from 16.4% to 18.6%. Gain from this transaction of VND47.3 billion was recognised in the consolidated income statement (Note 29.3).

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.4 Completion of the provisional accounting for business combination

Acquisition of Savina JSC in 2016

On 27 April 2016, the Group acquired 65.33% shares of Savina JSC through equitisation of the Savina One Member Limited Liability Company with total consideration of VND475 billion and thereby, Savina JSC became a subsidiary of the Group.

As at 31 December 2016, the Group was in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Savina JSC at the date of acquisition, and applied provisional accounting to consolidate Savina JSC. In 2017, the Group has completed the determination of the fair value of net assets acquired with changes compared to provisional fair value determined previously, and made the retrospective adjustments as follows:

Currency: VND

	Provisional fair value	*Adjustment*	*Fair value after adjustment*
Assets			
Cash and cash equivalents	699,919,715,320	-	699,919,715,320
Tangible fixed assets	25,300,885,704	-	25,300,885,704
Intangible fixed assets	-	2,180,454,112	2,180,454,112
Investment in associates (Note 19.1.1)	3,239,919,511	1,474,225,028	4,714,144,539
Other assets	29,942,765,511	11,312,886,668	41,255,652,179
	758,403,286,046	**14,967,565,808**	**773,370,851,854**
Liabilities			
Short-term accruals	43,960,667,647	-	43,960,667,647
Other liabilities	19,065,137,296	-	19,065,137,296
Net assets	**695,377,481,103**	**14,967,565,808**	**710,345,046,911**
Non-controlling interests	(241,087,372,698)	(5,189,255,066)	(246,276,627,764)
Goodwill arising from business combination (Note 20)	20,875,503,395	(9,778,310,742)	11,097,192,653

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.4 *Completion of the provisional accounting for business combination* (continued)

Acquisition of Vicentra JSC in 2016

On 28 October 2016, the Group increased its voting right in Vicentra JSC to 63.15% with total consideration of VND2,780 billion and thereby, Vicentra JSC became a subsidiary the Group.

As at 31 December 2016, the Group was in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Vicentra JSC at the date of acquisition. Therefore, the Group applied provisional accounting method to consolidate this company. In 2017, the Group has completed the determination of the fair value of net assets acquired with changes compared to provisional fair value determined previously, and made the retrospective adjustments as follows:

Currency: VND

	Provisional fair value	*Adjustment*	*Fair value after adjustment*
Assets			
Cash and cash equivalents	1,206,813,935,768	-	1,206,813,935,768
Short-term trade receivables	351,537,095,788	-	351,537,095,788
Short-term advances to suppliers	353,693,817,646		353,693,817,646
Short-term loan receivables	9,035,689,095,154	-	9,035,689,095,154
Inventories (Note 11)	6,647,606,468,464	5,392,439,576,588	12,040,046,045,052
Other short-term receivables	367,459,130,437	-	367,459,130,437
Short-term prepaid expenses	451,958,808,456	-	451,958,808,456
Deferred tax assets	16,226,938,919	-	16,226,938,919
Other long-term receivables	3,877,365,333,333	-	3,877,365,333,333
Construction in progress (Note 18)	296,036,399,839	237,860,319,916	533,896,719,755
Other long-term assets	68,680,027,976	-	68,680,027,976
	22,673,067,051,780	**5,630,299,896,504**	**28,303,366,948,284**
Liabilities			
Short-term trade payables	205,229,551,429	-	205,229,551,429
Short-term advances from customers	5,618,486,690,150	-	5,618,486,690,150
Statutory obligations	76,930,249,745	-	76,930,249,745
Short-term accrued expenses	599,409,802,823	-	599,409,802,823
Unearned revenue	61,496,125,387	-	61,496,125,387
Other short-term payables	2,453,417,592,577	-	2,453,417,592,577
Other long-term payables	122,676,287,778	-	122,676,287,778
Long-term loans	10,777,654,960,903	-	10,777,654,960,903
Other liabilities	77,848,901,682	-	77,848,901,682
Total identifiable net assets	**2,679,916,889,306**	**5,630,299,896,504**	**8,310,216,785,810**
Non-controlling interests	(987,427,626,946)	(2,074,509,731,248)	(3,061,937,358,194)
Goodwill arising from business combination (Note 20)	2,837,107,358,440	(2,610,712,900,640)	226,394,457,800

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.4 *Completion of the provisional accounting for business combination* (continued)

Acquisition of Ecology JSC in 2016

In addition, in 2017, the Group has completed the provisional accounting method to consolidate Ecology JSC. The Group assessed that the finalised result of this transaction was unchanged in comparison with the provisional result determined in 2016.

5. CASH AND CASH EQUIVALENTS

Currency: VND

	Ending balance	*Beginning balance*
Cash on hand	150,606,565,743	55,845,974,848
Cash at banks	6,005,448,449,742	6,168,352,990,692
Cash in transit	26,726,170,056	19,031,656,359
Cash equivalents	1,958,968,842,145	3,590,101,597,502
TOTAL	**8,141,750,027,686**	**9,833,332,219,401**

Cash equivalents as at 31 December 2017 comprise bank deposits in VND with terms ranging from 1 month to 3 months, earning interests ranging from 4.2% to 5.5% per annum (as at 31 December 2016: 4.3% to 5.2% per annum).

Cash at banks and cash equivalents as at 31 December 2017 include VND887 billion in escrow accounts and VND322 billion in restricted-for-use accounts for business and other activities of the Group (as at 31 December 2016: VND391 billion).

Cash at banks and cash equivalents as at 31 December 2017 include maintenance funds of handed-over apartments at real estate projects of the Group. Subsequently, these maintenance funds will be transferred to Building Management Boards.

Details of foreign currencies:

	Ending balance	*Beginning balance*
Foreign currencies:		
- United State dollar	7,590,475	3,751,403
- Australian dollar	2,425	-
- Singapore dollar	56	-
- Hong Kong dollar	50	-
- Euro	23,175	36,362
- Korean Won	230,000	-
- Japanese Yen	57,000	-
- Thai Baht	7,820	-

6. SHORT-TERM INVESTMENTS

6.1 *Held-for-trading securities*

Currency: VND

	Ending balance			*Beginning balance*		
	Cost	*Fair value*	*Provision*	*Cost*	*Fair value*	*Provision*
Shares of Pertro Vietnam Fertiliser and Chemicals Corporation	32,369,112,000	12,863,880,000	(19,505,232,000)	32,369,112,000	13,372,452,000	(18,996,660,000)
TOTAL	**32,369,112,000**	**12,863,880,000**	**(19,505,232,000)**	**32,369,112,000**	**13,372,452,000**	**(18,996,660,000)**

6.2 *Held-to-maturity investments*

Currency: VND

	Ending balance		*Beginning balance*	
	Cost	*Carrying value*	*Cost*	*Carrying value*
Short-term bank deposits (i)	659,705,890,071	659,705,890,071	480,784,452,807	480,784,452,807
TOTAL	**659,705,890,071**	**659,705,890,071**	**480,784,452,807**	**480,784,452,807**

(i) Short-term bank deposits in VND as at 31 December 2017 have terms ranging from more than 3 months to 1 year and earning interest rates ranging from 4.5% to 7.1% per annum (As at 31 December 2016: short-term bank deposits have terms ranging from more than 3 months to 1 year and earning interest rates ranging from 5.0% to 6.5% per annum).

Held-to-maturity investments as at 31 December 2017 include maintenance funds for handed-over apartments at real estate projects of the Group. Subsequently, these maintenance funds will be transferred to Building Management Boards.

7. TRADE RECEIVABLES AND ADVANCES TO SUPPLIERS

7.1 *Short-term trade receivables*

Currency: VND

	Ending balance	*Beginning balance*
Sale of inventory properties	3,614,086,042,849	1,973,699,838,278
Disposal of investments	1,118,410,842,439	367,694,692,439
Leasing activities and rendering related services	344,946,214,307	222,226,402,832
Rendering hospital services and related services	208,024,680,022	55,576,231,521
Rendering hotel services, amusement park services and related services	158,360,787,526	95,357,152,770
Construction and related services	157,958,584,857	301,559,823,132
Rendering of management services, real estate brokerage and related services	73,288,649,997	97,426,132,924
Other short-term receivables	69,384,648,921	57,222,501,919
TOTAL	**5,744,460,450,918**	**3,170,762,775,815**
In which:		
Short-term trade receivables from related parties (Note 36)	*135,043,603,890*	*11,319,259,495*
Provision for doubtful debts	(67,008,044,384)	(61,176,629,527)
Details of receivables which are more than 10% of total balance:		
Sale of inventory properties to a corporate counterparty	-	*616,434,941,286*
Disposal of an investment to a corporate counterparty	*100,000,000,000*	*331,000,000,000*
Disposal of other investments to another corporate counterparty	*981,716,150,000*	-

7.2 *Short-term advances to suppliers*

Short-term advances to suppliers as at 31 December 2017 mainly include advances to suppliers and construction contractors for developing real estate projects of the Group and purchasing other goods and services. In which, short-term advances to related parties are approximately VND92 billion (31 December 2016: VND19 billion) (Note 36).

As at 31 December 2017, the Group has made a provision for uncollectible advances of VND12 billion (31 December 2016: VND20 billion).

8. LOAN RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Current portion of long-term loans to customers and individuals	76,999,942,000	24,697,885,462
Loans to corporate counterparties (i)	7,607,239,886,536	1,831,835,225,564
Loans to related parties (Note 36)	-	1,367,725,527,787
TOTAL	**7,684,239,828,536**	**3,224,258,638,813**
Provision for doubtful loan receivables	(127,240,478,176)	(34,849,342,992)
Long-term		
Loans to customers	25,257,439,663	28,687,800,577
Loans to a corporate counterparty (ii)	320,768,843,417	55,000,000,000
In which: current portion of long-term loans to customers and individuals	*(76,999,942,000)*	*(24,697,885,462)*
TOTAL	**269,026,341,080**	**58,989,915,115**

(i) Balance as at 31 December 2017 comprises:

- Loan receivables of VND5,041 billion from a corporate counterparty with terms from 6 months to 12 months earning interest rates from 6% to 7% per annum. In which, a loan of VND4,491 billion is secured by shares of this corporate counterparty which are owned by individual shareholders; and asset ownership right derived from certain real-estate properties. Up to the date of this consolidated financial statements, the Group has collected all these loan receivables;
- Loan receivable of VND2,122 billion to a corporate counterparty which is unsecured, matured on 30 June 2018 and earning interest rate of 9% per annum. Up to the date of this consolidated financial statements, the Group has collected this loan receivable;
- Most of other loan receivables are unsecured.

(ii) Loan to a corporate counterparty which is unsecured and earning interest rate of 6.5% per annum.

9. OTHER RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Customers' advance collected by third party on behalf of the Group (i)	2,185,345,550,269	431,005,348,149
Interest on bank deposits, deposits and loans to others	974,465,191,355	1,042,244,561,460
Deposit for investment co-operation contracts (ii)	935,000,000,000	4,035,000,000,000
Guarantee deposits for project development, selling apartments and completing contracts	440,875,574,562	544,745,055,602
Receivables from former owners of subsidiaries	285,651,049,202	-
Guarantee deposit for interest obligation	110,646,740,053	102,353,130,605
Others	816,915,807,947	654,622,317,459
TOTAL	**5,748,899,913,388**	**6,809,970,413,275**
Provision for doubtful other short-term receivables	(312,027,720,377)	(62,885,538,299)
Long-term:		
Long-term deposits for outlet rentals	82,362,006,303	194,115,824,752
Guarantee deposit for bond obligation	120,190,140,000	120,190,140,000
Deposit for business co-operation contracts	73,366,827,000	73,366,827,000
Other receivables	18,699,134,999	18,843,910,330
TOTAL	**294,618,108,302**	**406,516,702,082**
In which:		
Other short-term receivables from related parties (Note 36)	-	*9,351,347,691*

(i) Balance as at 31 December 2017 represents the downpayment from customers under real estate sales and purchase agreements of the Group which are collected on behalf by a corporate counterparty in accordance with agreements among companies within the Group and this corporate counterparty.

(ii) Balance as at 31 December 2017 represents deposit receivable from a corporate counterparty which was guaranteed by shares of a financial institution which are owned by this corporate counterparty and other shareholders. This amount has been previously deposited for developing a potential real-estate project.

10. BAD DEBTS

Bad debts of the Group mainly include overdue trade receivables, loan principal receivables and interest receivables:

Currency: VND

	Ending balance		*Beginning balance*	
Debtor	*Cost*	*Recoverable amount*	*Cost*	*Recoverable amount*
Overdue receivables	706,325,250,704	315,510,885,885	356,097,494,477	211,425,150,317
Overdue loans receivables	161,077,828,534	33,837,350,358	99,537,848,254	64,688,505,262
TOTAL	**867,403,079,238**	**349,348,236,243**	**455,635,342,731**	**276,113,655,579**

Details of overdue receivables which account for more than 10% of total overdue receivables:

	Ending balance		*Beginning balance*	
Debtor	*Cost*	*Recoverable amount*	*Cost*	*Recoverable amount*
A corporate counterparty	*384,737,291,675*	*211,710,931,600*	-	-
Another corporate counterparty	*87,231,780,861*	*26,169,534,256*	*87,231,780,861*	*61,062,246,603*

Details of overdue receivables which have been written off as Management assesses that these receivables are irrecoverable:

	Ending balance		*Beginning balance*	
Debtor	*Cost*	*Recoverable amount*	*Cost*	*Recoverable amount*
Ocean Thang Long JSC	*41,098,537,541*	*41,098,537,541*	*41,098,537,541*	-
Trang Tien – Nha Trang Trading and Tourist Company Limited	*14,452,509,589*	*14,452,509,589*	*14,452,509,589*	-
Topcare Investment and Trading Company Limited	*10,468,046,036*	*10,468,046,036*	*10,468,046,036*	-
Others	*3,468,007,172*	*3,468,007,172*	*1,435,408,069*	-

11. INVENTORIES

Currency: VND

	Ending balance		*Beginning balance (Restated)*	
	Cost	*Provision*	*Cost*	*Provision*
Completed inventory properties	3,863,489,205,510	(130,480,925,010)	2,150,104,528,562	(13,837,803,985)
Inventory properties under construction	49,912,878,755,235	(105,024,042,158)	50,778,882,339,667	-
Raw materials	137,527,038,620	-	118,928,525,806	-
Inventories for hospital, supermarkets, hotel and retail outlets	2,326,880,062,920	(85,505,947,911)	2,097,927,277,737	(62,681,136,250)
Tools and equipment	49,091,010,055	-	58,283,018,424	-
Others	113,349,341,168	(23,389,307,344)	68,090,140,229	(20,476,521,306)
TOTAL	**56,403,215,413,508**	**(344,400,222,423)**	**55,272,215,830,425**	**(96,995,461,541)**

Details of inventories and associated rights used as collaterals for borrowings of the Group are disclosed in Note 26.

Detail movements of provision for obsolete inventories:

Currency: VND

	Ending balance	*Beginning balance*
Beginning balance	96,995,461,541	58,478,146,455
Add: Provision made during the year	344,400,222,423	96,995,461,541
Less: Utilisation and reversal of provision during the year	(96,995,461,541)	(58,478,146,455)
Ending balance	**344,400,222,423**	**96,995,461,541**

12. PREPAID EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Selling expenses related to apartments not yet handed over	2,752,756,498,957	1,718,749,696,667
Prepaid committed profit for villas under business co-operation contract and management program	1,103,598,553,390	639,882,103,856
Provisional corporate income tax	558,615,647,813	498,649,303,769
Tools and supplies	182,978,501,038	100,963,377,103
Others	160,794,920,957	164,780,231,761
TOTAL	**4,758,744,122,155**	**3,123,024,713,156**
Long-term:		
Prepaid land rental	1,252,345,408,910	852,344,458,259
Tools and supplies	1,185,836,974,586	1,137,285,673,676
Pre-operating expenditures	391,898,594,170	38,374,812,090
Others	231,869,099,246	224,706,789,135
TOTAL	**3,061,950,076,912**	**2,252,711,733,160**

13. OTHER ASSETS

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Deposits for investment purpose (i)	1,658,670,826,179	4,789,340,371,022
Others	307,927,445,627	222,330,521,597
TOTAL	**1,966,598,271,806**	**5,011,670,892,619**
Long-term:		
Deposits for investment purpose (ii)	7,115,047,177,440	-
TOTAL	**7,115,047,177,440**	**-**

(i) As at 31 December 2017, this comprises:

- An unsecured and non-interest deposit of VND819 billion to an individual for acquiring additional shares of an existing subsidiary of the Group. Up to the date of this consolidated financial statements, the deposit was fully collected by the Group; and

- A deposit of VND694 billion to a corporate counterparty under a principle agreement for the purpose of acquiring a potential real estate project.

(ii) As at 31 December 2017, this comprises:

- Deposits of VND1,115 billion to a corporate counterparty earning interest rate which is determined by 12-month interest paid in arrears VND saving rate of Joint Stock Commercial Bank for Foreign Trade of Vietnam, adjusted each 3-month. The deposit and interest will be used as settlement for 10% of contract value under detailed contracts between the Group and this corporate counterparty;

- An unsecured deposit of VND4,500 billion earning interest rate of 8.4% per annum during the deposit term to a corporate counterparty for the purpose of developing a potential real estate project; and

- An unsecured and non-interest deposit of VND1,500 billion to a corporate counterparty for the purpose of developing a potential real estate project.

14. TANGIBLE FIXED ASSETS

Currency: VND

	Buildings and structures	*Machinery and equipment*	*Means of transportation*	*Office equipment*	*Others*	*Total*
Cost:						
Beginning balance	**20,163,585,099,528**	**7,994,079,372,142**	**808,092,001,987**	**761,617,905,015**	**437,867,803,811**	**30,165,242,182,483**
Additions	9,114,117,330,346	3,523,938,611,380	402,960,252,924	265,668,723,114	149,042,310,709	13,455,727,228,473
In which:						
Newly purchased	-	*1,307,406,536,744*	*385,741,492,956*	*264,710,741,103*	*148,974,725,015*	*2,106,833,495,818*
Newly constructed	*8,293,255,416,444*	*1,905,232,483,470*	-	-	-	*10,198,487,899,914*
Acquisition of subsidiaries (Note 4)	*174,268,070,088*	*4,005,232,856*	*17,218,759,968*	*957,982,011*	*67,585,694*	*196,517,630,617*
Reclassified from investment properties (Note 16)	*645,006,954,952*	*150,832,605,138*	-	-	-	*795,839,560,090*
Reclassified	*(145,739,092,299)*	*145,739,092,299*	-	-	-	-
Other additions	*147,325,981,161*	*10,722,660,873*	-	-	-	*158,048,642,034*
Decreases	(2,173,695,229,472)	(383,770,213,836)	(59,054,370,104)	(138,778,249,971)	(20,088,671,457)	(2,775,386,734,840)
In which:						
Sold, disposal	*(61,450,522,046)*	*(72,708,406,797)*	*(38,874,173,014)*	*(21,240,994,808)*	*(1,048,138,784)*	*(195,322,235,449)*
Reclassified to investment properties (Note 16)	*(1,503,695,468,796)*	*(300,904,544,806)*	-	-	-	*(1,804,600,013,602)*
Disposal of subsidiaries	-	*(82,174,000)*	*(20,180,197,090)*	*(314,538,183)*	*(1,317,315,407)*	*(21,894,224,680)*
Other decreases	*(608,549,238,630)*	*(10,075,088,233)*	-	*(117,222,716,980)*	*(17,723,217,266)*	*(753,570,261,109)*
Ending balance	**27,104,007,200,402**	**11,134,247,769,686**	**1,151,997,884,807**	**888,508,378,158**	**566,821,443,063**	**40,845,582,676,116**
In which:						
Fully depreciated	26,074,365,392	129,202,804,364	23,459,276,964	58,394,034,146	30,479,443,711	267,609,924,577
Accumulated depreciation:						
Beginning balance	**1,616,911,680,860**	**1,835,868,696,152**	**245,762,811,666**	**232,610,672,531**	**167,266,444,681**	**4,098,420,305,890**
Additions	819,207,230,627	1,032,567,586,885	95,748,632,806	103,366,778,620	100,834,059,612	2,151,724,288,550
In which:						
Depreciation for the year	*773,640,860,161*	*997,609,143,772*	*95,748,632,806*	*103,366,778,620*	*100,834,059,612*	*2,071,199,474,971*
Reclassified from investment properties (Note 16)	*47,972,653,903*	*32,552,159,676*	-	-	-	*80,524,813,579*
Reclassified	*(2,406,283,437)*	*2,406,283,437*	-	-	-	-
Decreases	(169,303,701,274)	(128,171,978,637)	(31,615,063,400)	(46,744,388,215)	(2,260,128,668)	(378,095,260,194)
In which:						
Sold, disposal	*(10,383,268,757)*	*(34,773,012,865)*	*(23,055,533,376)*	*(9,475,776,132)*	*(170,190,994)*	*(77,857,782,124)*
Reclassified to investment properties (Note 16)	*(103,563,333,009)*	*(91,721,500,425)*	-	-	-	*(195,284,833,434)*
Disposal of subsidiaries	-	*(82,174,000)*	*(8,559,530,024)*	*(300,525,904)*	*(337,340,212)*	*(9,279,570,140)*
Other decreases	*(55,357,099,508)*	*(1,595,291,347)*	-	*(36,968,086,179)*	*(1,752,597,462)*	*(95,673,074,496)*
Ending balance	**2,266,815,210,213**	**2,740,264,304,400**	**309,896,381,072**	**289,233,062,936**	**265,840,375,625**	**5,872,049,334,246**
Net carrying amount:						
Beginning balance	18,546,673,418,668	6,158,210,675,990	562,329,190,321	529,007,232,484	270,601,359,130	26,066,821,876,593
Ending balance	24,837,191,990,189	8,393,983,465,286	842,101,503,735	599,275,315,222	300,981,067,438	34,973,533,341,870

Details of tangible fixed assets used as collaterals for borrowings and corporate bonds of the Group and third parties are disclosed in Note 26.

15. INTANGIBLE FIXED ASSETS

Currency: VND

	Indefinite land use rights	*Distribution right*	*Definite land use rights*	*E-commerce website*	*Computer software*	*Others (Restated)*	*Total*
Cost:							
Beginning balance	**37,127,969,964**	**112,320,981,723**	**192,715,386,072**	**298,496,910,815**	**467,784,641,316**	**65,186,117,874**	**1,173,632,007,764**
Additions	-	-	-	-	222,665,763,431	-	222,665,763,431
In which:							
Newly purchased	-	-	-	-	*222,665,763,431*	-	*222,665,763,431*
Decreases	-	(59,666,691,717)	-	(21,432,000,000)	(67,078,473,220)	(25,856,244,336)	(174,033,409,273)
In which:							
Sold, disposal	-	*(9,202,304,251)*	-	-	-	-	*(9,202,304,251)*
Other decreases	-	*(50,464,387,466)*	-	*(21,432,000,000)*	*(67,078,473,220)*	*(25,856,244,336)*	*(164,831,105,022)*
Ending balance	**37,127,969,964**	**52,654,290,006**	**192,715,386,072**	**277,064,910,815**	**623,371,931,527**	**39,329,873,538**	**1,222,264,361,922**
In which:							
Fully amortised	-	-	-	*219,027,034,678*	*146,249,509,343*	*2,156,057,702*	*367,432,601,723*
Accumulated amortisation:							
Beginning balance	-	**84,426,792,339**	**36,131,276,508**	**99,278,468,588**	**128,758,784,154**	**10,947,030,325**	**359,542,351,914**
Additions	-	15,426,647,605	6,481,753,667	144,968,058,704	83,056,482,501	6,475,375,585	256,408,318,062
In which:							
Amortisation for the year	-	*15,426,647,605*	*6,481,753,667*	*144,968,058,704*	*83,056,482,501*	*6,475,375,585*	*256,408,318,062*
Decreases	-	(47,199,149,938)	-	-	(15,723,073,854)	(7,174,744,425)	(70,096,968,217)
In which:							
Sold, disposal	-	*(4,327,295,092)*	-	-	-	-	*(4,327,295,092)*
Other decreases	-	*(42,871,854,846)*	-	-	*(15,723,073,854)*	*(7,174,744,425)*	*(65,769,673,125)*
Ending balance	-	**52,654,290,006**	**42,613,030,175**	**244,246,527,292**	**196,092,192,801**	**10,247,661,485**	**545,853,701,759**
Net carrying amount:							
Beginning balance	37,127,969,964	27,894,189,384	156,584,109,564	199,218,442,227	339,025,857,162	54,239,087,549	814,089,655,850
Ending balance	37,127,969,964	-	150,102,355,897	32,818,383,523	427,279,738,726	29,082,212,053	676,410,660,163

Details of intangible fixed assets used as collaterals for borrowings and corporate bonds of the Group are disclosed in Note 26.

16. INVESTMENT PROPERTIES

Currency: VND

	Land use rights	*Buildings and structures*	*Machinery and equipment*	*Total*
Cost:				
Beginning balance	**7,335,758,400,081**	**9,445,306,328,473**	**2,405,292,541,549**	**19,186,357,270,103**
Additions	577,308,232,372	2,874,414,615,447	832,280,989,833	4,284,003,837,652
In which:				
Newly purchased	*91,322,144,595*	*133,661,913,091*	-	*224,984,057,686*
Newly constructed	*59,249,642,671*	*1,373,250,731,897*	*531,376,445,027*	*1,963,876,819,595*
Acquisition of subsidiaries (Note 4)	*794,855,493*	*289,748,091,276*	-	*290,542,946,769*
Reclassified from tangible fixed assets (Note 14)	*425,941,589,613*	*1,077,753,879,183*	*300,904,544,806*	*1,804,600,013,602*
Decreases	(1,310,730,605,202)	(1,091,084,870,730)	(226,194,438,040)	(2,628,009,913,972)
In which:				
Sold, disposal	*(35,460,960,000)*	*(51,725,090,562)*	*(9,562,734,180)*	*(96,748,784,742)*
Disposal of subsidiaries	*(1,042,508,373,783)*	*(243,494,542,238)*	-	*(1,286,002,916,021)*
Reclassified to inventories	*(181,804,505,077)*	*(128,452,246,662)*	*(16,155,209,777)*	*(326,411,961,516)*
Reclassified to tangible fixed assets (Note 14)	*(50,956,766,342)*	*(594,050,188,610)*	*(150,832,605,138)*	*(795,839,560,090)*
Other decreases	-	*(73,362,802,658)*	*(49,643,888,945)*	*(123,006,691,603)*
Ending balance	**6,602,336,027,251**	**11,228,636,073,190**	**3,011,379,093,342**	**20,842,351,193,783**
Accumulated depreciation:				
Beginning balance	**314,606,592,146**	**825,328,195,518**	**684,295,185,948**	**1,824,229,973,612**
Additions	100,690,916,746	442,985,480,629	395,723,308,602	939,399,705,977
In which:				
Depreciation/amortisation for the year	*82,816,779,904*	*357,296,284,462*	*304,001,808,177*	*744,114,872,543*
Reclassified from tangible fixed assets (Note 14)	*17,874,136,842*	*85,689,196,167*	*91,721,500,425*	*195,284,833,434*
Decreases	(11,092,295,567)	(68,801,634,283)	(39,805,464,856)	(119,699,394,706)
In which:				
Sold, disposal	-	*(466,043,009)*	*(255,961,836)*	*(722,004,845)*
Disposal of subsidiaries	-	*(7,658,853,492)*	-	*(7,658,853,492)*
Reclassified to inventories	-	*(23,796,379,446)*	*(6,997,343,344)*	*(30,793,722,790)*
Reclassified to tangible fixed assets (Note 14)	*(11,092,295,567)*	*(36,880,358,336)*	*(32,552,159,676)*	*(80,524,813,579)*
Ending balance	**404,205,213,325**	**1,199,512,041,864**	**1,040,213,029,694**	**2,643,930,284,883**
Net carrying amount:				
Beginning balance	7,021,151,807,935	8,619,978,132,955	1,720,997,355,601	17,362,127,296,491
Ending balance	6,198,130,813,926	10,029,124,031,326	1,971,166,063,648	18,198,420,908,900

16. INVESTMENT PROPERTIES (continued)

Investment properties of the Group mainly include shopping malls owned and operated by the Group for providing leasing and related services.

As at 31 December 2017, the Group was in the process of determining the fair value of these investment properties.

Details of investment properties used as collaterals for borrowings and corporate bonds of the Group are presented in Note 26.

Revenue and expenses relating to investment properties are presented in Note 29.2.

17. CAPITALISED BORROWING COSTS

During the year, the Group capitalised borrowing costs with an amount of VND1,036 billion (for the year ended 31 December 2016: VND1,087 billion). These costs related to specific and general borrowings obtained to finance the real estate projects of the Group.

The capitalised borrowing costs in relation to the general borrowings are determined by applying a capitalisation rate of 9.43% per annum (for the year ended 31 December 2016: 9.74% per annum) on the accumulated weighted average expenditures of the real estate projects. The capitalisation rate used is the weighted average of the borrowing rates applicable to the borrowings of the Group that are outstanding during the year.

18. CONSTRUCTION IN PROGRESS

Currency: VND

Projects	*Ending balance*	*Beginning balance (Restated)*
Can Gio urban area project	12,273,714,689,320	12,243,684,937,843
Vinhomes Central Park project	2,642,045,375,209	3,929,866,564,685
Vinhomes Metropolis project	1,581,236,366,722	3,518,540,132,293
Gia Lam urban area project	1,566,673,525,805	108,044,747,462
Vinhomes Golden River project	1,321,716,493,173	533,896,719,755
Agricultural projects	1,180,726,564,843	1,276,545,915,977
Vinhomes Smart City project	1,118,860,549,445	989,138,707,862
Vinhomes Melodia project	869,446,057,339	823,768,956,046
Co Loa project	706,146,938,493	44,292,427,562
Vinhomes Cau Rao 2 project	700,172,268,056	-
Vinfast project	685,023,176,672	-
Vinpearl Hoi An Southern project	710,392,064,844	-
Vinmec Hospital project	646,470,735,470	499,261,077,964
Tien Phong Flower Village project	636,545,018,848	-
Con Au golf course project, Can Tho	601,844,855,723	456,273,969,231
Vincom Thanh Hoa project	586,292,767,938	116,648,455,745
Vinpearlland amusement park projects	1,918,864,883,095	639,686,691,498
Vincom Hung Vuong project, Hue	477,338,918,308	185,547,295,582
Vinpearl Cua Sot project	-	80,314,018,516
Vinhomes Skylake project	428,837,554,802	-
Vinhomes Star project	426,501,750,131	423,119,239,394
Vinpearl Quy Nhon project	414,924,862,649	413,960,206,942
Vinhomes Imperia Hai Phong project	378,159,192,398	1,130,454,940,277
International passenger port project	364,512,528,297	254,586,113,776
Golf and Spa areas Vinpearl Nha Trang projects	304,514,286,800	546,856,749,478
Vincom Quang Binh project	295,232,966,763	79,922,045,343
Vu Yen island eco-urban area project	296,738,973,259	901,924,230,619
Lang Van project	271,117,951,582	269,546,570,195
Vinhomes Green Bay project	266,228,592,019	87,901,749,375
Vincom Tay Ninh project	255,261,897,829	34,526,928,419
Vinpearl Hoi An project	-	192,334,811,149
Vinpearl Beach Front Condotel project	239,801,405,819	-
Vinhomes Riverside - The Harmony project	247,632,049,160	-
Hon Mot project	235,543,778,539	230,209,993,419
Vincom Plaza Suoi Hoa, Bac Ninh project	234,926,380,939	292,944,453,570
Vincom Ha Nam project	217,685,076,583	81,799,536,519
Maximark supermarket chains project	128,746,631,423	173,679,009,391
Southern Star project	189,461,963,039	189,272,511,069
Vincom Son La project	172,796,852,936	13,985,448,991
Vinpearl Phu Quoc project	171,682,130,746	229,381,668,929
Vinpearl Empire Condotel project	144,584,162,905	139,354,536,405
Vincom Lang Son project	171,152,826,356	46,830,447,487
Times Garden Ha Long project	143,865,288,978	42,171,335,715
Vinmart and Vinmart+ supermarket chains project	100,471,040,773	181,263,354,228
Vinpearl Cua Hoi project	90,792,873,500	140,876,937,416
Giang Vo project	70,871,783,274	49,735,587,160
Vinhomes Gardenia project	38,909,817,094	310,114,974,026
Vincom Ha Tinh project	-	330,725,763,495
Vincom Vinh Long project	-	262,530,998,697
Times City Park Hill project	-	203,234,960,766
Tay Ho View project	-	169,954,400,993
Vincom Plaza Tra Vinh project	-	139,556,964,057
Vincom Plaza Hau Giang project	-	115,769,011,486
Nam Long project	-	104,000,000,000
Other projects	967,672,413,700	1,001,391,488,571
TOTAL	**37,492,138,281,596**	**34,229,427,585,378**

Construction in progress used as collaterals for borrowings and corporate bonds of the Group and third parties are disclosed in Note 26.

19. LONG-TERM INVESTMENTS

19.1 Investment in associates and other entities

Currency: VND

	Note	*Ending balance*	*Beginning balance (Restated)*
Investment in associates	19.1.1	2,439,624,600,795	1,730,283,476,020
Investments in other entities	19.1.2	2,176,543,861,811	1,616,241,288,531
Provision for diminution of long-term investments		(50,382,547,589)	(56,192,900,196)
TOTAL		**4,565,785,915,017**	**3,290,331,864,355**

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in associates and other entities (continued)

19.1.1 Investment in associates

Currency: VND

	Beginning balance (Restated)	*Additional investment during the year*	*Share of profit/(loss) from associates*	*Diminution of investment*	*Dividend received*	*Ending balance*
Truong Thanh Furniture Corporation (i)	232,999,777,446	-	-	(232,999,777,446)	-	-
Vinaconex Water Supply JSC ("Viwasupco JSC") (ii)	872,488,610,366	-	52,960,983,605	(892,749,593,971)	(32,700,000,000)	-
Phu Quoc Tourism JSC (iii)	492,139,241,524	1,905,000,000,000	(10,063,517,095)	-	-	2,387,075,724,429
Nha Trang Port JSC (iv)	80,262,801,920	-	1,026,329,485	(81,289,131,405)	-	-
Hanoi Breeds JSC	47,654,104,725	-	134,159,176	-	-	47,788,263,901
Vietnam Book Printing JSC	4,738,940,039	-	342,972,426	-	(321,300,000)	4,760,612,465
TOTAL	**1,730,283,476,020**	**1,905,000,000,000**	**44,400,927,597**	**(1,207,038,502,822)**	**(33,021,300,000)**	**2,439,624,600,795**

(i) In March and April 2017, the Group disposed 29.9% shares of Truong Thanh Furniture Corporation. Thereby, Truong Thanh Furniture Corporation is no longer an associate of the Group. Gain from the disposal with an amount of VND80 billion was recognised in the consolidated income statement;

(ii) On 1 September 2017, the Group disposed all shares of Viwasupco JSC. Thereby, Viwasupco JSC is no longer an associate of the Group;

(iii) In 2017, the Group acquired 190,500,000 shares issued by Phu Quoc Tourism JSC to increase charter capital with total consideration of VND1,905 billion. Thereby, the voting right of the Group in Phu Quoc Tourism JSC remained unchanged; and

(iv) On 5 September 2017, the Group acquired 13,500,000 shares of Nha Trang Port JSC and the voting right of the Group in Nha Trang Port JSC increased to 85.55%. Thereby, Nha Trang Port JSC became a subsidiary of the Group (Note 4).

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in associates and other entities (continued)

19.1.1 Investment in associates (continued)

Details of these associates and the voting rights held by the Group as at 31 December 2017 are as follows:

No	*Name*	*Voting rights (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
1	Hanoi Breeds JSC	37.63	22.52	No.77 Le Hong Phong, Nguyen Trai street, Ha Dong district, Hanoi	Cattle breeding
2	Vietnam Book Printing JSC	35.00	22.86	No.22B, Hai Ba Trung street, Trang Tien ward, Hoan Kiem district, Hanoi	Trading books and related items and lease offices
3	Phu Quoc Tourism JSC	30.00	29.89	Bai Dai area, Ganh Dau commune, Phu Quoc district, Kien Giang province	Providing short–stay services

	Number of shares	
Name	*Ending balance*	*Beginning balance*
Hanoi Breeds JSC	677,306	677,306
Vietnam Book Printing JSC	297,500	297,500
Phu Quoc Tourism JSC	225,000,000	34,500,000
Viwasupco JSC	-	21,800,000
Nha Trang Port JSC	-	7,492,240
Truong Thanh Furniture Corporation	-	43,233,000

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in associates and other entities (continued)

19.1.2 Investment in other entities

Details of other long-term investments of the Group as at 31 December 2017 are disclosed as follows:

	Ending balance				*Beginning balance (Restated)*			
	Number of shares	*Voting right (%)*	*Cost (VND)*	*Provision (VND)*	*Number of shares*	*Voting right (%)*	*Cost (VND)*	*Provision (VND)*
Thanh Nien Media JSC	400,000	3.87	12,400,000,000	-	400,000	3.87	12,400,000,000	-
Thuan Phong Energy Development JSC	-	-	-	-	300,000	3.00	3,000,000,000	-
Vinatextmart JSC (iii)	50,000,000	10.00	552,395,000,000	-	50,000,000	10.00	552,395,000,000	-
Kim Ngoc Joint Venture LLC	(i)	15.20	17,467,729,348	(9,125,891,479)	(i)	15.20	17,467,729,348	-
Vien Dong Pearl LLC	(i)	9.62	521,071,699,183	-	(i)	9.62	521,071,699,183	-
M.Y.M JSC	6,080,000	19.00	45,469,660,000	(41,256,656,110)	5,700,000	19.00	41,669,660,000	-
Viwaco JSC	-	-	-	-	1,201,800	15.02	24,487,200,000	-
Vinhomes Management JSC (ii)		18.60	1,013,750,570,893	-	(i)	12.50	443,750,000,000	(56,192,900,196)
Van Phong Port LLC	(i)	15.00	13,989,202,387	-	-	-	-	-
TOTAL			**2,176,543,861,811**	**(50,382,547,589)**			**1,616,241,288,531**	**(56,192,900,196)**

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in associates and other entities (continued)

19.1.2 Investment in other entities (continued)

(i) These are limited liabilities companies;

(ii) In May and August 2017, Vinhomes 1 LLC and Vinhomes 2 LLC were merged into Vinhomes Management JSC. Thereby, the Group's equity interest in Vinhomes Management JSC increased to 18.6% as disclosed in Note 4;

(iii) As at 31 December 2017, the fair value of this investment is VND556.5 billion.

The fair value of other investments were not determined in the absence of necessary information.

19.2 Held-to-maturity investment

Currency: VND

	Ending balance	*Beginning balance*
Long-term deposits (i)	1,830,000,000,000	-
Long-term bonds (ii)	90,000,000,000	70,000,000,000
TOTAL	**1,920,000,000,000**	**70,000,000,000**

(i) This comprises bank deposits in VND with terms of 3 years earning interest rate of 7.1% per annum.

(ii) Balance as at 31 December 2017 includes long-term bonds issued by commercial banks with term of 10 years earning interest rates ranging from 7.57% to 8% per annum.

20. GOODWILL

Currency: VND

Goodwill on acquisition of subsidiaries	Cost				Accumulated amortisation				Net carrying amount	
	Beginning balance (Restated)	Additions	Disposed	Ending balance	Beginning balance	Amortisation	Disposed	Ending balance	Beginning balance	Ending balance
Hanoi Southern JSC	2,246,022,053,759	-	-	2,246,022,053,759	1,127,149,041,384	224,114,947,680	-	1,351,263,989,064	1,118,873,012,375	894,758,064,695
PFV JSC	567,441,137,177	-	-	567,441,137,177	293,927,829,405	53,834,961,099	-	347,762,790,504	273,513,307,772	219,678,346,673
Sai Dong JSC	2,251,823,291,311	-	-	2,251,823,291,311	807,375,302,313	224,175,554,161	-	1,031,550,856,474	1,444,447,988,998	1,220,272,434,837
Royal City JSC	1,262,707,762,179	-	(30,656,010,788)	1,232,051,751,391	665,112,374,580	126,206,861,830	(17,700,622,206)	773,618,614,204	597,595,387,599	458,433,137,187
Vinpearl Danang LLC (ii)	208,586,514,194	-	-	208,586,514,194	128,631,690,993	24,991,434,161	-	153,623,125,154	79,954,823,201	54,963,389,040
Tan Lien Phat JSC	494,880,330,007	-	(2,963,622,923)	491,916,707,084	103,253,504,041	49,516,013,916	(712,198,104)	152,057,319,853	391,626,825,966	339,859,387,231
Vincom Construction 1 LLC	20,000,000,000	-	-	20,000,000,000	6,003,649,635	1,998,175,182	-	8,001,824,817	13,996,350,365	11,998,175,183
Vincommerce JSC	328,706,927,483	-	(8,449,479,382)	320,257,448,101	81,191,580,522	32,354,505,511	(2,379,092,342)	111,166,993,691	247,515,346,961	209,090,454,410
Khanh Gia Investment Trading Services LLC	214,714,616,533	-	(92,182,661,002)	122,531,955,531	44,000,900,948	21,514,150,609	(21,212,670,848)	44,302,380,709	170,713,715,585	78,229,574,822
Vinatextmart LLC	17,075,684,954	-	(438,934,004)	16,636,750,950	3,489,491,811	1,689,292,265	(106,924,587)	5,071,859,489	13,586,193,143	11,564,891,461
An Phong JSC (i)	480,340,849,596	-	(206,223,024,863)	274,117,824,733	55,168,411,886	49,681,045,651	(28,884,612,200)	75,964,845,337	425,172,437,710	198,152,979,396
Hoang Lan LLC	18,942,936,598	-	(797,729,232)	18,145,207,366	1,726,326,734	1,892,219,994	(97,211,616)	3,521,335,112	17,216,609,864	14,623,872,254
Hoa Hong Vang LLC	12,602,352,813	-	(530,713,133)	12,071,639,680	1,155,388,121	1,258,855,713	(65,061,349)	2,349,182,485	11,446,964,692	9,722,457,195
Savina JSC	11,097,192,653	-	-	11,097,192,653	1,422,940,144	2,085,835,954	-	3,508,776,098	9,674,252,509	7,588,416,555
Ecology JSC	322,419,360,569	-	-	322,419,360,569	1,579,110,933	32,215,457,599	-	33,794,568,532	320,840,249,636	288,624,792,037
Phu Gia JSC	34,561,278,264	-	-	34,561,278,264	398,397,030	3,453,289,506	-	3,851,686,536	34,162,881,234	30,709,591,728
Vietnam Investment JSC	246,843,055,863	-	-	246,843,055,863	1,212,135,061	24,664,033,778	-	25,876,168,839	245,630,920,802	220,966,887,024
Vicentra JSC	182,145,086,601	-	-	182,145,086,601	3,062,824,755	18,214,508,660	-	21,277,333,415	179,082,261,846	160,867,753,186
Nha Trang Port JSC (iii)	-	11,056,322,262	-	11,056,322,262	-	513,347,426	-	513,347,426	-	10,542,974,836
Co.Co International Ltd (iii)	-	190,318,750,552	-	190,318,750,552	-	2,813,362,313	-	2,813,362,313	-	187,505,388,239
Other subsidiaries	42,336,588,503	-	(13,923,505,242)	28,413,083,261	17,623,317,187	3,874,856,504	(5,463,137,634)	16,035,036,057	24,713,271,316	12,378,047,204
TOTAL	**8,963,247,019,057**	**201,375,072,814**	**(356,165,680,569)**	**8,808,456,411,302**	**3,343,484,217,483**	**901,062,709,512**	**(76,621,530,886)**	**4,167,925,396,109**	**5,619,762,801,574**	**4,640,531,015,193**

(i) In 2017, An Phong JSC was merged into South Vincom Retail LLC, which is another subsidiary of the Group;

(ii) In 2017, Vinpearl Danang LLC was merged into Vinpearl JSC, which is another subsidiary of the Group; and

(iii) The goodwill has arisen from business combinations during the year as presented in Note 4.

21. TRADE PAYABLES AND ADVANCES FROM CUSTOMERS

21.1 *Short-term trade payables*

Currency: VND

	Balance (Amount payable)	
	Ending balance	*Beginning balance*
Trade payables to suppliers	8,240,916,817,514	6,452,935,402,714
- *Payables to a corporate counterparty*	*203,302,654,454*	*675,403,553,352*
- *Trade payables to others*	*8,037,614,163,060*	*5,777,531,849,362*
Payables to related parties (Note 36)	4,543,547,368	5,218,835,859
TOTAL	**8,245,460,364,882**	**6,458,154,238,573**

21.2 *Advances from customers*

Currency: VND

	Ending balance	*Beginning balance*
Downpayment from customers under real estate sale and purchase agreements	54,119,899,720,605	46,746,483,533,640
Advance from customers under general construction contracts	413,809,440,185	539,215,154,107
Advance from customers for restaurant and hospitality services	189,563,627,301	151,314,538,506
Advance from customers for healthcare services	31,810,932,023	51,211,161,868
Advance from customers for retail trading	17,639,165,277	22,912,607,823
Advance from customers for educational services and others	49,711,755,388	26,143,872,704
TOTAL	**54,822,434,640,779**	**47,537,280,868,648**

22. STATUTORY OBLIGATIONS

Currency: VND

	Beginning balance	*Payables for the year*	*Payment made in the year*	*Ending balance*
Payables				
Value added tax	519,145,453,004	4,265,194,639,762	(4,479,011,339,134)	305,328,753,632
Corporate income tax	1,279,432,234,001	3,926,298,110,828	(3,890,618,182,474)	1,315,112,162,355
Personal income tax	65,955,384,490	967,703,664,516	(942,609,479,683)	91,049,569,323
Land use fee and land rental fee	5,474,528,647,601	1,681,309,782,456	(4,014,056,728,064)	3,141,781,701,993
Other taxes	27,485,214,645	260,495,946,647	(208,148,111,934)	79,833,049,358
TOTAL	**7,366,546,933,741**	**11,101,002,144,209**	**(13,534,443,841,289)**	**4,933,105,236,661**

	Beginning balance	*Payables for the year*	*Payment made in the year*	*Ending balance*
Receivables				
Overpayment of corporate income tax	45,050,552,224	166,106,490,796	(9,302,188,877)	201,854,854,143
Other taxes	66,406,983,184	8,330,654,303	(62,914,110,831)	11,823,526,656
TOTAL	**111,457,535,408**	**174,437,145,099**	**(72,216,299,708)**	**213,678,380,799**

23. SHORT-TERM ACCRUED EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Interests expense	2,122,242,028,100	1,205,242,481,968
Construction costs	6,256,615,957,532	5,825,575,368,830
Commission fee	722,467,081,354	424,588,008,516
Committed profit under business co-operation contracts and villas management program	622,556,069,584	299,083,263,076
Other accrued expenses	692,715,406,823	699,772,761,485
TOTAL	**10,416,596,543,393**	**8,454,261,883,875**
In which:		
Short-term accrued expenses due to related parties (Note 36)	*13,868,302,069*	*351,047,955,645*

24. UNEARNED REVENUE

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Villas leasing management services	609,257,787,507	281,220,641,246
Education services	682,776,358,364	374,544,782,280
Customer loyalty program - Vingroup Card	262,847,850,899	122,751,293,234
Hospitality and entertainment services	92,362,235,975	284,235,383,964
Office leasing	16,576,272,128	24,775,727,931
Other unearned revenue	91,610,971,663	51,310,830,403
TOTAL	**1,755,431,476,536**	**1,138,838,659,058**
Long-term:		
Villas leasing management services	5,459,695,246,103	2,286,854,496,566
Office leasing	25,698,532,007	57,194,087,287
Other unearned revenue	49,965,584,668	45,715,997,629
TOTAL	**5,535,359,362,778**	**2,389,764,581,482**
In which:		
Unearned revenue from related parties (Note 36)	*70,705,898,141*	*81,871,768,284*

25. OTHER PAYABLES

25.1 Other short-term payables

Currency: VND

	Ending balance	*Beginning balance*
Payables under deposits, loans and other agreements related to real estate projects	17,634,848,595,573	16,724,175,440,632
Deposits for investment purpose (i)	3,273,198,353,531	2,270,266,929,290
Collection on behalf	1,512,939,781,432	67,703,284,120
Apartment maintenance fund held on behalf of customers	1,140,662,807,063	490,190,298,633
Deposits by tenants to be refunded within the next 12 months (Note 25.2)	184,697,274,921	142,961,783,374
Payable under business co-operation contract	116,720,664,690	-
Payable to customers due to cancellation of contracts	44,714,739,981	78,482,282,119
Dividend payable	-	385,018,955,101
Others	553,140,200,939	309,757,882,527
	24,460,922,418,130	**20,468,556,855,796**
In which:		
Other short-term payables to related parties (Note 36)	*299,916,673,750*	*705,412,887,222*

(i) Ending balance as at 31 December 2017 comprises of:

- Deposits of VND1,487 billion from corporate counterparties and individuals to acquire shares in a number of investments owned by the Group. Up to the date of these consolidated financial statements, the Group has settled some of these deposits with an amount of VND961 billion;
- Deposits of VND989 billion from a corporate counterparty to guarantee obligation under a business cooperation contract with existing subsidiaries of the Group ;
- A deposit of VND450 billion from a corporate counterparty under a business cooperation contract with the Company in order to develop a real-estate project; and
- A deposit of VND275 billion from a corporate counterparty to acquire shares of an entity which is a long-term investment of the Group.

25.2 Other long-term liabilities

Currency: VND

	Ending balance	*Beginning balance*
Deposits from tenants	878,583,397,934	747,240,797,624
In which: Deposits from tenants to be refunded within the next 12 months (Note 25.1)	*(184,697,274,921)*	*(142,961,783,374)*
Others	18,864,725,041	35,840,036,692
TOTAL	**712,750,848,054**	**640,119,050,942**

26. LOANS AND DEBTS

26.1 *Short-term loans*

Currency: VND

		Beginning balance		*Movement during the year*		*Ending balance*	
	Notes	*Carrying value*	*Payable amount*	*Increase*	*Decrease*	*Carrying value*	*Payable amount*
Current portion of long-term loans from banks	26.2.1	873,470,632,184	873,470,632,184	3,356,492,983,280	(873,470,632,185)	3,356,492,983,279	3,356,492,983,279
Current portion of corporate bonds	26.2.2	3,973,682,722,225	3,973,682,722,225	7,336,142,817,320	(4,000,000,000,000)	7,309,825,539,545	7,309,825,539,545
Short-term loans from banks	26.1.1	743,498,805,225	743,498,805,225	5,053,455,438,163	(3,411,304,708,842)	2,385,649,534,546	2,385,649,534,546
Others	26.1.2	-	-	9,447,000,000,000	(4,358,000,000,000)	5,089,000,000,000	5,089,000,000,000
TOTAL		**5,590,652,159,634**	**5,590,652,159,634**	**25,193,091,238,763**	**(12,642,775,341,027)**	**18,140,968,057,370**	**18,140,968,057,370**

26. LOANS AND DEBTS (continued)

26.1 Short-term loans (continued)

26.1.1 Short-term loans from banks

Details of short-term loans from banks are presented as below:

	Ending balance				
Lender	*Original currency*	*VND*	*Maturity date*	*Interest rate*	*Collateral*
Joint Stock Commercial Bank for Foreign Trade of Vietnam	13,687,679 EUR	373,172,656,472	From April 2018 to December 2018	3.8% per annum	(i)
		299,904,466,590	From January 2018 to February 2018	6.5% per annum	
Vietnam Technological and Commercial Joint Stock Bank	6,914,661 EUR	191,121,220,642	From January 2018 to October 2018	3.8% per annum	(i)
	465,738 USD	10,593,211,265	From Jan 2018 to May 2018	3.5% per annum	
	2,095,166 USD	47,717,420,909	From March 2018 to October 2018	5% per annum	
Joint Stock Commercial Bank for Investment and Development of Vietnam		496,554,691,624	From January 2018 to April 2018	From 6.1% to 6.5% per annum	(i)
Tien Phong Commercial Joint Stock Bank		274,991,187,839	From February 2018 to March 2018	6.6% per annum	(i)
Vietnam Prosperity Joint Stock Commercial Bank		621,798,542,444	From January 2018 to April 2018	From 6% to 6.3% per annum	(ii)
Maybank Vietnam		69,796,136,761	February 2018	6.5% per annum	(i)
TOTAL		**2,385,649,534,546**			

(i) These loans are unsecured; and

(ii) This loan is secured by a number of shares of a subsidiary owned by the Company.

26.1.2 Other short-term loans

Ending balance as at 31 December 2017 comprises of:

- Unsecured loans from a corporate counterparty with an amount of VND5,041 billion bearing interest rate at 7% per annum. These loans will mature from April 2018 to December 2018; and
- An unsecured loan with an mount of VND48 billion from an individual bearing interest rate at 6% per annum will mature in May 2018.

26. LOANS AND DEBTS (continued)

26.2 Long-term loans

Currency: VND

	Notes	*Beginning balance*		*Movement during the year*		*Ending balance*	
		Carrying value	*Payable amount*	*Increase*	*Decrease*	*Carrying value*	*Payable amount*
Long-term loans from banks	26.2.1	10,383,219,417,884	10,383,219,417,884	397,279,162,042	(2,865,655,030,761)	7,914,843,549,165	7,914,843,549,165
Convertible loans		449,616,637,420	449,616,637,420	2,490,190,350	(452,106,827,770)	-	-
Corporate bonds	26.2.2	23,335,990,548,299	23,335,990,548,299	16,455,589,711,999	(16,486,897,912,419)	23,304,682,347,879	23,304,682,347,879
TOTAL		**34,168,826,603,603**	**34,168,826,603,603**	**16,855,359,064,391**	**(19,804,659,770,950)**	**31,219,525,897,044**	**31,219,525,897,044**

26. LOANS AND DEBTS (continued)

26.2 *Long-term loans* (continued)

26.2.1 *Long-term loans from banks*

Details of long-term loans are presented as below:

Lender	*Ending balance* *USD*	*VND*	*Maturity date*	*Interest rate*	*Collateral*
Joint Stock Commercial Bank for Foreign Trade of Vietnam		2,359,540,302,158	From January 2018 to October 2025	12-month interest paid in arrears VND saving rate for individual (+) 3% to 3.5% per annum; 7.8% per annum	(i)
In which: current portion		*(1,477,617,983,279)*			
Vietnam Joint Stock Commercial Bank for Industry and Trade		855,800,000,000	November 2018	12-month interest paid in arrears VND saving rate for individual (+) 3.5% per annum	(ii)
In which: current portion		*(855,800,000,000)*			
Joint Stock Commercial Bank for Investment and Development of Vietnam		197,232,109,983	December 2024	12-month interest paid in arrears VND saving rate for individual (+) 2% per annum	(iii)
Vietnam Technological and Commercial Joint Stock Bank		1,213,565,229,651	January 2021	10% per annum for the first period, for subsequent periods, 12-month interest paid in arrears VND saving rate for individual (+) 3.33% per annum	(iv)
Syndicated loan	300,000,000	6,645,198,890,652	From January 2018 to July 2021	3-month LIBOR (+) 5% per annum	(v)
In which: current portion		*(1,023,075,000,000)*			
TOTAL		**7,914,843,549,165**			
In which:					
Long-term loans		*11,271,336,532,444*			
Current portion		*(3,356,492,983,279)*			

26. LOANS AND DEBTS (continued)

26.2 Long-term loans (continued)

26.2.1 Long-term loans from banks (continued)

(i) Loans from Joint Stock Commercial Bank for Foreign Trade of Vietnam

These loans are secured by the land use rights and assets attached to the land of Vinhomes Central Park project; a part of assets and rights to receive the insurance benefit according to insurance contracts related to Vinpearl Ha Long Luxury Resort; the greenhouses, irrigation systems, machineries and equipments of VinEco Hai Phong farm project, VinEco Long Thanh farm project and a number of shares of the Company owned by individuals.

(ii) Loans from Vietnam Joint Stock Commercial Bank for Industry and Trade

These loans are secured by land use rights and assets attached on land of Landmark 81 Tower (except apartment component) formed in the future, receivable rights of some apartment buildings in Vinhomes Central Park project.

(iii) Loans from Joint Stock Commercial Bank for Investment and Development of Vietnam

This loan is secured by Vinmec International General Hospital in Nha Trang.

(iv) Vietnam Technological and Commercial Joint Stock Bank

This loan is secured by a number of shares of a subsidiary owned by other subsidiary and a portion of capital contribution of a subsidiary in another subsidiary.

(v) Syndicated loan

This loan is from Credit Suisse AG – Singapore Branch, Industrial and Commercial Bank of China, Maybank International – Labuan Branch and Taipei Fubon Commercial Bank – Foreign Branch with total principal of USD300 million, disbursed on 11 July 2016 and 8 September 2016. This loan is secured by a number of ordinary shares of certain subsidiaries in the Group.

26.2.2 Corporate bonds

Currency: VND

	Ending balance	*Beginning balance*
Domestic corporate bonds	30,614,507,887,424	27,309,673,270,524
In which: current portion of domestic corporate bonds	*(7,309,825,539,545)*	*(3,973,682,722,225)*
TOTAL	**23,304,682,347,879**	**23,335,990,548,299**

26. LOANS AND DEBTS (continued)

26.2 *Long-term loans* (continued)

26.2.2 *Corporate bonds* (continued)

Domestic corporate bonds

Currency: VND

Underwriter	*Ending balance*	*Maturity date*	*Interest rate*	*Collaterals*
Vietnam Bank for Industry and Trade Securities Joint Stock Company	5,787,277,777,830	From June 2018 to March 2022	12-month interest paid-in-arrears VND saving rates (+) 3% per annum; 8.1% per annum	(i)
In which: current portion	*(2,797,608,333,330)*			
Techcom Securities Company Limited	21,932,706,014,490	From November 2018 to February 2026	12-month interest paid-in-arrears VND saving rates (+) 3.5% - 5% per annum; and from 7.75% per annum to 10.5% per annum	(ii)
In which: current portion	*(1,991,531,166,667)*			
Vietcombank Securities Company Limited	2,295,686,039,548	October 2018	12-month interest paid-in-arrears VND saving rates (+) 3% per annum	(iii)
In which: current portion	*(2,295,686,039,548)*			
FPT Securities Joint Stock Company	598,838,055,556	From July 2018 to July 2019	10% per annum	(iv)
In which: current portion	(225,000,000,000)			
TOTAL	**23,304,682,347,879**			
In which:				
Long-term bonds	*30,614,507,887,424*			
Current portion of long-term bonds	*(7,309,825,539,545)*			

26. LOANS AND DEBTS (continued)

26.2 *Long-term loans* (continued)

26.2.2 *Corporate bonds* (continued)

Domestic corporate bonds (continued)

(i) These bonds are secured by a portion of the shopping malls of Vincom Ba Trieu and Vincom Center Long Bien; the land use rights and assets attached to the land of Vincom Mega Mall Thao Dien, Vincom Plaza Ngo Quyen – Da Nang and assets attached to the land of Vincom Center Pham Ngoc Thach, Vincom Plaza Thu Duc, Vincom Plaza Ha Long. These shopping malls are owned by North Vincom Retail LLC and South Vincom Retail LLC, subsidiaries.

(ii) These bonds are secured by the entire project "Vinpearlland Amusement Park" except for the Vietnamese pagoda model area of Vinpearl Amusement Park project, Vinpearl Nha Trang Resort 5-star hotel, a number of shares of a subsidiary owned by another subsidiary, a portion of Vincom Dong Khoi Building, which is owned by subsidiaries; the capital contribution capital of the Company in a subsidiary; the payment is guaranteed by a trust fund of the Asian Development Bank through an agreement secured by shares of certain subsidiaries.

(iii) This bond is secured by a portion of land use rights, machineries, equipment of Vinpearl Nha Trang Bay Resort & Villas project and Vinpearl Premium Golf Land project.

(iv) This bond is secured by a number of shares of a subsidiary owned by Company.

27. SHORT-TERM PROVISION

Currency: VND

	Ending balance	*Beginning balance*
Warranty provision	169,598,159,859	127,414,378,407
Others	5,804,006,578	67,641,416,970
TOTAL	**175,402,166,437**	**195,055,795,377**

28. OWNERS' EQUITY

28.1 *Increase and decrease in owners' equity*

Currency: VND

	Issued share capital	*Share premium*	*Treasury shares*	*Other funds belonging to owners' equity*	*Undistributed earnings*	*Non-controlling interest (i)*	*Total*
Previous year							
Beginning balance	18,681,880,870,000	5,798,727,464,308	(2,974,924,074,484)	27,845,114,930	1,571,190,449,441	14,480,205,072,598	37,584,924,896,793
- Bonus issue	4,844,731,620,000	(4,844,731,620,000)	-	-	-	-	-
- Net profit for the year	-	-	-	-	3,384,588,126,613	1,073,557,030,509	4,458,145,157,122
- Conversion of bonds	716,667,640,000	1,485,854,312,538	-	-	-	-	2,202,521,952,538
- Distribution to other funds	-	-	-	5,000,000,000	(5,000,000,000)	-	-
- Stock dividends	2,133,799,410,000	-	-	-	(2,133,799,410,000)	-	-
- Capital contribution by non-controlling interest	-	-	-	-	-	1,400,346,395,000	1,400,346,395,000
- Acquisition of new subsidiaries	-	-	-	-	(23,825,982,181)	6,989,928,823,413	6,966,102,841,232
- Step-up acquisition of equity interest in existing subsidiaries	-	-	-	-	(1,360,145,951,101)	(2,646,722,525,621)	(4,006,868,476,722)
- Partial disposal of equity interest in existing subsidiaries without loss of control	-	65,109,580,602	-	-	454,415,285,297	560,747,117,687	1,080,271,983,586
- Disposal of subsidiaries	-	-	-	-	-	554,200,042,135	554,200,042,135
- Dividend declared to non-controlling interest	-	-	-	-	-	(1,948,473,636,171)	(1,948,473,636,171)
Ending balance (*Restated*)	**26,377,079,540,000**	**2,504,959,737,448**	**(2,974,924,074,484)**	**32,845,114,930**	**1,887,422,518,069**	**20,463,788,319,550**	**48,291,171,155,513**
Current year							
Beginning balance (*Restated*)	26,377,079,540,000	2,504,959,737,448	(2,974,924,074,484)	32,845,114,930	1,887,422,518,069	20,463,788,319,550	48,291,171,155,513
- Net profit for the year	-	-	-	-	4,462,411,670,513	1,192,530,120,713	5,654,941,791,226
- Shares of subsidiaries	-	-	-	-	-	451,256,814,009	451,256,814,009
- Distribution to other funds	-	-	-	5,000,000,000	(5,000,000,000)	-	-
- Capital contribution by non-controlling interest	-	-	-	-	-	13,000,000,000	13,000,000,000
- Acquisition of new subsidiaries	-	-	-	-	-	136,022,934,541	136,022,934,541
- Step-up acquisition of equity interest in existing subsidiaries	-	-	-	-	(2,302,605,422,599)	(3,433,171,727,903)	(5,735,777,150,502)
- Partial disposal of equity interest in existing subsidiaries without loss of control	-	146,205,430,456	-	-	1,540,855,798,135	3,724,413,229,508	5,411,474,458,099
- Disposal of subsidiaries	-	-	-	-	-	(445,548,573,956)	(445,548,573,956)
- Dividend declared to non-controlling interest (*)	-	-	-	-	-	(1,219,531,251,275)	(1,219,531,251,275)
Ending balance	**26,377,079,540,000**	**2,651,165,167,904**	**(2,974,924,074,484)**	**37,845,114,930**	**5,583,084,564,118**	**20,882,759,865,187**	**52,557,010,177,655**

(*) During the year, Xavinco JSC, BFF LLC, Vinpearl JSC, Tan Lien Phat JSC and Vincom Retail JSC paid dividends to ordinary and preference shareholders, in which, the total dividend paid to non-controlling shareholders was VND1,624 billion. According to the Resolution of the General Shareholders' Meeting of Vincom Retail JSC dated 18 October 2017, the General Shareholders' Meeting of this subsidiary has approved the refund of dividend paid to preference shareholders with total value of VND405 billion.

28. OWNERS' EQUITY (continued)

28.1 Increase and decrease in owners' equity (continued)

(i) Non-controlling interest as at 31 December 2017 include capital contribution of VND3,235 billion from Continental Pacific Investment LLC ("Continental Pacific LLC") into Vinpearl JSC, a subsidiary, in accordance with the agreements signed between Vinpearl JSC and other companies with Continental Pacific LLC on 8 December 2016. Vinpearl JSC issued preference shares and ordinary shares to Continental Pacific LLC. Preference shares owned by Continental Pacific LLC are dividend preference shares, which are entitled to other privileges. Pursuant to the Mortgage Agreement between Royal City JSC and Vinpearl JSC, other subsidiaries, and Continental Pacific LLC on 12 December 2016 in relation to the issuance of preference shares of Vinpearl JSC 308,983,560 shares of Vincom Retail JSC held by Royal City JSC and Vinpearl JSC are used as collaterals to guarantee Vinpearl JSC's obligations under the transaction documents and for the Founders and a corporate counterparty's obligations in relation to put options granted to Continental Pacific LLC.

Besides that, in 2017, the General Shareholders' Meeting of Vincom Retail JSC approved:

- Issuance of preference shares to Warburg Pincus and Credit Suisse, when these shareholders exercised conversion option embedded to the convertible loan with an amount of USD20 million;
- Conversion of preference shares owned by these shareholders into ordinary shares of Vincom Retail JSC at rate of 1:1 and the remaining preference shares were redeemed and canceled by this subsidiary; and
- Consequently, Warburg Pincus and Credit Suisse did not own dividend preference shares, conversion option or any other privileges in Vincom Retail JSC.

28.2 Capital transactions with owners

Currency: VND

	Current year	*Previous year*
Issued share capital		
Beginning balance	26,377,079,540,000	18,681,880,870,000
Increase	-	716,667,640,000
Stock dividend	-	2,133,799,410,000
Bonus shares	-	4,844,731,620,000
Ending balance	**26,377,079,540,000**	**26,377,079,540,000**

28.3 Dividend

Currency: VND

	Current year	*Previous year*
Dividend declared and paid during the year	-	**2,133,799,410,000**
Stock dividend per ordinary share in 2017: VND0 per share (2016: VND1,110 per share)	-	*2,133,799,410,000*

28. OWNERS' EQUITY (continued)

28.4 Ordinary shares and preference shares

	Ending balance	*Beginning balance*
Authorised shares	2,637,707,954	2,637,707,954
Issued shares	2,637,707,954	2,637,707,954
Ordinary shares	*2,637,707,954*	*2,637,707,954*
Preference shares	-	-
Shares in circulation	2,456,818,742	2,456,818,742
Ordinary shares	*2,456,818,742*	*2,456,818,742*
Preference shares	-	-
Treasury shares	180,889,212	180,889,212
Ordinary shares	*180,889,212*	*180,889,212*
Preference shares	-	-

The par value of outstanding share: VND10,000 per share (2016: VND10,000 per share).

28.5 Treasury shares

As at 31 December 2017, the number of shares of the Company held by subsidiaries are as below:

- Vinpearl JSC, a subsidiary, holds 90,039,008 shares;
- Vincommerce JSC, a subsidiary, holds 78,976,963 shares;
- Xavinco JSC, a subsidiary, holds 11,873,241 shares.

As at 31 December 2017, no treasury shares of the Company are used as collaterals or to guarantee for any obligation of the Company or other third parties.

29. REVENUES

29.1 *Revenue from sale of goods and rendering of services*

Currency: VND

	Current year	*Previous year*
Gross revenue	**89,392,047,933,230**	**57,670,387,202,439**
In which:		
Sale of inventory properties	*62,481,688,023,505*	*37,295,758,090,569*
Leasing activities and rendering related services	*4,409,827,940,217*	*3,321,913,007,632*
Rendering of hotel services, amusement park services and related services	*5,465,505,193,438*	*4,256,597,378,984*
Rendering of hospital services and related services	*1,852,289,531,525*	*1,092,565,847,858*
Sale of goods in supermarkets, convenient stores and retail outlets	*13,084,575,890,097*	*9,303,773,846,276*
Rendering of education services and related services	*1,012,609,580,119*	*712,567,649,695*
Others	*1,085,551,774,329*	*1,687,211,381,425*
Less sales deduction	**(41,999,335,317)**	**(56,043,536,545)**
Net revenue	**89,350,048,597,913**	**57,614,343,665,894**
In which:		
Sale of inventory properties	*62,481,688,023,505*	*37,295,758,090,569*
Leasing activities and rendering related services	*4,409,827,940,217*	*3,321,913,007,632*
Rendering of hotel services, amusement park services and related services	*5,455,403,903,960*	*4,256,597,378,984*
Rendering of hospital services and related services	*1,852,289,531,525*	*1,092,565,847,858*
Sale of goods in supermarkets, convenient stores and retail outlets	*13,052,677,844,258*	*9,247,730,309,731*
Rendering of education services and related services	*1,012,609,580,119*	*712,567,649,695*
Others	*1,085,551,774,329*	*1,687,211,381,425*
In which:		
Sale to others	*88,797,537,496,929*	*57,053,841,854,201*
Sale to related parties (Note 36)	*552,511,100,984*	*560,501,811,693*

29.2 *Revenue and expense relating to investment properties*

Currency: VND

	Current year	*Previous year*
Income from leasing investment properties	4,409,827,940,217	3,321,913,007,632
Direct operating expenses of investment properties that generated income during the year	2,099,875,166,664	1,602,025,651,331
Direct operating expenses of investment properties that did not generate income during the year	-	15,640,100,716

29. REVENUES (continued)

29.3 Finance income

Currency: VND

	Current year	*Previous year (Restated)*
Interest income from loans and deposits	1,098,222,853,695	1,190,500,694,694
Gains from disposal of financial investments and disposal of subsidiaries	358,282,444,981	3,859,473,487,033
Foreign exchange gains	28,549,762,106	232,870,285,809
Settlement discounts	25,018,731,362	6,215,778,522
Dividend income	13,338,306,800	18,377,216,675
Gains on re-measurement of investments in business combination achieved in stages	1,043,093,955	1,449,179,506,378
Others	112,496,246,713	5,767,555,032
TOTAL	**1,636,951,439,612**	**6,762,384,524,143**

30. COST OF GOODS SOLD AND SERVICES RENDERED

Currency: VND

	Current year	*Previous year*
Inventory properties sold	38,570,808,538,584	22,707,240,650,972
Leasing activities and rendering related services	2,099,875,166,664	1,617,665,752,047
Rendering of hotel services, amusement park services and related services	6,574,605,072,906	4,672,696,626,891
Rendering of hospital services and related services	1,745,093,764,853	897,688,516,846
Cost of goods sold in supermarkets, convenient stores and retail outlets	12,216,265,730,258	8,514,918,751,254
Rendering of education services and related services	807,590,341,752	546,422,771,456
Others	782,088,342,021	1,227,999,536,570
TOTAL	**62,796,326,957,038**	**40,184,632,606,036**

31. FINANCE EXPENSES

Currency: VND

	Current year	*Previous year*
Interest expenses (include amortisation of issuance costs of convertible bonds and other bonds)	3,401,633,686,717	4,308,066,793,490
Loss from re-measurement of fair value of an investment	-	805,779,509,476
Foreign exchange losses	77,396,775,528	167,939,028,065
Provision (reversed)/made for diminution in value of investments	(5,301,780,607)	60,231,560,196
Loss from disposal of investments	195,811,317,444	1,427,774,551
Others	117,443,559,632	45,589,406,409
TOTAL	**3,786,983,558,714**	**5,389,034,072,187**

32. SELLING EXPENSES AND GENERAL AND ADMINISTRATIVE EXPENSES

Currency: VND

	Current year	*Previous year (Restated)*
Selling expenses		
- Labour costs	1,760,005,800,800	1,464,088,652,679
- Raw materials, tools and supplies	197,124,894,180	151,577,651,970
- Depreciation and amortisation	632,102,514,317	511,786,167,997
- External service expenses	5,344,099,598,901	4,134,457,194,645
- Others	217,123,184,429	410,906,027,727
	8,150,455,992,627	**6,672,815,695,018**
General and administrative expenses		
- Labour costs	1,658,786,632,069	1,517,028,703,068
- Depreciation and amortisation of fixed assets and goodwill	1,200,962,194,563	1,298,066,950,586
- External service expenses	1,780,362,595,934	832,123,777,653
- Support and charity expenses	1,151,439,977,424	1,326,843,735,337
- Others	1,060,896,361,965	507,777,924,168
	6,852,447,761,955	**5,481,841,090,812**
TOTAL	**15,002,903,754,582**	**12,154,656,785,830**

33. OTHER INCOME AND EXPENSES

Currency: VND

	Current year	*Previous year*
Other income	**434,964,045,806**	**688,479,678,357**
Transferring of right to develop a project	-	450,000,000,000
Disposal of fixed assets	82,295,849,636	11,796,442,562
Compensation income	235,903,502,779	143,710,158,776
Others	116,764,693,391	82,973,077,019
Other expenses	**765,869,262,018**	**618,871,762,087**
Disposal of fixed assets	385,473,705,459	224,910,588,639
Penalty paid	228,356,257,763	312,368,662,901
Others	152,039,298,796	81,592,510,547
NET OTHER (LOSS)/PROFIT	**(330,905,216,212)**	**69,607,916,270**

34. PRODUCTION AND OPERATING COSTS

Currency: VND

	Current year	*Previous year (Restated)*
Raw materials	2,704,698,523,613	2,301,203,330,929
Development costs of inventory properties	37,686,355,794,661	43,139,203,044,646
Labour costs	6,055,985,258,177	5,006,641,648,907
Depreciation and amortisation	3,985,433,267,539	3,342,836,031,423
Expenses for external services	9,080,225,491,935	7,506,395,119,722
Others (excluding finance expenses)	5,255,337,052,724	3,243,717,890,681
TOTAL	**64,768,035,388,649**	**64,539,997,066,308**

35. CORPORATE INCOME TAX

The current statutory corporate income tax ("CIT") rate applicable to the Company and its subsidiaries is 20%, except for the following entities:

- Phu Quoc Tourism JSC applies the incentive tax rate of 10% for activities of rendering hotel, amusement park and related services excluding transferring inventory of properties activities;
- Vinmec JSC, Vinschool LLC (for rendering education service), Hon Mot JSC, Hon Tre LLC, Cam Ranh LLC and Vinfast LLC apply the incentive tax rate of 10%;
- VinEco LLC, VinEco Tam Dao LLC, VinEco Dong Nai LLC, VinEco Sagri LLC and Van Phat JSC apply the incentive tax rate of 15% for agricultural activities;
- Vinpearlland Nha Trang branch of Vinpearl JSC applies the incentive tax rate of 10% for activities excluding transferring inventory of properties activities. Vinpearlland Phu Quoc branch applies the tax incentive rate of 10% for the first 15 years commencing from the first year in which revenue is generated, and CIT exemption for 4 years commencing from the first year in which taxable profit is made, and 50% reduction of CIT for the subsequent 9 years.

The tax returns filed the Company and its subsidiaries are subject to examination by the tax authorities. As the application of tax laws and regulations is susceptible to varying interpretations, the amounts reported in the consolidated financial statements could be changed at a later date upon final determination by the tax authorities.

35. CORPORATE INCOME TAX (continued)

35.1 *Corporate income tax*

Currency: VND

	Current year	*Previous year*
Current income tax expense	3,731,381,559,479	2,534,168,929,813
Deferred tax income	(272,041,872,129)	(254,477,855,941)
TOTAL	**3,459,339,687,350**	**2,279,691,073,872**

Reconciliation between CIT expenses and the accounting profit multiplied by applicable CIT rate is presented below:

Currency: VND

	Current year	*Previous year (Restated)*
Accounting profit before tax	**9,114,281,478,576**	**6,737,836,230,994**
At CIT rate applied to the Company	1,822,856,295,715	1,347,567,246,199
Effect of variable tax rates applied to subsidiaries	(48,167,566,177)	(18,322,899,619)
Losses of subsidiaries	715,750,676,139	611,427,189,860
Allocation of the differences between consideration and carrying value of net assets under acquisition of group of assets	47,546,879,625	58,954,221,404
Donations	226,062,067,181	245,641,012,215
Goodwill allocation in the consolidated financial statements	180,212,541,902	209,613,692,836
Impacts from equity transactions in the consolidated financial statements	(26,094,768,983)	(326,571,845,091)
Adjustment for CIT incentives	(23,876,399,414)	(8,155,490,173)
Shared profit from associates	(8,880,185,519)	(3,964,717,748)
Dividend income	(2,667,661,360)	(3,675,443,335)
Non-deductible provision expenses	79,009,251,644	-
Others	58,167,350,616	33,197,257,623
Tax losses carried forward	(91,839,202,827)	(221,028,790,676)
Losses ineligible for offsetting against taxable income	531,260,408,808	355,009,640,377
Estimated CIT expense	**3,459,339,687,350**	**2,279,691,073,872**

35.2 *Current tax*

The current CIT payable is based on taxable profit for the current year. The taxable profit of the Group for the year differs from profit as reported in the consolidated 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 not taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted by the balance sheet date.

35. CORPORATE INCOME TAX (continued)

35.3 *Deferred tax*

The following are the deferred tax assets and deferred tax liabilities recognised by the Group, and the movements thereon, during the current and previous year:

Currency: VND

	Consolidated balance sheet		*Consolidated income statement*	
	Ending balance	*Opening balance*	*Ending balance*	*Opening balance*
Deferred tax assets				
Unrealised profit from inter-transactions within the Group	215,536,458,856	194,022,890,385	21,513,568,471	113,482,720,068
Selling expenses allowable for capitalisation for tax purposes	38,401,679,447	66,586,444,793	(28,184,765,346)	33,071,116,494
Treasury shares held by subsidiaries	31,835,173,424	31,835,173,424	-	-
Assets used as capital contribution to subsidiaries	31,956,609,277	30,874,229,236	1,082,380,041	(12,097,206,165)
Others	20,249,598,503	5,286,061,097	14,963,537,406	3,488,739,362
Deferred tax liabilities				
Assets used as capital contribution to subsidiaries	(8,559,812,842)	(8,779,295,223)	219,482,380	3,765,666,322
Deferred tax for bond issuance cost in subsidiaries	-	(2,568,532,800)	2,568,532,800	642,133,200
Revaluation of project development right of Hon Mot project	(8,029,215,258)	(10,782,089,058)	2,752,873,800	2,728,672,232
Unearned revenue of Tri An – Tan Gia program	-	-	-	19,832,420,863
Fair value adjustment from acquisition of subsidiaries	(112,428,833,514)	(333,223,610,138)	268,428,337,933	89,886,678,078
Others	(13,762,014,430)	(2,459,939,074)	(11,302,075,356)	(323,084,513)
Net deferred CIT liabilities	**195,199,643,463**	**(29,208,667,358)**		
Deferred tax charged to the consolidated income statement			**272,041,872,129**	**254,477,855,941**
Presented on the consolidated balance sheet				
Deferred tax assets	337,979,519,507	328,604,798,935		
Deferred tax liabilities	(142,779,876,044)	(357,813,466,293)		
Net deferred CIT liabilities	**195,199,643,463**	**(29,208,667,358)**		

35. CORPORATE INCOME TAX (continued)

35.4 Unrecognised deferred tax

Tax losses carried forward

The Group are entitled to carry each individual tax loss forward to offset against taxable profits arising within five years subsequent to the year in which the loss was incurred. At the balance sheet date. The Company had accumulated tax losses of VND14,657 billion available for offset against future taxable profits. These are estimated accumulated tax losses as per the CIT declarations of Company and its subsidiaries which have not been finalised by the local tax authorities as of the date of these consolidated financial statements. No deferred tax assets has been recognised in respect of these accumulated tax losses (VND14,657 billion) because future taxable profit cannot be ascertained at this stage.

36. TRANSACTIONS WITH RELATED PARTIES

Significant transactions with related parties during the year were as follows:

Related parties	*Relationship*	*Transactions*	*Current year VND*	*Previous year VND*
Vietnam Investment Group JSC	Under common owners	Payables due to revision of land transfer agreement	-	(432,848,844,386)
		Repayment due to revision of land transfer agreement after being offset with infrastructure using fee	-	404,235,038,561
		Receivables from infrastructure using fee	14,306,902,913	28,613,805,825
		Collection from infrastructure using fee	(14,306,902,913)	-
		Payables for office rental and other services	(68,616,761,389)	(49,273,329,999)
		Payment for rental and other services	67,941,472,898	49,273,329,999
Vien Dong Pearl LLC	Associate (until 20 June 2016)	Repayment of loan principal	-	424,700,000,000
Kind Heart Foundation	Under common owners	Charity expenses	(1,026,142,915,754)	(1,024,460,000,000)
		Cash transferred to Kind Heart Foundation	1,497,025,000,000	670,000,000,000
		Construction fee receivables	20,167,028,122	84,924,238,604
		Construction fee received	(19,165,607,752)	(147,991,950,236)
		Receivables from rendering hospital services	360,290,551,174	-
		Collection from rendering hospital services	(242,714,280,455)	-
Phu Quoc Tourism JSC	Associate (from 22 December 2016)	Cash contribution under business co-operation contract	700,000,000,000	-
		Payable for deductible value-added tax collected on behalf	(575,773,062,640)	-
		Payment for deductible value-added tax collected on behalf	275,856,388,890	-
		Dividend payable	(125,000,000,000)	-
		Dividend paid	125,000,000,000	-
		Receivables from rendering general contractor service and supplying construction material	105,138,169,727	-
		Collection from rendering general contractor service and supplying construction material	(105,138,169,727)	-

36. TRANSACTIONS WITH RELATED PARTIES (continued)

Significant transactions with related parties during the year were as follows (continued):

Related parties	*Relationship*	*Transactions*	*Current year VND*	*Previous year VND*
Truong Thanh Furniture Corporation	Associate (until 7 April 2017)	Collection of loan principal	-	(169,563,472,214)
		Lending	-	82,485,000,000
		Interest receivables	-	(130,436,527,786)
Other individuals	Key members of management	Receivables from sales of villas and rendering related services	-	585,521,325,121
		Collection from sales of villas and rendering related services	-	(161,546,505,153)
		Allocation of deferred revenue from villa leasing management	11,165,870,143	-
		Committed profit payables	(32,710,446,510)	-
		Committed profit paid	18,842,144,441	-

Terms and conditions of transactions with related parties:

During the year, the Group sold/purchased goods and services to/from related parties based on the price offered to third parties.

During the year, the Group has not made provision for doubtful debts relating to amounts due from related parties (31 December 2016: nil). This assessment is undertaken each year through the examination of the financial position of the related parties and the market in which the related parties operate.

Amounts due to and due from related parties as at 31 December 2017 were as follows:

Related parties	*Relationship*	*Transactions*	*Ending balance VND*	*Beginning balance VND*
Short-term trade receivables (Note 7.1)				
Kind Heart Foundation	Under common owners	Construction fee receivables	6,826,900,348	5,825,479,978
		Receivables from rendering hospital service	120,536,856,638	2,960,585,919
		Receivables from providing goods	1,601,706,296	-
Vietnam Investment Group JSC	Under common owners	Receivables from providing goods	6,078,140,608	-
Other individuals	Key members of management	Receivables from sale of villas	-	2,533,193,598
			135,043,603,890	**11,319,259,495**

36. TRANSACTIONS WITH RELATED PARTIES (continued)

Amounts due to and due from related parties as at 31 December 2017 were as follows (continued):

Related parties	*Relationship*	*Transactions*	*Ending balance VND*	*Beginning balance VND*
Advances to suppliers (Note 7.2)				
Truong Thanh Furniture Corporation	Associate (until 7 April 2017)	Advance for wood supply	-	17,538,001,271
Kind Heart Foundation	Under common owners	Advance for charity	92,448,663,563	-
Other related parties	Other related parties	Other advances	-	1,213,992,000
			92,448,663,563	**18,751,993,271**
Short-term loan receivables (Note 8)				
Truong Thanh Furniture Corporation	Associate (until 7 April 2017)	Short-term loans	-	1,367,725,527,787
			-	**1,367,725,527,787**
Other receivables (Note 9)				
Kind Heart Foundation	Under common owners	Charity expense receivables	-	1,066,579,317
Truong Thanh Furniture Corporation	Associate (until 7 April 2017)	Interest receivables	-	8,284,768,374
			-	**9,351,347,691**
Short-term trade payables (Note 21.1)				
Vietnam Investment Group JSC	Under common owners	Payables for providing goods and rendering of services	4,543,547,368	5,218,835,859
			4,543,547,368	**5,218,835,859**
Advance from customers (Note 21.2)				
Kind Heart Foundation	Under common owners	Advances for hospital services	-	2,394,046,903
			-	**2,394,046,903**

36. TRANSACTIONS WITH RELATED PARTIES (continued)

Amounts due to and due from related parties as at 31 December 2017 were as follows (continued):

Related parties	*Relationship*	*Transactions*	*Ending balance VND*	*Beginning balance VND*
Short-term accrued expenses (Note 23)				
Truong Thanh Furniture Corporation	Associate (until 7 April 2017)	Payables for construction materials	-	1,047,955,645
Kind Heart Foundation	Under common owners	Payables for committed charity expenses	-	350,000,000,000
Other individuals	Key members of management	Committed profit payable	13,868,302,069	-
			13,868,302,069	**351,047,955,645**
Unearned revenue (Note 24)				
Other individuals	Key members of management	Unearned revenue	70,705,898,141	81,871,768,284
			70,705,898,141	**81,871,768,284**
Other short-term payables (Note 25.1)				
Phu Quoc Tourism JSC	Associate (from 22 December 2016)	Payables for business co-operation contract	-	700,000,000,000
		Payable for deductible value-added tax collected on behalf	299,916,673,750	-
Other individuals	Key members of management	Deposits for purchasing villas at some projects	-	1,407,079,230
Kind Heart Foundation	Under common owners	Other payables	-	4,005,807,992
			299,916,673,750	**705,412,887,222**

Remuneration to members of the Board of Directors and the management of the Company:

Currency: VND

	Current year	*Previous year*
Salaries and bonus	45,421,081,461	19,866,740,632
TOTAL	**45,421,081,461**	**19,866,740,632**

37. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing net profit/(loss) after tax for the year attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit/(loss) after tax attributable to ordinary shareholders of the Group (after adjusting for dividend on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and share data used in the basic and diluted earnings per share computations:

Currency: VND

	Current year	*Previous year (Restated)*
Net profit after tax attributable to ordinary shareholders	4,462,411,670,513	3,384,588,126,613
Net profit attributable to ordinary shareholders adjusted for the effect of dilution	**4,462,411,670,513**	**3,384,588,126,613**
Weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share	2,456,818,742	2,456,818,742
Weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share	**2,456,818,742**	**2,456,818,742**
Basic earnings per share	**1,816**	**1,378**
Diluted earnings per share	**1,816**	**1,378**

38. COMMITMENTS AND CONTINGENCIES

Capital expenditure commitments relating to on-going real estate projects

The Group has entered into a number of contracts relating to the development of certain real estate projects. The remaining commitment on these contracts with an amount of approximately VND22,836 billion as at 31 December 2017.

According to the Build-Transfer ("BT") Contract No. 01/2016/HDBT dated 10 May 2016 between Thanh Hoa People's Committee and the Company, the remaining commitment on investment cost of the new administrative centre project in Thanh Hoa city with an amount of VND591 billion as at 31 December 2017.

Commitments relating to land use fee

According to the Build-Transfer ("BT") Contract No. 01/2016/HDBT dated 23 June 2016 between the Company and Hanoi Department of Transportation – the authorised representative of Hanoi People's Committee, the remaining commitment on investment relating to the overhead road project along the Ring Road 2 from Vinh Tuy bridge to Nga Tu So with an amount of VND4,537 billion as at 31 December 2017.

According to Decision No. 1730/QD-UBND issued by Hanoi People's Committee on 14 March 2017 approved land unit price as basis for determination of land use fee and land rental fee of Vinhomes Riverside – The Harmony project and Land rental contract No. 242/HDTD-STNMT-CCQLDD dated 4 May 2017 of Department of Natural Resources and Environment, the total land use fee and land rental fee paid in lump sum for the housing, commercial building, and school areas which are payable by the Company with an amount of VND9,548 billion. This amount might be offset against project clearance costs and investment costs relating to the BT contract of the overhead road project along the Ring Road 2 which is subject to approval of relevant State authorities.

According to the Land use fee notice No. 2563/TB-CT issued by Hai Phong Tax Department on 23 March 2017, the total land use fee for Imperia Hai Phong project payable by the Company with an amount of VND1,242 billion. This amount might be offset against project clearance costs.

38. COMMITMENTS AND CONTINGENCIES (continued)

Commitment under operating leases where the Group is a lessor

The Group, as lessor, lets out office, retail and mixed use spaces under operating lease agreements. The future minimum rental receivables under these agreements as at 31 December 2017 are as follows:

Currency: VND

	Ending balance	*Beginning balance*
Less than 1 year	2,704,061,603,249	2,173,406,499,123
From 1 to 5 years	5,322,504,911,686	4,182,661,576,564
More than 5 years	5,208,872,721,592	3,328,399,202,222
TOTAL	**13,235,439,236,527**	**9,684,467,277,909**

Under the business co-operation contract signed in February 2012 between certain subsidiaries of the Group and Thien Huong Investment JSC ("Thien Huong JSC") regarding the school operation in Vinhomes Riverside and Vinhomes Royal City projects, the Group is entitled to the share of Thien Huong JSC's revenue, which is equal to 15% of revenue and can be adjusted according to the business co-operation contract. The duration of the business co-operation contract is from February 2012 to the end of August 2043.

Commitment under operating leases where the Group is a lessee

The Group, as lessee, entered into certain operating lease agreements with the minimum lease commitments under these agreements as at 31 December 2017 as follows:

Currency: VND

	Ending balance	*Beginning balance*
Less than 1 year	647,834,849,856	513,275,413,859
From 1 to 5 years	1,985,016,686,139	1,629,402,985,098
More than 5 years	5,744,585,973,599	5,387,453,710,610
TOTAL	**8,377,437,509,594**	**7,530,132,109,567**

38. COMMITMENTS AND CONTINGENCIES (continued)

Other commitments

Commitment related to the real estate project at 233 and 223B Nguyen Trai, Thanh Xuan, Hanoi

In accordance with the co-operation agreement dated 20 April 2015 between Xavinco JSC and a corporate counterparty regarding the development of a real estate project, Xavinco JSC committed to provide loan to this counterparty to make capital contribution into Xalivico JSC with an amount of VND130 billion. The remaining commitment of this agreement as at 31 December 2017 is VND130 billion.

Commitment under the contract to purchase shares of VEFAC JSC

According to the Share Transfer Contract for strategic investor signed between the Company and VEFAC One Member LLC dated 13 March 2015, the Company committed to raise 100% financing sources for the development of National Exhibition Center Project following the approved master plan. The Company also commits to complete phase 1 of National Exhibition Center Project within 3 years since receiving of the project site except for delays due to objective conditions.

Commitment under Construction contract of Phu Quoc International Passenger Port, Kien Giang province, under BOT mode

According to Decision of Kien Giang Peoples Committee dated 3 April 2015 on approval of appointing investor for Phu Quoc International Passenger Port project, Phu Quoc Tourism JSC was appointed to be the investor under BOT contract. The total suggested BOT capital assigned to the investor is VND493 billion. After the project is completed, the investor will be entitled to operate, manage, and transfer the project in the expected period of 30 years.

Commitment related to business co-operation and leasing contracts of An Phong JSC (a former subsidiary, which was merged into South Vincom Retail LLC on 3 April 2017)

Under the business co-operation contract and the lease contracts of a number of commercial centers between South Vincom Retail LLC and corporate counterparties in Ho Chi Minh City and Dong Nai, South Vincom Retail LLC commits to transfer back the construction and fixed equipment attached to the existing structure to the lessors or the counterparties without any additional conditions at the end of the contract duration.

Commitment to transfer a certain part of Vincom Ba Trieu Tower A&B

On 31 July 2006, the Company had transferred certain parts of the Vincom City Towers to a corporate counterparty. According to the Transfer Agreement, the Group has committed to transfer the ownership of the following investment properties to this corporate counterparty on 20 July 2052:

- The ownership of half of the commercial area (from 1st floor to 6th floor of Vincom City Towers (the "towers"), except for the reception and elevator waiting area of 160m2 on the 1st floor); and
- The ownership of half of the basement 1 and basement 2 of the towers.

38. COMMITMENTS AND CONTINGENCIES (continued)

Other commitments (continued)

Commitment under interest support agreements to buyers of apartments, villas at the Group's projects

According to three-party (3) interest support agreements among the investors, buyers of the inventory properties of the Group's projects and certain banks, the investors commit to support the buyers in getting loans to finance for a part of the selling price and to settle the interest in committed period.

Commitment related to program of management services and villas rental

The Group provided management and leasing services to customers who bought villas at Vinpearl Phu Quoc Resort, Vinpearl Phu Quoc Resort & Golf, Vinpearl Phu Quoc Ocean Resort & Villas and other projects of Vinpearl JSC. Accordingly, for the first 10 years from the date of villas being handed over, customers are guaranteed by these entities to receive a higher amount between:

(i) 8% per annum to 10% per annum on the total price of the villa sale contract; and

(ii) 85% on the annual net leasing income from the sublease of the villa to third parties.

Hanoi Southern JSC and Tan Lien Phat JSC also provided management and leasing services to customers who purchased apartments in Park 12 Building of Vinhomes Times City - Park Hill project and Landmark Plus building of Vinhomes Central Park project. Accordingly, for the first 2 years commencing from the date in which these apartments are handed over, customers are entitled to receive a committed profit of 9.09% per annum (for Park 12 Building) and 10% per annum (for Landmark Plus Building) based on the contract value.

Commitment related to the business co-operation contract for a potential real estate project in Hanoi

Under the business co-operation contract dated 23 November 2017 between Royal City JSC and a corporate counterparty, Royal City JSC commits to contribute 100% investment capital in a potential real estate project. The total estimated investment capital is VND790 billion, the remaining commitment relating to this contract as at 31 December 2017 is VND782.1 billion. The project will be constructed within 2 years from the date when Royal City JSC receives the land from the counterparty. Once the project is completed, Royal City JSC will be entitled to operate and manage a part of the project.

Guarantee for payment obligation of bonds issued by Phu Quoc Tourism JSC, an associate of the Group

Under the Bond Collateral Management Contract, the Group is using a group of real estate projects and other projects where the Group is entitled to a substantial portion of the related rights and interests as collaterals for bonds issued by Phu Quoc Tourism JSC.

39. SEGMENT INFORMATION

For the management purpose, the operating businesses are organised and managed separately according to the nature of the products and services provided, and consist of business segments as follows:

- Sales of inventory properties: including developing and trading apartments and villas at real estate projects of the Group as well as other investment activities in real estate sector;
- Leasing investment properties and related services: including leasing of office and retail areas and rendering related services at investment properties owned by the Group;
- Hospitality, entertainment and related services: including provision of hotel and related services at the hotels and resorts owned by the Group;
- Health care and related services: including provision of health care and related services at Vinmec International General Hospitals;
- Education and related services: including provision of education and related services at Vinschool system of the Group;
- Retail services: including provision of retailing and supermarket, convenience stores; fashion showrooms; and
- Others: including provision of brokerage services, construction services, security services, technical services, logistics services, agriculture and other services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
as at 31 December 2017 and for the year then ended

39. SEGMENT INFORMATION (continued)

The following tables present revenue and profit and certain assets and liability information regarding the Group's business segment as at 31 December 2017 and for the year then ended:

Currency: VND

	Sale of inventory properties	*Leasing investment properties and related services*	*Hospitality, entertainment and other services*	*Health care and related services*	*Education and related services*	*Retail services*	*Others*	*Adjustment and elimination*	*Total*
Net revenue									
Net sale to external customers	62,481,688,023,505	4,409,827,940,217	5,455,403,903,960	1,852,289,531,525	1,012,609,580,119	13,052,677,844,258	1,065,551,774,329	-	89,350,048,597,913
Net inter-segment sales (1)	548,764,247,918	1,474,537,360,971	1,054,724,896,494	31,659,327,222	-	1,359,624,437,507	8,172,751,670,233	(12,642,061,940,345)	-
Net total revenue	**63,030,452,271,423**	**5,884,365,301,188**	**6,510,128,800,454**	**1,883,948,858,747**	**1,012,609,580,119**	**14,412,302,281,765**	**9,258,303,444,562**	**(12,642,061,940,345)**	**89,350,048,597,913**
Results									
Depreciation and amortisation	757,697,321,420	927,956,243,923	943,853,653,447	390,765,326,657	40,922,156,020	816,842,728,653	107,395,835,419	-	3,985,433,267,539
Share in profit/(loss) of associates	-	-	(9,037,187,612)	-	-	134,159,176	53,303,956,033	-	44,400,927,597
Segment profit/(loss) (2)	**17,360,186,831,131**	**1,884,015,664,620**	**(2,356,206,811,953)**	**(740,379,184,766)**	**69,207,829,362**	**(3,900,615,862,572)**	**(451,869,945,614)**	**(2,750,057,241,632)**	**9,114,281,478,576**
Assets									
Investment in associates	-	-	2,387,075,724,427	-	-	47,788,263,901	4,760,612,467	-	2,439,624,600,795
Capital expenditure	3,476,763,918,001	787,655,737,487	7,345,785,735,189	2,368,688,105,376	1,650,700,502,711	404,446,859,528	1,945,317,874,370	-	17,979,558,732,662
Total assets (3)	**106,130,151,659,516**	**32,629,148,834,227**	**27,005,847,457,774**	**7,529,049,834,746**	**2,114,086,629,622**	**11,331,605,250,245**	**6,996,140,718,698**	**20,056,026,599,789**	**213,792,056,984,597**
Total liabilities (4)	**86,286,947,713,141**	**1,479,287,907,326**	**9,286,962,365,169**	**746,880,093,451**	**705,415,779,608**	**2,608,907,630,168**	**1,427,920,909,110**	**58,692,724,408,969**	**161,235,046,806,942**

39. SEGMENT INFORMATION (continued)

1. Net inter-segment sales are eliminated in consolidated financial statements.

2. Segment profit does not include:

	Currency: VND
Finance income	1,636,951,439,612
Finance expenses	(3,786,983,558,714)
Other income	434,964,045,806
Other expenses	(765,869,262,018)
Provision for loan principal and interest receivables	(269,119,906,318)
Total	**(2,750,057,241,632)**
Eliminate:	
Inter-segment income	-
Total	**(2,750,057,241,632)**

3. Segment assets do not include the following items because these assets are managed on a group basis:

	Currency: VND
Short-term investments	672,569,770,071
Receivables from disposal of investments	1,118,410,842,439
Short-term loan receivables	7,684,239,828,536
Interest income from bank deposits, deposits and loans to others	974,465,191,355
Provision for doubtful loan receivables	(127,240,478,176)
Provision for doubtful loan interest receivables	(54,570,437,734)
Prepaid interest expenses	4,968,379,121
Deposits for transferred investments	818,750,000,000
Prepaid corporate income tax	558,615,647,813
Value-added tax deductible	1,099,347,699,941
Tax and other receivables from the State	213,678,380,799
Long-term loan receivables	269,026,341,080
Long-term investments	6,485,785,915,017
Deferred tax assets	337,979,519,507
Total	**20,056,026,599,769**

4. Segment liabilities do not include the following items because these liabilities are managed on a group basis:

	Currency: VND
Statutory obligations	4,933,105,236,661
Accrued interest expenses	2,122,242,028,100
Deposits received from transferred investments	1,834,186,640,000
Payable for deductible value-added tax collected on behalf	299,916,673,750
Short-term loans and debts	18,140,968,057,370
Long-term loans and debts	31,219,525,897,044
Deferred tax liabilities	142,779,876,044
Total	**58,692,724,408,969**

39. SEGMENT INFORMATION (continued)

The following tables present revenue and profit and certain assets and liability information regarding the Group's business segment as at 31 December 2016 and for the year then ended:

Currency: VND

	Sale of inventory properties (Restated)	*Leasing investment properties and related services (Restated)*	*Hospitality, entertainment and other services*	*Health care and related services*	*Education and related services*	*Retail services (Restated)*	*Others (Restated)*	*Adjustment and elimination (Restated)*	*Total*
Net revenue									
Net sales to external customers	37,295,758,090,569	3 321,913,007,632	4,256,597,378,984	1,092,565,847,858	712,567,649,695	9,247,730,309,731	1,687,211,381,425	-	57,614,343,665,894
Net inter-segment sales (1)	-	1.150,989,558,564	426,286,861,150	19,522,698,400	5,243,000,000	600,795,646,918	8,525,309,007,477	(10,728,146,772,509)	-
Net total revenue	**37,295,758,090,569**	**4,472,902,566,196**	**4,682,884,240,134**	**1,112,088,546,258**	**717,810,649,695**	**9,848,525,956,649**	**10,212,520,388,902**	**(10,728,146,772,509)**	**57,614,343,665,894**
Results									
Depreciation and amortisation	897,218,500,471	635,630,276,769	644,046,977,703	255,036,932,501	16,240,740,587	759,827,039,410	134,635,563,962	-	3,342,836,031,423
Share in profit/(loss) of associates	33,852,809,888	-	609,055,877	-	-	(11,599,836,920)	(3,238,440,105)	-	19,823,588,740
Segment profit/(loss) (2) (Restated)	**9,290,431,811,947**	**1,337,099,591,134**	**(1,171,805,017,110)**	**(339,541,079,682)**	**85,141,105,816**	**(3,643,498,811,896)**	**(327,010,158,834)**	**1,507,018,789,619**	**6,737,836,230,994**
Assets									
Investments in associates	-	-	572,402,043,444	-	-	49,128,329,753	1,108,753,102,823	-	1,730,283,478,020
Capital expenditure	9,459,436,474,780	10,490,410,026,319	2,588,774,665,668	1,317,754,651,568	7,937,460,151	1,303,484,639,265	1,257,298,336,245	-	26,425,096,253,996
Total assets (3)	**99,991,786,220,683**	**34,999,272,075,263**	**17,710,593,265,940**	**4,049,820,830,101**	**473,858,284,579**	**11,946,790,125,420**	**3,801,190,544,771**	**10,502,314,597,967**	**183,475,625,944,724**
Total liabilities (4)	**70,102,442,562,452**	**1,515,057,108,910**	**9,423,202,768,667**	**371,318,300,784**	**438,722,898,217**	**2,800,853,242,765**	**1,458,757,307,076**	**49,074,100,600,340**	**135,184,454,789,211**

39. SEGMENT INFORMATION (continued)

1. Net inter-segment sales are eliminated in consolidated financial statements.
2. Segment profit does not include:

	Currency: VND
Finance income	6,762,384,524,143
Finance expenses	(5,389,034,072,187)
Other income	688,479,678,357
Other expenses	(618,871,762,087)
Reversal of provision for loan principal and interest receivables	64,060,421,393
Total	**1,507,018,789,619**
Eliminate:	
Inter-segment income (Restated)	-
Total	**1,507,018,789,619**

3. Segment assets do not include the following items because these assets are managed on a group basis:

	Currency: VND
Short-term investments	494,156,904,807
Receivables from disposal of investments	367,694,692,439
Short-term loan receivables	3,224,258,638,813
Interest income from bank deposit, deposits and loans to others	1,042,244,561,460
Dividend receivables	36,115,522,222
Provision for doubtful loan receivables	(34,849,342,992)
Provision for doubtful loan interest receivables	(3,203,880,000)
Prepaid interest expenses	45,141,308,506
Prepaid corporate income tax	498,649,303,769
Value-added tax deductible	972,722,775,130
Tax and other receivables from the State	111,457,535,408
Long-term loan receivables	58,989,915,115
Long-term investments	3,360,331,864,355
Deferred tax assets	328,604,798,935
Total	**10,502,314,597,967**

4. Segment liabilities do not include the following items because these liabilities are managed on a group basis:

	Currency: VND
Statutory obligations	7,366,546,933,741
Accrued interest expenses	1,205,242,481,968
Dividend payables	385,018,955,101
Short-term loans and debts	5,590,652,159,634
Long-term loans and debts	34,168,826,603,603
Deferred tax liabilities	357,813,466,293
Total	**49,074,100,600,340**

39. SEGMENT INFORMATION (continued)

The Group monitors operating results separately for each business segment for the purpose of making resources allocation decision and operating result assessment. The result of each segment will be assessed based on profit or loss and determined consistently with profit or loss of the Group in the consolidated financial statements. However, financial activities of the Group (including finance income and finance expenses) are managed centrally and not allocated for each business segment.

Transfer prices applied between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, segment expenses and segment results include transfers between business segments. Those transfers are eliminated in the preparation of the consolidated financial statements.

40. DETAILS OF CASH FLOW STATEMENT

Currency: VND

	Current year	*Previous year (Restated)*
Significant non-cash transactions that will have impact on the cash flow statement in the future:		
Increasing owner's equity from conversion of convertible loans and bonds (Note 28.1)	451,256,814,009	2,202,521,952,538
Stock dividend declared (Note 28.1)	-	2,133,799,410,000
Increasing owner's equity from bonus shares (Note 28.1)	-	4,844,731,620,000
Offset obligations between operating activities and investing activities	-	263,140,083,992
Offset obligations between financing activities and investing activities	1,124,000,000,000	130,937,638,643
Code 02. Depreciation of fixed assets and investment properties and amortisation of intangible assets (including amortisation of goodwill)		
Depreciation and amortisation	3,084,370,558,027	2,281,457,070,129
Goodwill amortisation (Note 20)	901,062,709,512	1,030,100,773,433
Gains from bargain purchase	-	-
Total	**3,985,433,267,539**	**3,311,557,843,562**
Code 05. Profits from investing activities		
Loss on disposal of fixed assets (Note 33)	303,177,855,823	213,114,146,077
Gain on disposal of investments in other entities	(162,471,127,537)	(4,951,445,709,388)
Share of profit of associates (Note 19.1.1)	(44,400,927,597)	(19,823,588,740)
Interest and dividend income (Note 29.3)	(1,111,561,160,495)	(1,208,877,911,369)
Total	**(1,015,255,359,806)**	**(5,967,033,063,420)**

40. NOTES TO CASH FLOW MOVEMENT (continued)

Currency: VND

	Current year	*Previous year*
Code 23. Loans to other entities and payments for purchase of debt instruments of other entities		
Disbursement of loans	(9,470,662,000,000)	(3,128,785,916,909)
Term deposits	(3,649,981,139,535)	(303,301,551,618)
Total	**(13,120,643,139,535)**	**(3,432,087,468,527)**
Code 24. Collection from borrowers and proceeds from sale of debt instruments of other entities		
Collection of loans	4,209,098,001,435	12,257,780,740,761
Collection of term deposits	1,661,949,531,594	10,623,112,464,035
Total	**5,871,047,533,029**	**22,880,893,204,796**
Code 25. Payments for investments in other entities		
Acquisition of new subsidiaries (after deducting cash balance of subsidiaries at acquisition date)	(1,771,690,659,848)	(1,691,523,942,666)
Acquisition of additional shares in existing subsidiaries	(3,235,777,150,500)	-
Advance/deposit to acquire subsidiaries	(818,750,000,000)	(7,664,761,129,950)
Payments for investments in other entities	(2,620,086,640,000)	(13,034,330,192,800)
Advance for business co-operation contracts	(6,706,900,000,000)	(68,729,803,430)
Total	**(15,153,204,450,348)**	**(22,459,345,068,846)**
Code 26. Proceeds from sales of investments in other entities		
Proceeds from disposal of subsidiaries, after deducting cash balance of subsidiaries at acquisition date	278,846,434,916	11,207,105,907,932
Proceeds from disposal of subsidiaries without losing control	5,665,350,860,000	-
Proceeds from disposal of investment in others entities	1,857,457,647,400	1,951,923,727,844
Collection of deposits to acquire shares	2,200,000,000,000	801,817,800,000
Proceeds from of deposits to transfer investment in subsidiaries	756,862,000,000	-
Deposits from investment in real estate projects	-	-
Proceeds from transferring right to develop a project	72,200,000,000	450,000,000,000
Collection of deposits for investing in real estate projects	3,160,385,766,272	896,119,007,571
Total	**13,991,102,708,588**	**15,306,966,443,347**
Code 31. Capital contribution and issuance of shares		
Capital contributions from non-controlling shareholders	13,000,000,000	1,310,346,390,000
Total	**13,000,000,000**	**1,310,346,390,000**
Code 36. Dividends, profit paid to equity holders		
Dividend, profits paid to non-controlling shareholders	(1,604,550,206,376)	(1,339,903,941,515)
Total	**(1,604,550,206,376)**	**(1,339,903,941,515)**

41. RESTATEMENT OF CORRESPONDING FIRGURES

Restatements to certain corresponding figures on the consolidated financial statements due to finalisations of provisional accounting applied in business combination transactions in previous year and other restatements are as follows:

Currency: VND

Code	*Items*		*31 December 16 (Previously presented)*	*Restatement*	*31 December 16 (Restated)*
	CONSOLIDATED BALANCE SHEET				
141	Inventories	(2)	49,879,776,253,837	5,392,439,576,588	55,272,215,830,425
227	Intangible fixed assets	(1)	811,909,201,738	2,180,454,112	814,089,655,850
228	Cost	(1)	1,171,451,553,652	2,180,454,112	1,173,632,007,764
242	Construction in progress	(1)	33,991,567,265,462	237,860,319,916	34,229,427,585,378
252	Investments in associates	(1)	1,728,809,250,992	1,474,225,028	1,730,283,476,020
253	Investments in other entities	(1)	1,604,928,401,863	11,312,886,668	1,616,241,288,531
269	Goodwill	(1),(2)	8,240,254,012,956	(2,620,491,211,382)	5,619,762,801,574
421b	Undistributed earnings of current year	(2)	540,045,391,288	945,077,264,616	1,485,122,655,904
429	Non-controlling interests	(1),(2)	18,384,089,333,236	2,079,698,986,314	20,463,788,319,550
	CONSOLIDATED INCOME STATEMENT				
21	Finance income	(2)	5,861,556,630,724	900,827,893,419	6,762,384,524,143
26	General and administrative expenses	(2)	(5,526,090,462,009)	44,249,371,197	(5,481,841,090,812)
	CONSOLIDATED CASH FLOW STATEMENT				
01	Profit before tax	(2)	5,792,758,966,378	945,077,264,616	6,737,836,230,994
02	Depreciation of fixed assets and investment properties and amortisation of intangible assets (including amortisation of goodwill)	(2)	3,355,807,214,759	(44,249,371,197)	3,311,557,843,562
05	Profits from investing activities	(2)	(5,066,205,170,001)	(900,827,893,419)	(5,967,033,063,420)

(1) Finalisation of provisional accounting for acquisition of Savina JSC as disclosed in Note 4.3.

(2) Finalisation of provisional accounting for acquisition of Vicentra JSC as disclosed in Note 4.3.

42. EVENTS AFTER THE BALANCE SHEET DATE

Except for the events after the balance sheet date as presented in other notes of the consolidated financial statements, the Group also has following events after the balance sheet date:

In January 2018, the Company received the remaining amount of VND1,400 billion from the issuance of two bonds with total par value of VND2,000 billion which mature in 2019.

In January 2018, VinDS LLC, a subsidiary, was merged into Vincommerce JSC, another subsidiary of the Group, and VinDS LLC ceased to exist.

In January 2018, VinEco LLC, a subsidiary, entered into a share transfer agreement with a corporate counter party to acquire 41,812,774 shares, corresponding to 40% charter capital of Viet Thang Feed Joint Stock Company with total consideration of VND418 billion. On 1 March 2018, VinEco LLC completed the acquisition of 25,087,664 shares (the 1st batch of shares transferred) in this company.

On 18 January 2018, the General Shareholders' Meeting of Hanoi Southern JSC, a subsidiary, approved the Resolution No. 01/2018/NQ/DHDCD-HANOI CITY JSC on (i) the private share offering to several investors; (ii) the declaration of stock dividend to existing shareholders at the ratio of 1,000:2,000 (accordingly, each shareholder owning 1,000 shares will be entitled to 2,000 additional shares), and (iii) the merger of Tan Lien Phat JSC and Vinhomes Trading and Real Estate Management JSC ("Vinhomes Management JSC") into Hanoi Southern JSC in order to increase its charter capital.

In January 2018, Tan Lien Phat JSC, a subsidiary, deposited another VND3,500 billion to a corporate counterparty for the purpose of developing a potential real estate project.

In January 2018, Vinfast LLC, a subsidiary, entered into a share transfer agreement with an individual to transfer 6,060,000 shares, corresponding to 50.5% charter capital of Vinfast Escooter JSC to this individual. The transaction was completed in February 2018; thereby, Vinfast Escooter JSC ceased to be a subsidiary of the Group.

In February 2018, after the legal merger between Tan Lien Phat JSC and Vinhomes Management JSC, Hanoi Southern JSC (subsequently changed its name to Vinhomes Joint Stock Company ("Vinhomes JSC")) received the 18th amended Business Registration Certificate issued by Hanoi Department of Planning and Investment which approved the increase in Vinhomes JSC's charter capital to VND28,365 billion. On 5 February 2018, the General Shareholders' Meeting of Vinhomes JSC approved the Resolution No. 02/2018/NQ/DHDCD-VINHOMES JSC on demerging the Company into Vinhomes JSC and Hanoi Southern City Development Limited Liability Company. Accordingly, the issued share capital of Vinhomes JSC decreased by VND1,569 billion. Subsequently, on 12 February 2018, Vinhomes JSC received the 20th amended Business Registration Certificate issued by Hanoi Department of Planning and Investment which approved the decrease in Vinhomes JSC's charter capital to VND26,796 billion.

In February 2018, the Company acquired 3% voting shares of Vinfa JSC and contributed additional VND443 billion (equivalent to 96.4% charter capital) in this company. Thereby, Vinfa JSC became a subsidiary of the Company.

42. EVENTS AFTER THE BALANCE SHEET DATE (continued)

On 3 February 2018, the General Shareholders' Meeting of Vinpearl JSC, a subsidiary, approved the Resolution No. 01/2018/NQ-DHDCD-VINPEARL JSC on demerging the Company into Vinpearl Lang Van JSC with charter capital of VND100 billion and Vinpearl Quy Nhon JSC with charter capital of VND200 billion.

In February 2018, Vinfast LLC received a loan of USD150,000,000 from Credit Suisse AG – Singapore Branch. This loan has term of 6 months, bearing floating interest rate and secured by shares of a subsidiary of the Company.

In February 2018, Vinhomes JSC completed the acquisition of 97.9% voting shares of Berjaya Vietnam International University Town LLC from counterparties with total consideration of VND11,748 billion. Thereby, Berjaya Vietnam International University Town LLC became a subsidiary of the Company.

In February 2018, Vinhomes JSC signed share transfer agreements with condition precedents to acquire 96.5% voting shares of Thai Son Investment and Construction JSC with total consideration of VND1,700 billion and 100% capital contribution in Lotus Hotel LLC with total consideration of VND1,875 billion.

In February 2018, the Group acquired additional 20% voting shares in Vietnam Investment JSC from a corporate counterparty with total consideration of VND115.8 billion.

In February 2018, the Group acquired 100% capital contribution in Phat Loc Investment Trading LLC from a counterparty with total consideration of VND406.5 billion. Thereby, Phat Loc Investment Trading LLC became a subsidiary of the Company.

In February 2018, Vinhomes JSC signed a project transfer agreement relating to Cu Chi Golf project to a corporate counterparty with total consideration of VND1,760 billion. This agreement will be completed once all condition precedents are satisfied as stipulated in this contract.

In March 2018, Vinhomes JSC contributed additional capital with an amount of VND2,008.7 billion equivalent to 67.5% voting right in Vietnam Financial Centre Berjaya LLC. Thereby, Vietnam Financial Centre Berjaya LLC became a subsidiary of the Company.

On 23 March 2018, the Board of Directors of the Company approved the Resolution No. 11/2018/QD-HDQT-VINGROUP on demerging Vinpro Trading and Service JSC with charter capital of VND500 billion from Vincommerce JSC.

42. EVENTS AFTER THE BALANCE SHEET DATE (continued)

There is no other matter or circumstance that has arisen since the balance sheet date that requires adjustment or disclosure in the consolidated financial statements of the Group.

Van Thi Hai Ha	Nguyen Thi Thu Hien	Nguyen Viet Quang
Preparer	Chief Accountant	Chief Executive Officer

10 April 2018

APPENDIX 1 – LIST OF SUBSIDIARIES AS AT 31 DECEMBER 2017

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
1	Vincom Retail JSC	Vincom Retail JSC	58.87	56.84	Vinhomes Riverside (1)	Investing, developing and trading real estate properties and leasing real estate properties
2	South Vincom Retail LLC	South Vincom Retail LLC	58.87	56.84	No.72, Le Thanh Ton street and No. 45A Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties and leasing real estate properties
3	North Vincom Retail LLC	North Vincom Retail LLC	58.87	56.84	No.72A, Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Investing, developing and trading real estate properties and leasing real estate properties
4	Suoi Hoa Urban Development and Investment JSC	Suoi Hoa JSC	97.83	55.61	Km1 + 200, Tran Hung Dao street, Suoi Hoa ward, Bac Ninh city, Bac Ninh province	Investing, developing and trading real estate properties
5	Times Trading Investment and Development One Member LLC	Times Trading LLC	100.00	100.00	No.72, Le Thanh Ton street and No.45A Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city	Leasing real estate properties
6	Vincom Construction Management LLC	Vincom Construction LLC	100.00	100.00	Vinhomes Riverside (1)	Residential and civil constructions Architecture activities and technical consultancy
7	Royal City Real Estate Development & Investment JSC	Royal City JSC	97.85	95.45	No.72A, Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Investing, developing and trading real estate properties
8	Hanoi Southern City Development JSC	Hanoi Southern JSC	98.90	98.90	No.458 Minh Khai street, Vinh Tuy ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties

APPENDIX 1 – LIST OF SUBSIDIARIES AS AT 31 DECEMBER 2017 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
9	Saidong Urban Development and Investment JSC	Sai Dong JSC	94.00	94.00	Vinhomes Riverside [1]	Investing, developing and trading real estate properties
10	Xavinco Land JSC	Xavinco JSC	96.44	96.39	No.191, Ba Trieu street, Le Dai Hanh ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
11	Tan Lien Phat Construction Investment Corporation JSC	Tan Lien Phat JSC	95.00	95.00	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
12	Xalivico LLC	Xalivico LLC	74.00	71.33	233 Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Investing, developing and trading real estate properties
13	Vietnam Exhibition Fair Center JSC	VEFAC JSC	83.32	83.32	No.148 Giang Vo street, Giang Vo ward, Ba Dinh district, Hanoi	Investing, developing and trading real estate properties
14	Southern Star Urban Development and Trading Investment JSC	Southern Star JSC	100.00	99.99	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
15	Metri Sport and Entertainment Development JSC	Metri JSC	100.00	98.86	No.7 Thang Long avenue, MeTri ward, Nam Tu Liem district, Hanoi	Investing, developing and trading real estate properties
16	Metropolis Hanoi LLC	Metropolis Hanoi LLC	100.00	59.86	HH land area, Pham Hung street, Nam Tu Lien district, Hanoi	Investing, developing and trading real estate properties
17	Viet Nam Books JSC	Savina JSC	65.33	65.33	No.44, Trang Tien street, Hoan Kiem district, Hanoi	Trading books
18	Can Gio Tourist City Corporation	Can Gio JSC	99.05	94.09	No.72 Le Thanh Ton, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
19	Thanh Pho Ho Chi Minh Investment Service Trading JSC	Vicentra JSC	100.00	99.99	No.72 Le Thanh Ton, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
20	Central Park Development LLC	Central Park LLC	100.00	94.00	Room 900, 9th floor, IPH Tower, 241 Xuan Thuy street, Dich Vong Hau ward, Cau Giay district, Hanoi	Investing, developing and trading real estate properties

APPENDIX 1 – LIST OF SUBSIDIARIES AS AT 31 DECEMBER 2017 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
21	Ecology Development and Investment JSC	Ecology JSC	100.00	98.83	No.191, Ba Trieu street, Le Dai Hanh ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
22	Gia Lam Urban Development and Investment LLC	Gia Lam LLC	85.00	84.00	Vinhomes Riverside [1]	Investing, developing and trading real estate properties
23	Phu Gia Property Trading LLC	Phu Gia LLC	98.00	96.85	No.63 Hang Ga street, Hang Bo ward, Hoan Kiem district, Hanoi	Investing, developing and trading real estate properties
24	Vietnam Investment and Consulting Investment JSC	Vietnam Investment JSC	50.00	49.41	No.191, Ba Trieu street, Le Dai Hanh ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
25	Thang Long Real Estate Trading Investment JSC	Thang Long Real Estate JSC	63.00	63.00	No.13 Hai Ba Trung, Trang Tien ward, Hoan Kiem district, Hanoi	Investing, developing and trading real estate properties
26	Phuc Dong Housing Development Joint Stock Company	Phuc Dong JSC	98.00	98.00	Floor 1, Hall A, E3 Building, Ecohome1, Dong Ngac ward, Bac Tu Liem district, Hanoi	Investing, developing and trading real estate properties
27	Prime Land Real Estate Development JSC	Prime Land JSC	100.00	98.45	Yen Nhan Village, Tien Phong commune, Me Linh district, Hanoi	Investing, developing and trading real estate properties
28	Vinpearl JSC	Vinpearl JSC	100.00	99.64	Hon Tre island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
29	Tay Tang Long Real Estate LLC	Tay Tang Long LLC	90.00	89.46	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
30	Cam Ranh Investment LLC	Cam Ranh LLC	90.00	89.68	No.16 Mac Dinh Chi street, Phuoc Tien ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
31	Hon Mot Tourism JSC	Hon Mot JSC	83.63	83.33	Hon Tre island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
32	Hon Tre Investment and Development LLC	Hon Tre LLC	90.00	89.68	No.42/2 Dong Nai, Phuoc Hai ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services

APPENDIX 1 – LIST OF SUBSIDIARIES AS AT 31 DECEMBER 2017 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
33	Nha Trang Port Joint Stock Company	Nha Trang Port JSC	85.55	85.24	No.5 Tran Phu, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Loading goods, leasing warehouse
34	Co.Co International Co., Ltd	Co.Co International Ltd	69.99	69.74	No.14 Thuy Khue street, Thuy Khue ward, Tay Ho district, Hanoi	Investing, developing and trading real estate properties
35	Vincommerce General Commerce Services JSC	Vincommerce JSC	61.12	59.86	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Retails in department stores
36	VinDS Trading and Services LLC	VinDS LLC	100.00	98.91	Vinhomes Riverside (1)	Retails in department stores
37	Vinmec International General Hospital JSC	Vinmec JSC	100.00	100.00	No.458, Minh Khai street, Vinh Tuy ward, Hai Ba Trung district, Hanoi	Healthcare, medical and related services
38	Vinschool One Member LLC	Vinschool LLC	100.00	100.00	Vinhomes Riverside (1)	Rendering education services
39	VinAcademy Education and Training LLC	VinAcademy LLC	100.00	99.93	Vinhomes Riverside (1)	Rendering education services
40	Vincom Security Service LLC	Vincom Security LLC	100.00	100.00	Vinhomes Riverside (1)	Rendering security services
41	VinEco Agricultural Investment Development and Production LLC	VinEco LLC	100.00	95.80	Vinhomes Riverside (1)	Producing and trading agricultural produces
42	VinEco - Tam Dao Agricultural Investment Development and production LLC	VinEco Tam Dao LLC	89.02	85.29	Co Quan commune, Gia Khanh town, Binh Xuyen district, Vinh Phuc province	Producing and trading agricultural produces
43	Dong Nai - VinEco Agriculture LLC	Dong Nai – VinEco LLC	77.50	74.25	Km13, Highway 51, Long Khanh 3 hamlet, Tam Phuoc commune, Bien Hoa city, Dong Nai province	Producing and trading agricultural produces
44	VINECO SAGRI Agriculture LLC	VINECO SAGRI LLC	64.00	61.31	No.38 Pham Van Coi, Pham Van Coi commune, Cu Chi district, Ho Chi Minh city	Producing and trading agricultural produces

APPENDIX 1 – LIST OF SUBSIDIARIES AS AT 31 DECEMBER 2017 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
45	Vincom General Service Trading LLC	Vincom Service LLC	100.00	99.93	Vinhomes Riverside (1)	Providing information technology, technology, sanitation, environmental landscape, logistic.
46	Van Phat Tourist and Seafood JSC	Van Phat JSC	90.00	86.22	Dung K'Si Hamlet, Da Chais commune, Lac Duong district, Lam Dong province	Wholesale of solid, liquid, gas and related produces
47	VINFAST producing and trading LLC	Vinfast LLC	100.00	100.00	Vinhomes Riverside (1)	Producing of motor vehicle
48	VINFAST ESCOOTER producing and trading LLC	Vinfast Escooter LLC	70.00	70.00	Vinhomes Riverside (1)	Producing of motor vehicle

(1) Full registered office address: No.7, Bang Lang 1 street, Vinhomes Riverside Eco-urban area, Viet Hung ward, Long Bien district, Hanoi.

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Vingroup Joint Stock Company

Consolidated financial statements

31 December 2016

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Vingroup Joint Stock Company

GENERAL INFORMATION

THE COMPANY

Vingroup Joint Stock Company ("the Company") is a joint stock company established in Vietnam pursuant to to the Business Registration Certificate No. 0103001016 issued by the Hanoi Department of Planning and Investment on 3 May 2002 and the Business Registration Certificate No. 0101245486 re-issued on 12 May 2010. The Company subsequently received amended Enterprise Registration Certificates, with the latest amendment being the 63th amended Enterprise Registration Certificate dated 28 February 2017.

The Company's shares were officially listed on the Ho Chi Minh City Stock Exchange ("HOSE") from 19 September 2007 pursuant to Decision No.106/QD-TTGDHCM issued by the Director of HOSE on 7 September 2007.

The current principal activities of the Company are to invest in, construct and trade real estate properties; to carry out capital mobilization and investment activities; and to provide general administrative services. Current principal activities of the Company's subsidiaries are presented in Appendix 1.

The Company's head office is registered at No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi, Vietnam. Its branch is located at No. 72, Le Thanh Ton and No. 45A, Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city, Vietnam.

BOARD OF DIRECTORS

Members of the Board of Directors during the year and at the date of this report are:

Mr. Pham Nhat Vuong	Chairman	
Mr. Le Khac Hiep	Vice Chairman	
Ms. Pham Thuy Hang	Vice Chairwoman	
Ms. Pham Thu Huong	Vice Chairwoman	
Ms. Nguyen Dieu Linh	Vice Chairwoman	
Ms. Vu Tuyet Hang	Vice Chairwoman	resigned on 22 April 2016
Mr. Ling Chung Yee Roy	Member	
Ms. Mai Huong Noi	Member	
Mr. Marc Villiers Townsend	Member	
Mr. Joseph Raymond Gagnon	Member	

SUPERVISORY BOARD

Members of the Supervisory Board during the year and at the date of this report are:

Mr. Nguyen The Anh	Head of the Supervisory Board
Mr. Dinh Ngoc Lan	Member
Ms. Do Thi Hong Van	Member
Ms. Nguyen Thi Van Trinh	Member

MANAGEMENT

Members of management during the year and at the date of this report are:

Ms. Duong Thi Mai Hoa	Chief Executive Officer	
Ms. Mai Huong Noi	Deputy Chief Executive Officer	
Mr. Pham Van Khuong	Deputy Chief Executive Officer	
Ms. Nguyen Dieu Linh	Deputy Chief Executive Officer	resigned on 29 August 2016
Mr. Dang Thanh Thuy	Deputy Chief Executive Officer	resigned on 29 August 2016
Ms. Vu Tuyet Hang	Deputy Chief Executive Officer	resigned on 29 August 2016
Ms. Nguyen Thi Diu	Deputy Chief Executive Officer	
Ms. Duong Thi Hoan	Deputy Chief Executive Officer	appointed on 29 August 2016

LEGAL REPRESENTATIVE

The legal representative of the Company during the year and at the date of this report is Ms. Duong Thi Mai Hoa.

AUDITOR

The auditor of the Company is Ernst & Young Vietnam Limited.

REPORT OF MANAGEMENT

Management of Vingroup Joint Stock Company ("the Company") is pleased to present its report and the consolidated financial statements of the Company and its subsidiaries (collectively referred to as "the Group") for the year ended 31 December 2016.

MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the consolidated financial statements of each financial year which give a true and fair view of the consolidated financial position of the Group and of the consolidated results of its operations and its consolidated cash flows for the year. In preparing those consolidated financial statements, management is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the consolidated financial statements; and
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue its business.

Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the consolidated financial position of the Group and to ensure that the accounting records comply with the applied accounting system. It is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirmed that it has complied with the above requirements in preparing the accompanying consolidated financial statements.

STATEMENT BY MANAGEMENT

Management does hereby state that, in its opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of consolidated financial statements.

For and on behalf of management:

Duong Thi Mai Hoa
Chief Executive Officer

Hanoi, Vietnam

25 March 2017

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Ernst & Young Vietnam Limited
8th Floor, CornerStone Building
16 Phan Chu Trinh Street
Hoan Kiem District
Hanoi, S.R. of Vietnam

Tel: + 84 4 3831 5100
Fax: + 84 4 3831 5090
ey.com

Reference: 60729565/18498313-HN

INDEPENDENT AUDITORS' REPORT

To: The Shareholders of Vingroup Joint Stock Company

We have audited the accompanying consolidated financial statements of Vingroup Joint Stock Company ("the Company") and its subsidiaries (collectively referred to as the "Group") as prepared on 25 March 2017 and set out on pages 6 to 109, which comprise the consolidated balance sheet as at 31 December 2016, the consolidated income statement and the consolidated cash flow statement for the year then ended and the notes thereto.

Responsibility of the Company's management

The Company's management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of the consolidated financial statements, and for such internal control as the Company's management determines is necessary to enable the preparation and presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

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

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

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

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Opinion

In our opinion, the consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Group as at 31 December 2016, and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of the consolidated financial statements.

Ernst & Young Vietnam Limited

Tran Dinh Cuong	Trinh Xuan Hoa
General Director	Auditor
Audit Practising Registration	Audit Practising Registration
Certificate No. 0135-2013-004-1	Certificate No. 0764-2013-004-1

Hanoi, Vietnam

25 March 2017

CONSOLIDATED BALANCE SHEET
as at 31 December 2016

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance (Restated)
100	A. CURRENT ASSETS		87,583,802,138,603	67,699,619,665,953
110	*I. Cash and cash equivalents*	*5*	*9,833,332,219,401*	*6,938,465,104,490*
111	1. Cash		6,243,230,621,899	3,771,965,874,567
112	2. Cash equivalents		3,590,101,597,502	3,166,499,229,923
120	*II. Short-term investments*	*6*	*494,156,904,807*	*11,142,979,590,895*
121	1. Held-for-trading securities	6.1	32,369,112,000	32,369,112,000
122	2. Provision for held-for-trading securities	6.1	(18,996,660,000)	(14,958,000,000)
123	3. Held-to-maturity investments	6.2	480,784,452,807	11,125,568,478,895
130	*III. Current accounts receivable*		*18,254,656,305,786*	*13,848,128,025,192*
131	1. Short-term trade receivables	7.1	3,170,762,775,815	2,532,249,371,138
132	2. Short-term advances to suppliers	7.2	5,229,186,165,035	6,695,026,549,290
135	3. Short-term loan receivables	8	3,224,258,638,813	1,763,123,912,802
136	4. Other short-term receivables	9	6,809,970,413,275	3,072,305,532,703
137	5. Provision for doubtful short-term receivables	10	(179,521,687,152)	(214,577,340,741)
140	*IV. Inventories*	*11*	*49,782,780,792,296*	*28,027,417,689,166*
141	1. Inventories		49,879,776,253,837	28,085,895,835,621
149	2. Provision for obsolete inventories		(96,995,461,541)	(58,478,146,455)
150	*V. Other current assets*		*9,218,875,916,313*	*7,742,629,256,210*
151	1. Short-term prepaid expenses	12	3,123,024,713,156	1,548,029,401,201
152	2. Value-added tax deductible		972,722,775,130	660,027,543,114
153	3. Tax and other receivables from the State	22	111,457,535,408	23,050,885,079
155	4. Other current assets	13	5,011,670,892,619	5,511,521,426,816

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2016

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance (Restated)
200	**B. NON-CURRENT ASSETS**		**92,867,047,555,191**	**77,854,737,886,023**
210	***I. Long-term receivables***		***465,506,617,197***	***254,324,078,479***
215	1. Long-term loan receivables	8	58,989,915,115	62,559,839,165
216	2. Other long-term receivables	9	406,516,702,082	191,764,239,314
220	***II. Fixed assets***		***26,878,731,078,331***	***19,837,150,938,774***
221	1. Tangible fixed assets	14	26,066,821,876,593	19,114,346,085,751
222	Cost		30,165,242,182,483	22,037,695,324,834
223	Accumulated depreciation		(4,098,420,305,890)	(2,923,349,239,083)
227	2. Intangible fixed assets	15	811,909,201,738	722,804,853,023
228	Cost		1,171,451,553,652	865,235,746,007
229	Accumulated amortisation		(359,542,351,914)	(142,430,892,984)
230	***III. Investment properties***	***16***	***17,362,127,296,491***	***16,827,664,243,533***
231	1. Cost		19,186,357,270,103	18,192,494,564,257
232	2. Accumulated depreciation		(1,824,229,973,612)	(1,364,830,320,724)
240	***IV. Long-term assets in progress***		***33,991,567,265,462***	***18,115,293,364,854***
242	1. Construction in progress	18	33,991,567,265,462	18,115,293,364,854
250	***V. Long-term investments***		***3,347,544,752,659***	***9,597,557,595,727***
252	1. Investments in associates, jointly controlled entities	19.1	1,728,809,250,992	6,715,538,162,046
253	2. Investments in other entities	19.1	1,604,928,401,863	2,882,019,433,681
254	3. Provision for long-term investments		(56,192,900,196)	-
255	4. Held-to-maturity investments	19.2	70,000,000,000	-
260	***VI. Other long-term assets***		***10,821,570,545,051***	***13,222,747,664,656***
261	1. Long-term prepaid expenses	12	2,252,711,733,160	1,437,896,150,549
262	2. Deferred tax assets	36.3	328,604,798,935	170,157,957,461
268	3. Other long-term assets	13	-	3,000,000,000,000
269	4. Goodwill	20	8,240,254,012,956	8,614,693,556,646
270	**TOTAL ASSETS**		**180,450,849,693,794**	**145,554,357,551,975**

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2016

Currency: VND

Code	*RESOURCES*	*Notes*	*Ending balance*	*Beginning balance (Restated)*
300	**C. LIABILITIES**		**135,184,454,789,211**	**107,969,432,655,182**
310	***I. Current liabilities***		***97,627,931,086,891***	***64,900,384,271,695***
311	1. Short-term trade payables	21.1	6,458,154,238,573	5,712,772,636,664
312	2. Short-term advances from customers	21.2	47,537,280,868,648	20,221,096,466,017
313	3. Statutory obligations	22	7,366,546,933,741	1,678,401,228,369
314	4. Payables to employees		418,583,692,189	293,440,169,231
315	5. Short-term accrued expenses	23	8,454,261,883,875	6,920,895,138,980
318	6. Short-term unearned revenues	24	1,138,838,659,058	1,056,738,019,276
319	7. Short-term other payables	25.1	20,468,556,855,796	27,471,724,880,316
320	8. Short-term loans and debts	26.1	5,590,652,159,634	1,424,617,794,094
321	9. Short-term provisions	27	195,055,795,377	120,697,938,748
330	***II. Non-current liabilities***		***37,556,523,702,320***	***43,069,048,383,487***
336	1. Long-term unearned revenues	24	2,389,764,581,482	2,683,411,532,468
337	2. Other long-term liabilities	25.2	640,119,050,942	4,406,204,612,974
338	3. Long-term loans and debts	26.2	34,168,826,603,603	33,122,684,524,987
339	4. Convertible bonds	28	-	2,382,401,760,582
341	5. Deferred tax liabilities	36.3	357,813,466,293	474,345,952,476

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2016

Currency: VND

Code	RESOURCES	Notes	Ending balance	Beginning balance (Restated)
400	**D. OWNERS' EQUITY**		**45,266,394,904,583**	**37,584,924,896,793**
410	***I. Capital***	***29.1***	***45,266,394,904,583***	***37,584,924,896,793***
411	1. Issued share capital	29.1	26,377,079,540,000	18,681,880,870,000
411a	*- Shares with voting rights*		*26,377,079,540,000*	*18,681,880,870,000*
412	2. Share premium	29.1	2,504,959,737,448	5,798,727,464,308
415	3. Treasury shares	29.1	(2,974,924,074,484)	(2,974,924,074,484)
420	4. Other funds belonging to owners' equity	29.1	32,845,114,930	27,845,114,930
421	5. Undistributed earnings	29.1	942,345,253,453	1,571,190,449,441
421a	*- Undistributed earnings of prior year*		*402,299,862,165*	*2,350,786,383,324*
421b	*- Undistributed earnings/(losses) of current year*		*540,045,391,288*	*(779,595,933,883)*
429	6. Non-controlling interests	29.1	18,384,089,333,236	14,480,205,072,598
440	**TOTAL LIABILITIES AND OWNERS' EQUITY**		**180,450,849,693,794**	**145,554,357,551,975**

Ngo Nguyet Hang	Nguyen Thi Thu Hien	Duong Thi Mai Hoa
Preparer	Chief Accoutant	Chief Executive Officer

25 March 2017

CONSOLIDATED INCOME STATEMENT
for the year ended 31 December 2016

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
01	1. Revenue from sale of goods and rendering of services	30.1	57,670,387,202,439	34,054,968,884,836
02	2. Deductions	30.1	(56,043,536,545)	(7,002,571,734)
10	3. Net revenue from sale of goods and rendering of services	30.1	57,614,343,665,894	34,047,966,313,102
11	4. Cost of goods sold and services rendered	31	(40,184,632,606,036)	(22,338,933,561,491)
20	5. Gross profit from sale of goods and rendering of services		17,429,711,059,858	11,709,032,751,611
21	6. Finance income	30.3	5,861,556,630,724	1,931,520,080,322
22	7. Finance expenses	32	(5,389,034,072,187)	(3,282,074,915,976)
23	*- In which: Interest expenses*		*(4,308,066,793,490)*	*(2,721,940,288,870)*
24	8. Shares of profit of associates, joint-ventures	19.1	19,823,588,740	39,227,754,200
25	9. Selling expenses	33	(6,672,815,695,018)	(2,957,825,676,439)
26	10. General and administrative expenses	33	(5,526,090,462,009)	(3,922,773,154,112)
30	11. Operating profit		5,723,151,050,108	3,517,106,839,606
31	12. Other income	34	688,479,678,357	283,039,374,788
32	13. Other expenses	34	(618,871,762,087)	(948,045,248,993)
40	14. Other profit/(loss)	34	69,607,916,270	(665,005,874,205)
50	15. Accounting profit before tax		5,792,758,966,378	2,852,100,965,401
51	16. Current corporate income tax expense	36	(2,534,168,929,813)	(1,424,642,826,631)
52	17. Deferred tax income	36	254,477,855,941	74,017,304,681
60	18. Net profit after tax		3,513,067,892,506	1,501,475,443,451
61	19. Net profit after tax attributable to shareholders of the parent	29.1	2,439,510,861,997	1,215,774,826,080
62	20. Net profit after tax attributable to non-controlling interests	29.1	1,073,557,030,509	285,700,617,371

CONSOLIDATED INCOME STATEMENT (continued)
for the year ended 31 December 2016

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year (Restated)*
70	**21. Basic earnings per share**	**38**	**1,178**	**558**
71	**22. Diluted earnings per share**	**38**	**1,178**	**558**

Ngo Nguyet Hang
Preparer

Nguyen Thi Thu Hien
Chief Accountant

Duong Thi Mai Hoa
Chief Executive Officer

25 March 2017

CONSOLIDATED CASH FLOW STATEMENT
for the year ended 31 December 2016

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
	I. CASH FLOWS FROM OPERATING ACTIVITIES			
01	**Profit before tax**		**5,792,758,966,378**	**2,852,100,965,401**
	Adjustments for:			
02	Depreciation of tangible fixed assets and investment properties and amortisation of intangible assets (including amortisation of goodwill)	41	3,355,807,214,759	2,215,531,092,798
03	Provisions		141,826,931,929	180,300,335,624
04	Foreign exchange (gains)/losses	32	(64,931,257,744)	392,125,548,103
05	Profits from investing activities	41	(5,066,205,170,001)	(1,894,455,580,399)
06	Interest expenses	32	4,308,066,793,490	2,721,940,288,870
08	**Operating profit before changes in working capital**		**8,467,323,478,811**	**6,467,542,650,397**
09	Increase in receivables		(335,155,028,311)	(4,510,794,740,749)
10	Increase in inventories		(13,486,963,673,195)	(7,424,030,776,827)
11	Increase in payables (other than interest, corporate income tax)		18,604,163,811,522	40,818,058,572,231
12	Increase in prepaid expenses		(2,720,086,885,910)	(1,756,985,859,776)
13	Decrease in held-for-trading securities		-	112,322,695,000
14	Interest paid		(3,736,500,947,012)	(4,381,857,928,346)
15	Corporate income tax paid		(2,294,234,119,932)	(1,421,314,104,431)
20	**Net cash flows from operating activities**		**4,498,546,635,973**	**27,902,940,507,499**
	II. CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchase and construction of fixed assets and other long-term assets		(14,301,529,343,969)	(14,514,819,118,699)
22	Proceeds from disposals of fixed assets and other long-term assets		66,786,752,382	38,823,385,497
23	Loans to other entities and payments for purchase of debt instruments of other entities	41	(3,432,087,468,527)	(18,880,888,911,471)
24	Collections from borrowers and proceeds from sale of debt instruments of other entities	41	22,880,893,204,796	8,840,834,375,998
25	Payments for investments in other entities (net of cash held by entity being acquired)	41	(22,459,345,068,846)	(20,185,422,456,828)
26	Proceeds from sale of investments in other entities (net of cash held by entity being disposed)	41	15,306,966,443,347	4,450,260,724,277
27	Interest and dividends received		1,107,787,615,493	1,152,731,210,286
30	**Net cash flows used in investing activities**		**(830,527,865,324)**	**(39,098,480,790,940)**

CONSOLIDATED CASH FLOW STATEMENT (continued)
for the year ended 31 December 2016

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
	III. CASH FLOWS FROM FINANCING ACTIVITIES			
31	Capital contribution and issuance of shares	41	1,310,346,390,000	7,544,319,623,168
33	Drawdown of borrowings		20,814,923,248,321	20,664,801,635,454
34	Repayment of borrowings		(21,563,433,421,832)	(16,711,194,036,085)
36	Dividends paid to equity holders	41	(1,339,903,941,515)	(974,185,674,300)
40	**Net cash flows (used in)/from financing activities**		**(778,067,725,026)**	**10,523,741,548,237**
50	**Net increase/(decrease) for the year**		**2,889,951,045,623**	**(671,798,735,204)**
60	**Cash and cash equivalents at the beginning of the year**		**6,938,465,104,490**	**7,607,513,719,673**
61	Impact of exchange rate fluctuation		4,916,069,288	2,750,120,021
70	**Cash and cash equivalents at the end of the year**	5	**9,833,332,219,401**	**6,938,465,104,490**

Ngo Nguyet Hang
Preparer

Nguyen Thi Thu Hien
Chief accountant

Duong Thi Mai Hoa
Chief Executive Officer

25 March 2017

1. CORPORATE INFORMATION

Vingroup Joint Stock Company ("the Company") is a joint stock company established in Vietnam pursuant to the Business Registration Certificate No. 0103001016 issued by the Hanoi Department of Planning and Investment on 3 May 2002 and the Business Registration Certificate No. 0101245486 re-issued on 12 May 2010. The Company subsequently received amended Enterprise Registration Certificates, with the latest amendment being the 63[th] amended Enterprise Registration Certificate dated 28 February 2017.

The Company's shares were officially listed on the Ho Chi Minh City Stock Exchange ("HOSE") from 19 September 2007 pursuant to Decision No.106/QD-TTGDHCM issued by the Director of HOSE on 7 September 2007.

The current principal activities of the Company are to invest in, construct and trade real estate properties; to carry out capital mobilization and investment activities; and to provide general administrative services. Current principal activities of the Company's subsidiaries are presented in Appendix 1.

The Group's normal course of business cycle of real estate business starts at the time of application for investment certificate, commencement of site clearance, construction and ends at the time of completion. Thus, the Group's normal couse of business cycle of real estate trading is from 12 to 36 months.

The Group's normal course of business cycle of other business activities is 12 months.

The Company's head office is registered at No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi, Vietnam. Its branch is located at No. 72, Le Thanh Ton and No. 45A, Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city, Vietnam.

The number of the Group's employees as at 31 December 2016 is: 333 (31 December 2015: 482).

As at 31 December 2016, the Company has 62 subsidiaries. The information on these subsidiaries, along with the Company's voting rights and equity interest in each subsidiary are detailed in the Appendix 1.

As at 31 December 2016, the Group also holds investments in a number of associates as disclosed in Note 19.1.

2. BASIS OF PREPARATION

2.1 Accounting standards and system

The consolidated financial statements of the Company and its subsidiaries ("the Group") expressed in Vietnam dong ("VND") are prepared in accordance with Vietnamese Enterprise Accounting System and Vietnamese Accounting Standard issued by the Ministry of Finance as per:

- Decision No. 149/2001/QD-BTC dated 31 December 2001 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 1);
- Decision No. 165/2002/QD-BTC dated 31 December 2002 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 2);
- Decision No. 234/2003/QD-BTC dated 30 December 2003 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 3);
- Decision No. 12/2005/QD-BTC dated 15 February 2005 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 4); and
- Decision No. 100/2005/QD-BTC dated 28 December 2005 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 5).

Accordingly, the accompanying consolidated financial statements, including their utilisation are not designed for those who are not informed about Vietnam's accounting principles, procedures and practices and furthermore are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries other than Vietnam.

2.2 Applied accounting documentation system

The Company's applied accounting documentation system is the General Journal.

2.3 Fiscal year

The Group's fiscal year applicable for the preparation of its consolidated financial statements starts on 1 January and ends on 31 December.

2.4 Accounting currency

The consolidated financial statements are prepared in VND which is also the Company's accounting currency.

2.5 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries for the year ended 31 December 2016.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continued to be consolidated until the date that such control ceases, except for temporary controls when a subsidiary is acquired and held exclusively with a view to resale within 12 months.

The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies.

All intra-company balances, income and expenses and unrealised gains or losses resulting from intra-company transactions are eliminated in full.

2. BASIS OF PREPARATION (continued)

2.5 *Basis of consolidation* (continued)

Non-controlling interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated income statement and within equity in the consolidated balance sheet, separately from parent shareholders' equity.

Impact of change in the ownership interest of a subsidiary, without a loss of control, is recorded in undistributed earnings.

In case the Group disposes a partial interest in a subsidiary and loses control but retains an interest as an associate, the Group's investment is accounted for using the equity method of accounting. Profit/loss from this transaction is recognised in the consolidated income statement.

In case the Group disposes a partial interest in a subsidiary and loses control but retains an interest as an investment in other entities, the Group's investment is accounted for using the cost method. Profit/loss from this transaction is recognised in the consolidated income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 *Changes in accounting policies and disclosures*

The accounting policies adopted by the Group in preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2015.

3.2 *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand, cash at banks and short-term, highly liquid investments with an original maturity of no longer than three months that are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value.

3.3 *Inventories*

Inventory property

Property acquired or being constructed for sale in the ordinary course of business or for long-term lease qualified for recognition of outright sales, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost incurred in bringing the inventories to their present location and condition, and net realisable value.

Cost includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for construction; and
- 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 less estimated 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 appropriate basis.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 *Inventories* (continued)

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 represents the estimated selling price in the ordinary course of business less the estimated costs to complete and the estimated costs necessary to make the sale.

The perpetual method is used to record the costs of other inventories, cost of other inventories is valued at the cost of purchase, on weighted average basis.

Provision for obsolete inventories

An inventory provision is created for the estimated loss arising due to the impairment of value (through diminution, damage, obsolescence, etc.) of raw materials, finished goods, and other inventories owned by the Group, based on appropriate evidence of impairment available at the consolidated balance sheet date.

Increases and decreases to the provision balance are recorded into the cost of goods sold account in the consolidated income statement.

3.4 *Receivables*

Receivables are presented in the consolidated financial statements at the carrying amounts due from customers and other debtors, after provision for doubtful debts.

The provision for doubtful debts represents amounts of outstanding receivables at the balance sheet date which are doubtful of being recovered. Increases and decreases to the provision balance are recorded as general and administrative expense in the consolidated income statement.

3.5 *Tangible fixed assets*

Tangible fixed assets are stated at cost less accumulated depreciation.

The cost of a tangible fixed asset comprises its purchase price and any directly attributable costs of bringing the tangible fixed asset to working condition for its intended use.

Expenditures for additions, improvements and renewals are added to the carrying amount of the assets and expenditures for maintenance and repairs are charged to the consolidated income statement as incurred.

When tangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the consolidated income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Leased assets

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset.

A lease is classified as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the asset to the lessee. All other leases are classified as operating leases.

Where the Group is the lessee

Rentals under operating leases are charged to the consolidated income statement on a straight-line basis over the lease term.

When the Group is the lessor

Assets subject to operating leases are included as the Group's investment properties in the consolidated balance sheet. Initial direct costs incurred in negotiating an operating lease are recognised in the consolidated income statement as incurred.

Lease income is recognised in the consolidated income statement on a straight-line basis over the lease term.

3.7 Intangible fixed assets

Intangible fixed assets are stated at cost less accumulated amortisation.

The cost of an intangible fixef asset comprises of its purchase price and any directly attributable costs of preparing the intangible asset for its intended use.

Expenditures for additions, improvements are added to the carrying amount of the assets and other expenditures are charged to the consolidated income statement as incurred.

When intangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the consolidated income statement.

Land use rights

Definite and indefinite land use rights are recorded as intangible fixed assets based on land use right certificates issued by governing bodies.

The prepayment for land rental, of which the land lease contracts have effectiveness prior to 2003 and Land use right certificate being issued, are recorded as intangible fixed asset according to Circular No. 45/2013/TT-BTC issued by the Ministry of Finance on 25 April 2013 guiding the management, use and depreciation of fixed assets ("Circular 45").

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.7 ***Intangible fixed assets*** (continued)

Research and development costs

Research costs and development costs that do not meet the capitalisation criteria are recognised as expensed in the consolidated income statement as incurred.

Development expenditure on an individual project is recognised as an intangible fixed asset only if the Group can demonstrate all of the following conditions:

- The technical feasibility study of completing the intangible fixed asset so that it will be available for use or sale;
- The intention to complete and use or sell the intangible fixed asset;
- The ability to use or sell the intangible fixed asset;
- The asset will generate probable future economic benefits;
- The availability of resources to complete the development and to use or sell the intangible fixed asset;
- The ability to measure reliably the expenditure during the development; and
- They are estimated to meet all criteria for use duration and value prescribed for intangible fixed asset.

Development costs capitalised as asset are stated at cost less accumulated amortisation. Amortisation of the asset begins when development is completed and the asset is available for use.

3.8 ***Depreciation and amortisation***

Depreciation and amortisation of tangible fixed assets and intangible fixed assets are calculated on a straight-line basis over the estimated useful life of each asset as follows:

Buildings and structures	5 - 50 years
Machinery and equipment	3 - 15 years
Means of transportation	3 - 12 years
Office equipment	3 - 8 years
E-commerce website (i)	2 - 20 years
Computer software	3 - 10 years
Land use rights with definite term	36 - 48 years
Distribution rights, copyright and others	3 - 15 years

No amortisation is charged on the land use rights with indefinite terms.

(i) During the year, the Group changed its estimation of the useful life of the E-commerce website as the Group has planned to replace and upgrade this Website.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Investment properties

Investment properties are stated at cost, including transaction costs, less accumulated depreciation and/or amortisation.

Subsequent expenditure relating to an investment property that has already been recognised is added to the net book value of the investment property when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing investment property, will flow to the Group.

Depreciation of investment properties is calculated on a straight-line basis over the estimated useful life of each asset as follows:

Buildings and structures	5 - 48 years
Machinery and equipment	8 - 15 years

Amortisation of definite land use rights presented as investment properties is calculated on a straight-line basis over granted period from 25 to 48 years.

No amortisation is charged on the land use rights presented as investment properties with indefinite terms.

Investment properties are derecognised when either they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the assets is recognised in the consolidated income statement in the year of retirement or disposal.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by ending of owner-occupation or readiness for sale, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment properties when, and only when, there is change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. The transfer from investment property to owner-occupied property or inventories does not change the cost or the carrying value of the property for subsequent accounting at the date of change in use.

3.10 Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

Borrowing costs are recorded as expense during the year in which they are incurred, except to the extent that they are capitalised as explained in the following paragraph.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily take a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Prepaid expenses

Prepaid expenses are reported as short-term or long-term prepaid expenses on the consolidated balance sheet and amortised over the period for which the amounts are paid or the period in which economic benefits are generated in relation to these expenses.

Long-term prepaid expenses include long-term prepaid land rental, pre-operation expenditure, tools and supplies, and other prepaid expenses that bring future economic benefits for more than one year.

Prepaid land rental represents the unamortised balance of advance payment made in accordance with Land Rental Contract signed with authorities. Such prepaid land rental is recognised as long-term prepaid expenses for allocation to the consolidated income statement over the remaining lease period according to Circular 45.

3.12 Business combinations and goodwill

Business combinations are accounted for using the purchase method. The cost of a business combination is measured as the fair value of assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange plus any costs directly attributable to the business combination. Identifiable assets and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of business combination.

In case prior to the date that control is obtained, the investment is an investment in associate or a long-term investment and the acquisition of that subsidiary is a business combination, when preparing the consolidated financial statements, the Group shall remeasure its previously held equity interests at its acquisition-date fair value and recognise the resulting gain or loss, if any, in the consolidated income statement.

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost the business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If the cost of a business combination is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement. After initial recognition, goodwill is measured at cost less any accumulated amortisation. Goodwill is amortised over 10-year period on a straight-line basis. The Group annually carries out test of impairment of goodwill, and if there is indicator that the impairment amount is higher than the annual amortisation, the excess of goodwill impairment over annual amortisation shall be expended in the period.

Assets acquisitions and business combinations

The Group acquires subsidiaries that own real estate and production projects. At the time of acquisition, the Group considers whether the acquisition represents the acquisition of a business. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property.

When the acquisition of subsidiaries does not represent a business combination, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognised.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.12 ***Business combinations and goodwill*** (continued)

Assets acquisitions and business combinations (continued)

In case prior to the date that control is obtained, the investment is an investment in associate or a long-term investment and the acquisition of the subsidiary is not a business combination, when preparing the consolidated financial statements, the Group shall not remeasure the previously held equity interests. Instead previously held equity interests and the consideration were allocated to the assets and liabilities acquired based on their relative fair values on acquisition date.

Business combinations involving entities under common control

Business combinations involving entities under common control are accounted for as follows:

- The assets and liabilities of the two combined entities are reflected at their carrying amounts on the date of business combination;
- No goodwill is recognised from the business combination;
- The consolidated income statement reflects the results of the combined entities from the date of the business combination; and
- Any difference between the consideration paid and the net assets of the acquiree is recorded in equity.

3.13 ***Investments***

Investment in associates

The Group's investment in its associate is accounted for using the equity method of accounting. An associate is an entity in which the Group has significant influence that are neither subsidiaries nor joint ventures. The Group generally deems they have significant influence if they have over 20% of the voting rights in the investee.

Under the equity method, the investment is carried in the consolidated balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates. Goodwill arising on acquisition of the associate is included in the carrying amount of the investment. The Group does not charge any amortisation on the goodwill, but annually carries out test of impairment of goodwill. The consolidated income statement reflects the Group's share of the post-acquisition results of operation of the associate.

The share of post-acquisition profit/(loss) of the associates is presented on face of the consolidated income statement and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividend/profit sharing receivable from associates reduces the carrying amount of the investment.

The financial statements of the associates are prepared for the same reporting year as the Group and using the consistent accounting policies with the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The Group ceases the use of the equity method of accounting since the date it no longer has significant influence over the associate. If the retained equity interest is a long-term investment, the entity measures the retained equity interest at fair value regarded as the cost on initial recognition. Profit/loss from the disposal of associate is recognised in the consolidated income statement.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.13 *Investments* (continued)

Investments in joint ventures

The Group's investment in joint ventures is accounted for using the equity method of accounting. Under the equity method, the investment is carried in the consolidated balance sheet at cost plus post joint ventures changes in the Group's share of net assets of the joint ventures. The consolidated income statement reflects the share of the post-acquisition results of operation of the joint ventures.

The share of profit/(loss) of the joint ventures is presented on face of the consolidated income statement and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividend/profit sharing received or receivable from jointly controlled entities reduces the carrying amount of the investment.

The financial statements of the joint ventures are prepared for the same reporting period and use the same accounting policies as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Investments in securities and investment in other entities

Investments in securities and investment in other entities are stated at their acquisition costs.

Provision for trading security and investment in securities

Provision is made for any diminution in value of the held-for-trading securities and investments in capital of other entities at the balance sheet date in accordance with the guidance under Circular No. 228/2009/TT-BTC dated 7 December 2009 and Circular No. 89/2013/TT-BTC dated 28 June 2013 issued by the Ministry of Finance. Increases and decreases to the provision balance are recorded as finance expense in the consolidated income statement.

Held-to-maturity investment

Held-to-maturity investments are stated at their acquisition costs. After initial recognition, these investments are measured at recoverable amount. Any impairment loss incurred is recognised as expense and deducted against the value of such investments.

3.14 *Payables and accruals*

Payables and accruals are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Group.

3.15 *Accrual for severance pay*

The severance pay to employee is accrued at the end of each reporting period for all employees who have been more than 12 months in service up to balance sheet date at the rate of one-half of the average monthly salary for each year of service up to 31 December 2008 in accordance with the Labour Code, the Law on Social Insurance and related implementing guidance. The average monthly salary used in this calculation will be revised at the end of each reporting period following the average monthly salary of the 6-month period up to the reporting date. Any changes to the accrued amount will be taken to the consolidated income statement.

This accrued severance pay is used to settle the termination allowance to be paid to employee upon termination of their labour contract following Article 48 of the Labour Code.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.16 *Provisions*

General provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed by a third party, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated income statement net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for warranty expenses for apartments and villas

The Group estimates provision for warranty expenses based on revenues and available information about the repair of real estate properties sold in the past.

3.17 *Convertible bond*

Bonds that are convertible by the holder into a fixed number of ordinary shares of the entity are separated into financial liability (a contractual arrangement to deliver cash or another financial asset) and equity instrument (a call option granting the holder the right, for a specified period of time) based on the terms of the contract. In cases where the numbers of ordinary shares to be converted is not fixed, the entire convertible bonds are classified as a financial liability.

On issuance of the convertible bond, the fair value of the liability component is determined by discounting the future payment (including principal and interest) to present value at the market rate for an equivalent non-convertible bond less issuance cost.

This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity. The carrying amount of the conversion option is not re-measured in subsequent years.

Transaction costs are allocated during the lifetime of the bond following straight line basis. At initial recognition, issuance costs are deducted from the liability component of the bond.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.18 Foreign currency transactions

Transactions in currencies other than the Group's reporting currency of VND are recorded at the actual transaction exchange rates at transaction dates which are determined as follows:

Transaction resulting in receivables are recorded at the buying exchange rates of the commercial banks designated for collection;

Transactions resulting in liabilities are recorded at the selling exchange rates of the transaction of commercial banks designated for payment; and

Payments for assets or expenses without liabilities initially being recognised is recorded at the buying exchange rates of the commercial banks that process these payments.

At the end of the year, monetary balances denominated in foreign currencies are translated at the actual transaction exchange rates at the consolidated balance sheet dates which are determined as follows:

Monetary assets are translated at buying exchange rate of the commercial bank where the Group conducts transactions regularly;

Monetary liabilities are translated at selling exchange rate of the commercial bank where the Group conducts transactions regularly.

All foreign exchange differences incurred during the year and arised from the translation at the end of the year are taken to the consolidated income statement.

3.19 Treasury shares

Own equity instruments which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised upon purchase, sale, issue or cancellation of the Group's own equity instruments.

3.20 Appropriation of net profits

Net profit after tax (excluding gain from bargain purchases) is available for appropriation to shareholders after approval in the annual general meeting, and after making appropriation to reserve funds in accordance with the Charters of the Company and its subsidiaries and the Vietnamese regulatory requirements.

The Group maintains the reserve funds which are appropriated from the Group's net profit as proposed by the Board of Directors and subject to approval by shareholders at the annual general meeting.

3.21 Advances from customers

Payments received from customers as deposits for the purchase of residential properties in the future that do not meet the conditions for revenue recognition, are recognised and presented as "Advances from customers" in the liability section of the consolidated balance sheet.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.22 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding trade discount, rebate and sales return. The following specific recognition criteria must also be met before revenue is recognised.

Revenue from sale of inventory property

Revenue from sale of inventory property is recognised when the significant risks and rewards incident to ownership of the properties have passed to the buyer.

Revenue from sale of inventory property also includes long-term lease of inventory property qualified for recognition of outright sales. If the lease-term is greater than 90% of the asset's useful life, the Group will recognise the revenue for the entire prepaid lease payment if all of the following conditions are met:

- Lessee is not allowed to cancel the lease contract during the lease term, and the lessor is not reponsible for reimbursing the prepaid lease payments under any circumstances;
- The prepaid lease payment is not less than 90% of the total estimated lease payment collected under contract over the lease period and lessee must pay all rental within 12 months from the commencement of the lease;
- Almost all risks and rewards associated with the ownership of leased assets are transferred to the lessee; and
- Lessor must estimate the full cost of leasing activity.

Revenue from leasing of properties

Rental income arising from leased properties is recognised in the consolidated income statement on a straight line basis over the lease terms on ongoing leases.

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually upon the delivery of the goods.

Rendering of services

Revenue from hotel, amusement park, education, beauty, hospital, real estate management and other related services is recorded when the services are rendered. When the outcome of the contract is certainly determined, revenue will be recognised based on percentage of completion.

Gains from securities trading/capital transfer

Gains from securities trading and capital transfer are determined as the excess of selling prices against the cost of securities sold. Such gains are recognised on the trade date when the relevant contracts are executed.

Interest

Revenue is recognised as the interest accrues (taking into account the effective yield on the asset) unless collectability is in doubt.

Dividends

Income is recognised when the Group's entitlement as an investor to receive the dividend is established.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.23 Construction contract

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the consolidated balance sheet date based on the construction works as certified by customers. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that is probably recoverable. Contract costs are recognised as expenses in the year in which they are incurred.

Difference between the cumulative revenue of a construction contract recognised to date and the cumulative amount of progress billings of that contract is presented as construction contract receivable/payable based on agreed progress billings in the consolidated balance sheet.

3.24 Taxation

Current income tax

Current income tax assets and liabilities for the current and year periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted as at the consolidated balance sheet date.

Current income tax is charged or credited to the consolidated income statement, except when it relates to items recognised directly to equity, in which case the current income tax is also dealt with in equity.

Current income tax assets and liabilities are offset when there is a legally enforceable right for the Group to offset current tax assets against current tax liabilities and when the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred income tax

Deferred tax is provided on temporary differences at the consolidated balance sheet date between the tax base of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures where timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.24 ***Taxation*** (continued)

Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax credit and unused tax losses, to the extent that it is probable that taxable profit will be available against which deductible temporary differences, carried forward unused tax credit and unused tax losses can be utilised, except:

- where the deferred tax asset arises from the initial recognition of an asset or liability which at the time of the related transaction, affects neither the accounting profit nor taxable profit or loss at the time transaction incurred; and
- in respect of deductible temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each consolidated balance sheet date and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Previously unrecognised deferred income tax assets are re-assessed at each consolidated balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset realised or the liability is settled based on tax rates and tax laws that have been enacted at the consolidated balance sheet date.

Deferred tax is charged or credited to the consolidated income statement, except when it relates to items recognised directly to equity, in which case the deferred tax is also dealt with in the equity account.

Deferred tax assets and liabilities are offset when there is a legally enforceable right for the Group to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on:

- either the same taxable entity; or
- when the Group intends either settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.25 ***Segment information***

A segment is a component determined separately by the Group which is engaged in providing products or related services (business segment), that is subject to risks and returns that are different from those of other segments.

Management defines the Group's segment report to be based on type of products and services provided.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR

4.1 Acquisition of group of assets

During the year, the Group has acquired shares/equity interest of the following companies from individuals and corporate counterparties. Management has reviewed and assessed that the acquisition of shares/equity interest of these companies is the acquisition of group of assets, rather than business combination. The total consideration for each of these acquisitions was allocated to the assets and liabilities acquired based on their relative fair values at acquisition date. Accordingly, a part of consideration was recognised in construction in progress (Note 18). The non-controlling interests were also recognised at their relative proportion of the interests in the assets and liabilities acquired. These acquired assets and liabilities are presented in the same categories as other similar assets and liabilities held by the Group.

Acquisition of Green City Development JSC ("Green City JSC"), a new subsidiary

On 15 July 2016, the Group accquired 40% shares of Green City JSC from individuals with total consideration of VND1,242 billion, which increased the ownership interest of the Group in this company from 49.1% to 89.1% and thereby, Green City JSC became a subsidiary of the Group. At the date of acquisition, Green City JSC was the owner of a real-estate project under development in District 9, Ho Chi Minh city, Vietnam. Subsequently, on 12 December 2016, the Group acquired additional 8.9% shares of Green City JSC from Ecology JSC with total consideration of VND203 billion. This transaction increased the ownership interest of the Group in Green City JSC to 98%.

On 30 December 2016, the Group disposed of all shares in Green City JSC (Note 4.4).

Acquisition of Can Gio JSC, a new subsidiary

On 30 August 2016, the Group acquired additional 62.25% shares of Can Gio JSC from a corporate counterparty and individuals with total consideration of VND8,474 billion, which increased the ownership interest of the Group in this company to 97.15% and thereby, Can Gio JSC became a subsidiary of the Group. At the date of acquisition, Can Gio JSC was the owner of a potential real-estate project located in Long Hoa commune, Can Gio district, Ho Chi Minh city, Vietnam.

Acquisition of Hai Linh Energy JSC, a new subsidiary

On 27 September 2016, the Group acquired 100% shares of Hai Linh Energy JSC from individuals with total consideration of VND113 billion and thereby, Hai Linh Energy JSC became a subsidiary of the Group.

Acquisition of Van Phat JSC, a new subsidiary

On 18 October 2016, the Group accquired 90% shares of Van Phat JSC from individuals with total consideration of VND106 billion and thereby, Van Phat JSC became a subsidiary of the Group. At the date of acquisition, Van Phat was the owner of a seafood and eco-tourism development project in Lac Duong district, Lam Dong province, Vietnam.

Acquisition of Central Park LLC, a new subsidiary

On 24 October 2016, the Group acquired 100% voting rights of Central Park LLC from a corporate counterparty with total consideration of VND130 billion and thereby, Central Park LLC became a subsidiary of the Group. At the date of acquisition, Central Park LLC was the owner of a potential real-estate project in Nam Tu Liem district, Hanoi, Vietnam.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.1 *Acquisition of group of assets* (continued)

Acquisition of Thang Long Real Estate JSC, a new subsidiary

On 29 December 2016, the Group acquired addtional 28% shares of Thang Long Real Estate JSC from corporate counterparties with total consideration of VND32.2 billion, which increased the ownership interest of the Group in this company to 63% and thereby, Thang Long Real Estate JSC became a subsidiary of the Group. At the date of acquisition, Thang Long Real Estate JSC was the owner of a potential real-estate project located in Thanh Xuan district, Hanoi, Vietnam.

4.2 *Business combination*

Acquisition of Hoa Hong Vang Agricultural Foodstuff Joint Stock Company ("Hoa Hong Vang JSC"), a new subsidiary

On 1 February 2016, the Group acquired 100% shares of Hoa Hong Vang JSC from individuals with total consideration of VND21 billion. Subsequently, on 1 April 2016, Hoa Hong Vang JSC was merged into VinEco LLC, another subsidiary.

The principal activities of Hoa Hong Vang JSC are to manufacture and operate in breeding and trading agricultural products.

On 31 December 2016, the Group has completed determining the fair value of identifiable assets, liabilities or contingent liabilities of Hoa Hong Vang JSC at the date of acquisition. The fair values of identifiable assets and liabilities of Hoa Hong Vang JSC at the acquisition date were as below:

	Currency: VND
	Fair value recognised at acquisition date
Assets	
Cash	2,595,162
Inventories	40,601,290
Other current assets	42,507,605
Tangible fixed assets	3,093,131,896
	3,178,835,953
Liabilities	
Trade payables	32,734,031
Total identifiable net assets	**3,146,101,922**
Non-controlling interests	5,251,545,265
Goodwill from business combination (Note 20)	12,602,352,813
Total purchase consideration	**21,000,000,000**
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	2,595,162
Cash paid for acquiring the subsidiary up to 31 December 2016	(21,000,000,000)
Net cash flow used in acquisition	**(20,997,404,838)**

Total consideration of VND21 billion was fully paid in cash. Hoa Hong Vang JSC did not have any gains/losses from the acquisition date to 1 April 2016 (the date on which Hoa Hong Vang JSC was merged into VinEco LLC).

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 *Business combination* (continued)

Acquisition of Hoang Lan Production Commerce Services Joint Stock Company ("Hoang Lan JSC"), a new subsidiary

On 3 February 2016, the Group acquired 100% shares of Hoang Lan JSC with total consideration of VND28 billion. Subsequently, on 1 April 2016, Hoang Lan JSC was merged into VinEco LLC, another subsidiary.

The principal activities of Hoang Lan JSC are to manufacture and operate in breeding and trading agricultural products.

On 31 December 2016, the Group has completed determining the fair value of identifiable assets, liabilities or contingent liabilities of Hoang Lan JSC at the date of acquisition. The fair values of identifiable assets and liabilities of Hoang Lan JSC at the acquisition date were as below:

Currency: VND

	Fair value recognised at acquisition date
Assets	
Cash	5,249,900
Short-term trade receivables	106,250,100
Tangible fixed assets	104,178,218
Construction in progress	265,145,780
Other current assets	682,500,000
	1,163,323,998
Liabilities	-
Total identifiable net assets	**1,163,323,998**
Non-controlling interests	7,893,739,404
Goodwill from business combination (Note 20)	18,942,936,598
Total purchase consideration	**28,000,000,000**
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	5,249,900
Cash paid for acquiring the subsidiary up to 31 December 2016	(25,200,000,000)
Net cash flow used in acquisition	**(25,194,750,100)**

Total consideration of VND28 billion was partly paid in cash. Hoang Lan JSC did not have any gains/losses from the acquisition date to 1 April 2016 (the date on which Hoang Lan JSC is merged into VinEco LLC).

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 Business combination (continued)

Acquisition of Savina JSC, a new subsidiary

On 27 April 2016, the Group acquired 65.33% shares of Savina JSC through equitisation of the Savina One Member Limited Liability Company with total consideration of VND475 billion and thereby, Savina JSC became the Group's subsidiary. The principal activities of Savina JSC are to trade books and related items and lease offices.

At 31 December 2016, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Savina JSC at the date of acquisition. Therefore, the Group applied provisional accounting method to consolidate this company. The provisional fair values of identifiable assets and liabilities of Savina JSC at the acquisition date were as below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	699,919,715,320
Tangible fixed assets	25,300,885,704
Investment in associates (Note 19.1.1)	3,239,919,511
Other assets	29,942,765,511
	758,403,286,046
Liabilities	
Short-term accrued expenses	43,960,667,647
Other liabilities	19,065,137,296
Total identifiable net assets	**695,377,481,103**
Non-controlling interests	(241,087,372,698)
Goodwill from business combination (Note 20)	20,875,503,395
Total purchase consideration	**475,165,611,800**
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	699,919,715,320
Cash paid for acquiring the subsidiary up to 31 December 2016	(475,165,611,800)
Net cash flow from acquisition	**224,754,103,520**

Total consideration of VND475 billion was fully paid in cash. Profit before tax of Savina JSC for the period from the acquisition date to 31 December 2016 is VND11.2 billion.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (countinued)

4.2 Business combination (continued)

Acquisition of Truong Thanh Furniture Corporation, a new subsidiary

On 11 May 2016, the Group acquired 49.9% shares of Truong Thanh Furniture Corporation via the stock exchange market with total consideration of VND1,282 billion. In addition, on 11 May 2016, the Group held two convertible loans due from Truong Thanh Furniture Corporation with total value of VND1,209 billion. Conversion options of these loans had been effective since 11 May 2016 and entitled the Group to convert these loans into ordinary shares of Truong Thanh Furniture Corporation and thereby, additionally increased potential voting rights and equity interests of the Group in Truong Thanh Furniture Corporation by 16.3%. Based on the terms of the convertible loan contracts, the Group has consolidated the financial statements of Truong Thanh Furniture Corporation and its subsidiaries by the Group's equity interests in Truong Thanh Furniture Corporation of 66.2%, including potential equity interest as mentioned above.

At 11 May 2016, Truong Thanh Furniture Corporation held investments in fifteen (15) subsidiaries, three (3) associates and one (1) joint venture. Through this transaction, the Group indirectly owned these subsidiaries and the investments in these associates and joint venture of Truong Thanh Furniture Corporation.

The principal acitivities of Truong Thanh Furniture Corporation are to cultivate, manufacture, trade and provide services related to wood products.

On 30 November 2016, the Group disposed 20% shares of Truong Thanh Furniture Corporation via the stock exchange market as presented at Note 4.4.

At 31 December 2016, the provisional fair values of identifiable assets and liabilities of Truong Thanh Furniture Corporation and its subsidiaries at the acquisition date are presented below:

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 *Business combination* (continued)

Acquisition of Truong Thanh Furniture Corporation, a new subsidiary (continued)

	Currency: VND
	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	93,926,385,484
Short-term trade receivables	830,701,338,982
Short-term advances to suppliers	94,693,381,345
Other short-term receivables	73,705,752,271
Provision for doubtful short-term receivables	(444,503,276,174)
Inventories	1,774,315,136,359
Provision for obsolete inventories	(67,613,918,513)
Tangible fixed assets	473,926,197,028
Investments in associates, jointly controlled entities (Note 19.1.1)	239,135,473,000
Long-term prepaid expenses	51,835,171,758
Other assets	149,330,298,297
	3,269,451,939,837
Liabilities	
Short-term trade payables	424,164,774,172
Short-term advances from customers	97,770,799,574
Statutory obligations	72,410,986,804
Short-term accrued expenses	190,437,394,932
Short-term other payables	55,266,732,950
Short-term loan and finance lease obligations	1,035,638,185,385
Others	96,209,846,719
Total identifiable net assets	**1,297,553,219,301**
Non-controlling interests	(51,032,481,966)
Goodwill from business combination (Note 20)	1,244,602,203,203
Total purchase consideration	**2,491,122,940,538**
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	93,926,385,484
Cash paid for acquiring the subsidiary up to 31 December 2016	(1,282,369,317,454)
Net cash flow used in acquisition	**(1,188,442,931,970)**

Total purchase consideration is VND2,491 billion, in which VND1,282 billion was paid in cash and VND1,209 billion was the value of the convertible loans. Loss before tax of Truong Thanh Furniture Corporation and its subsidiaries for the period from the acquisition date to the disposal date was VND276 billion.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 *Business combination* (continued)

Acquisition of Vicentra JSC, a new subsidiary

On 28 October 2016, the Group increased its ownership interest in Vicentra JSC to 63.15% with total consideration of VND2,780 billion and thereby, Vicentra JSC became a subsidiary of the Group.

The principal activities of Vicentra JSC are to invest, construct, trade and lease real estate properties.

At 31 December 2016, the Group was in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Vicentra JSC at the date of acquisition. Therefore, the Group applied provisional accounting method to consolidate this company. The provisional fair values of identifiable assets and liabilities of Vicentra JSC at the acquisition date are presented below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	1,206,813,935,768
Short-term trade receivables	351,537,095,788
Short-term advances to suppliers	353,693,817,646
Short-term loan receivables	9,035,689,095,154
Other short-term receivables	367,459,130,437
Short-term prepaid expenses	451,958,808,456
Deferred tax assets	16,226,938,919
Other long-term receivables	3,877,365,333,333
Construction in progress	6,943,642,868,303
Other long-term assets	68,680,027,976
	22,673,067,051,780
Liabilities	
Short-term trade payables	(205,229,551,429)
Short-term advances from customers	(5,618,486,690,150)
Statutory obligations	(76,930,249,745)
Short-term accrued expenses	(599,409,802,823)
Unearned revenues	(61,496,125,387)
Short-term other payables	(2,453,417,592,577)
Other long-term liabilities	(122,676,287,778)
Long-term loans and finance lease obligations	(10,777,654,960,903)
Other liabilities	(77,848,901,682)
Total identifiable net assets	**2,679,916,889,306**
Non-controlling interests	(987,427,626,946)
Goodwill from business combination (Note 20)	2,837,107,358,440
Total purchase consideration	**4,529,596,620,800**
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	1,206,813,935,768
Cash paid for acquiring the subsidiary up to 31 December 2016	(2,780,146,560,000)
Net cash flow used in acquisition	**(1,573,332,624,232)**

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 *Business combination* (continued)

Acquisition of Vicentra JSC, a new subsidiary (continued)

Total purchase consideration is VND4,529 billion, in which VND2,780 billion was paid in cash and VND1,749 billion was the provisional fair value of 19% previously held equity interest of the Group in Vicentra JSC. On 31 December 2016, the provisional fair value of this previously held equity interest was equal to its carrying amount. Profit before tax of Vicentra JSC for the period from the acquisition date to 31 December 2016 is VND2.8 billion.

Acquisition of Ecology JSC, a new subsidiary

On 15 December 2016, the Group acquired 81.75% shares of Ecology JSC from individuals with total consideration of VND6,083 billion, which increased ownership interests of the Group in Ecology JSC to 100% and thereby, Ecology JSC became a subsidiary of the Group.

At 15 December 2016, Ecology JSC held investments in three (03) subsidiaries and one (01) associate. Through this transaction, the Group indirectly owned these subsidiaries and the investment in associate of Ecology JSC. The principal activities of Ecology JSC are to invest, construct, trade real estate properties, lease retail outlets and retail.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.2 *Business combination* (continued)

Acquisition of Ecology JSC, a new subsidiary (continued)

The fair values of identifiable assets and liabilities of Ecology JSC and its subsidiaries at the acquisition date are presented below:

Currency: VND

	Fair value recognised at acquisition date
Asset	
Cash and cash equivalents	2,338,353,409,059
Short-term loan receivables	2,754,028,571,429
Other short-term receivables	602,152,156,518
Inventories	76,509,048,866
Short-term prepaid expenses	47,568,505,803
Tangible fixed assets	458,773,142,116
Investment properties (i)	1,034,743,457,884
Construction in progress (ii)	6,796,143,809,223
Investments in associates, jointly controlled entities (Note 19.1.1)	872,488,610,366
Investment in other entities (Note 19.1.2)	24,487,200,000
Other long-term assets	143,714,933,356
	15,148,962,844,620
Liabilities	
Short-term advances from customers	3,194,052,246,762
Statutory obligations	278,688,960,484
Other short-term payables	445,494,832,498
Short-term loan and finance lease obligations	612,090,490,328
Unearned revenues	1,117,438,026,615
Other current liabilities	96,051,655,826
Total identifiable net assets	9,405,146,632,107
Non-controlling interests	(2,813,657,899,902)
Goodwill from business combination (Note 20)	604,881,921,890
In which, goodwill allocated to:	
- Ecology JSC	*322,419,360,569*
- Vietnam Investment JSC	*246,843,055,863*
- Gia Lam LLC	*1,058,227,194*
- Phu Gia LLC	*34,561,278,264*
Total purchase consideration	7,196,370,654,095
Analysis of cash flows on acquisition	
Cash of the acquired subsidiary	2,338,353,409,059
Cash paid for acquiring the subsidiary up to 31 December 2016	(6,083,290,122,800)
Net cash flow used in acquisition	**(3,744,936,713,741)**

(i) Investment properties include the fair values of three shopping malls which were evaluated by an independent valuer;

(ii) Construction in progress mainly includes the fair value at the acquisition date of Vinhomes Metropolis project located in Ba Dinh district, Hanoi. The fair value of this project was evaluated by an independent valuer.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS (continued)

4.2 ***Business combination*** (continued)

Acquisition of Ecology JSC, a new subsidiary (continued)

Total consideration is VND7,196 billion in which VND6,083 billion was fully paid in cash and VND1,113 billion was the fair value of 18.25% previously held equity interest of the Group in Ecology JSC. The Group remeasured this previously held equity interest at its fair value and recognised finance income of VND548 billion in the consolidated income statement (Note 30.3). Profit before tax of Ecology JSC for the period from the acquisition date to 31 December 2016 is VND7.6 billion.

4.3 ***Acquisition of subsidiaries for the purpose of holding for resale***

Acquisition and transfer of Vietnam Lotus Industrial and Commercial Investment Joint Stock Company ("Vietnam Lotus JSC")

On 6 January 2016, the Group acquired 100% shares of Vietnam Lotus JSC from corporate counterparties with total consideration of VND627 billion and thereby, Vietnam Lotus JSC became a subsidiary of the Group. The principal activities of Vietnam Lotus JSC are to develop and trade real estate properties.

The Group assessed that the acquisition of Vietnam Lotus JSC is an acquisition with a view to resale within 12 months, and thereby, the Group only temporarily controlled Vietnam Lotus JSC. Accordingly, the Group did not consolidate the financial statements of this company.

On 12 April 2016, the Group transferred all shares of Vietnam Lotus JSC with total consideration of VND627 billion to corporate counterparties. Profit/loss from this transfer was nil.

Acquisition and transfer of Vietinbank Trade - Union Invesment Joint Stock Company ("Vietinbank Trade - Union Invesment JSC")

On 8 March 2016, the Group acquired 100% shares of Vietinbank Trade - Union Invesment JSC from corporate counterparties with total consideration of VND320 billion and thereby, Vietinbank Trade - Union Invesment JSC became a subsidiary of the Group. The principal activities of Vietinbank Trade - Union Invesment JSC are to develop and trade real estate properties.

The Group assesses the acquisition of Vietinbank Trade - Union Invesment JSC is an acquisition with a view to resale within 12 months, and thereby, the Group only temporarily controlled Vietinbank Trade - Union Invesment JSC. Accordingly, the Group did not consolidate the financial statements of this company.

On 5 May 2016, the Group transferred all shares of Vietinbank Trade - Union Invesment JSC with total consideration of VND320 billion to corporate counterparties. Profit/loss from this transfer was nil.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.4 *Significant disposals with loss of control*

Reduction of equity interest in and loss of control of Vinhomes Real Estate Management Limited Liability Company ("Vinhomes Management LLC")

On 4 February 2016, the Group completed the merger transaction of ILF LLC into Vinhomes Management LLC under the contracts signed with individual counterparties, who were shareholders of ILF LLC, and thereby, reduced the Group's equity interest in Vinhomes Management LLC from 100% to 12.5%. As a result, the Group's investment in Vinhomes Management LLC was reclassified to investment in other entities (Note 19.1.2). No profit/loss has been arised from this transaction.

Disposal of Sunflower Development and Investment Joint Stock Company ("Sunflower JSC") and Vinaconex-Viettel Urban Development Joint Stock Company ("Vinaconex-Viettel JSC")

On 25 April 2016, the Group disposed 100% shares of Sunflower JSC and 100% shares of Vinaconex-Viettel JSC to individual counterparties with total consideration of VND5,680 billion. Gain from this disposal of VND85.6 billion was recognised in the consolidated income statement (Note 30.3).

Disposal of Metropolis Limited Liability Company ("Metropolis LLC")

On 27 May 2016, the Group disposed 100% voting right of Metropolis LLC to a corporate counterparty with total consideration of VND979 billion. Previously, on 25 April 2016, Metropolis LLC was demerged into Metropolis LLC (the entity being demerged) and Newcosc LLC (the demerged entity). Gain from this disposal of VND164.8 was recognised in the consolidated income statement (Note 30.3).

Disposal of Blue Star Urban Development and Commercial Investment Joint Stock Company ("Blue Star JSC")

On 28 June 2016, the Group disposed 100% shares of Blue Star JSC to individuals and corporate counterparties with total consideration of VND4,499 billion. Blue Star JSC was a subsidiary which owned a complex real estate project.

Gain from this disposal of VND1,671 billion was recognised in the consolidated income statement (Note 30.3).

Disposal of Dong Phu Hung - Binh Thuan Joint Stock Company ("Dong Phu Hung - Binh Thuan JSC")

On 1 November 2016, the Group disposed 99% shares of Dong Phu Hung - Binh Thuan JSC to corporate counterparties with total consideration of VND495 billion. Gain from this disposal of VND103 billion was recognised in the consolidated income statement (Note 30.3).

Disposal of Hop Nhat Group Joint Stock Company ("Hop Nhat JSC")

On 25 November 2016, the Group disposed 79.96% shares of Hop Nhat JSC to a corporate counterparty with total consideration of VND348 billion. Gain from this disposal of VND112 billion was recognised in the consolidated income statment (Note 30.3).

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.4 *Significant disposals with loss of control* (continued)

Disposal of Isado Business Cooperation and Development Company ("ISADO LLC")

On 26 October 2016, the Group disposed 70% shares of ISADO LLC to an individual counterparty with total consideration of VND200 billion. ISADO LLC is the owner of a potential real estate project at H1-BV Vinhomes Riverside Eco-urban.

Gain from this disposal of VND82.9 billion was recognised in the consolidated income statments (Note 30.3).

Disposal of Truong Thanh Furniture Corporation

On 30 November 2016, the Group disposed 20% shares of Truong Thanh Furniture JSC via the stock exchange with total consideration of VND127 billion. Also, on 2 December 2016, the Group announced not to exercise the conversion option of the convertible loans due from Truong Thanh Furniture Corporation.

Thereby, the equity interest of the Group in this company decreased to 29.90% and Truong Thanh Furniture Corporation became an associate of the Group. Gain from this disposal of VND209 billion was recognised in the consolidated income statement (Note 30.3).

Disposal of Phu Quoc Invesment and Development Joint Stock Company ("Phu Quoc Tourism JSC")

On 22 December 2016, the Group disposed 25% shares of Phu Quoc Tourism JSC to individual counterparties with total consideration of VND414 billion. Phu Quoc Tourism JSC was a subsidiary which owned hotels and hospitality real estate projects in Phu Quoc. Additionally, the Group entered into Business Cooperation Contracts with this company which specified that the Group is entitled to majority of interests and rights relating to a group of projects belonging to Phu Quoc Tourism JSC.

The impact of these transactions decreased the undistributed earnings of the Group by VND356 billion.

Disposal of Green City JSC

On 30 December 2016, the Group disposed 98% shares of Green City JSC to individual counterparties with total consideration of VND5,292 billion. Gain from this disposal of VND1,278 billion was recognised in the consolidated income statement (Note 30.3).

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.5 Completion of the provisional accounting for business combination

Acquisition of Vietnam Textile Fashion Trading Company Limited ("Vinatextmart LLC") in 2015

In 2015, the Group acquired 100% shares of Vinatextmart LLC. On 1 June 2015, Vinatextmart LLC was merged into Vincommerce JSC, another subsidiary.

At 31 December 2015, the Group was in the process of determining the fair values of identifiable assets, liabilities or contingent liabilities of Vinatextmart LLC at the date of acquisition. Therefore, the Group applied provisional accounting method to consolidate Vinatextmart LLC. For the year ended 31 December 2016, the Group has completed the determination of the fair value of net assets acquired with changes compared to provisional fair value determined previously, and made the retrospective adjustments as follows:

Currency: VND

	Provisional fair value	*Adjustment*	*Fair value after adjustment*
Assets	598,597,433,937	87,558,680,300	686,156,114,237
In which			
- Inventories	*192,492,807,035*	*13,815,124,197*	*206,307,931,232*
- Fixed assets	*204,060,520,400*	*73,743,556,103*	*277,804,076,503*
Liabilities	498,647,463,258	-	498,647,463,258
Net assets	**99,949,970,679**	**87,558,680,300**	**187,508,650,979**
Non-controlling interests	38,865,008,796	(26,267,604,090)	12,597,404,706
Goodwill arising from business combination	90,685,020,525	(61,291,076,210)	29,393,944,315

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS DURING THE YEAR (continued)

4.5 *Completion of the provisional accounting for business combination* (continued)

Acquisition of An Phong JSC in 2015

In 2015, the Group acquired 100% shares of An Phong JSC.

At 31 December 2015, the Group was in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of An Phong JSC at the date of acquisition. Therefore, the Group applied provisional accounting method to consolidate this company. Total consideration at 31 December 2015 was provisionally measured at VND1,835 billion. For the year ended 31 December 2016, the Group has finalised the consideration and adjusted restrospectively as the followings:

Currency: VND

	Provisional fair value	*Adjustment*	*Fair value after adjustment*
Total consideration	1,834,593,000,000	51,603,290,000	1,886,196,290,000
Non-controlling interests	8,509,350,703	984,879,038	9,494,229,741
Goodwill arising from business combination (Note 20)	437,342,855,521	50,618,410,962	487,961,266,483

Acquisition of other entities in 2015

Current year, the Group has also finalised the provisional accounting for other business combinations in the previous year, including:

- Acquisition of Hop Nhat JSC;
- Acquisition of VEFAC JSC;
- Acquisition of VinEco-Tam Dao LLC;
- Acquisition of Sunflower JSC;
- Acquisition of Vinaconex-Viettel JSC;
- Acquisition of Dong Phu Hung – Binh Thuan JSC

The Group assessed that the fair values of identifiable net assets of these entities at acquisition dates approximate to their carrying values that had been used for provisional accounting previously. Therefore, the finalised results of these business combinations are unchanged compared to the provisional results determined in 2015.

5. CASH AND CASH EQUIVALENTS

Currency: VND

	Ending balance	*Beginning balance*
Cash on hand	55,845,974,848	34,915,215,231
Cash in banks	6,168,352,990,692	3,717,308,507,824
Cash in transit	19,031,656,359	19,742,151,512
Cash equivalents	3,590,101,597,502	3,166,499,229,923
TOTAL	**9,833,332,219,401**	**6,938,465,104,490**

Cash equivalents at 31 December 2016 comprise bank deposits in VND with terms ranging from 1 month to 3 months, and earning interest rates ranging from 4.3% to 5.2% per annum (As at 31 December 2015: from 3.5% to 5% per annum).

Details of foreign currencies:

	Ending balance	*Beginning balance*
Foreign currencies:		
- United State dollar	3,751,403	3,038,673
- Euro	36,362	8,567
- Japanese Yen	-	75,000
- British Pound	-	20
- Hong Kong dollar	-	1,000
- Australian dollar	-	200

6. SHORT-TERM INVESTMENTS

6.1 *Held-for-trading securities*

Currency: VND

	Ending balance			*Beginning balance*		
	Cost	*Fair value*	*Provision*	*Cost*	*Fair value*	*Provision*
Shares of Pertro Vietnam Fertiliser and Chemicals Corporation	32,369,112,000	13,372,452,000	(18,996,660,000)	32,369,112,000	17,411,112,000	(14,958,000,000)
TOTAL	**32,369,112,000**	**13,372,452,000**	**(18,996,660,000)**	**32,369,112,000**	**17,411,112,000**	**(14,958,000,000)**

6.2 *Held-to-maturity investments*

Currency: VND

	Ending balance		*Beginning balance*	
	Cost	*Carrying value*	*Cost*	*Carrying value*
Short-term bank deposits and certificates of deposits (i)	480,784,452,807	480,784,452,807	9,602,998,237,082	9,602,998,237,082
Current portion of long-term bank deposits (Note 19.2)	-	-	1,522,570,241,813	1,522,570,241,813
TOTAL	**480,784,452,807**	**480,784,452,807**	**11,125,568,478,895**	**11,125,568,478,895**

(i) Bank deposits in VND as at 31 December 2016 have terms ranging from more than 3 months to 1 year, and earning interest rates ranging from 5.0% to 6.5% per annum (As at 31 December 2015: short-term bank deposits and certificates of deposits have terms ranging from more than 3 months to 1 year, and earning interest rates ranging from 5.0% to 7.8% per annum).

7. SHORT-TERM TRADE RECEIVABLES AND SHORT-TERM ADVANCE TO SUPPLIERS

7.1 *Short-term trade receivables*

Currency: VND

	Ending balance	*Beginning balance (Restated)*
Sale of inventory properties	1,973,699,838,278	1,220,757,401,526
Leasing activities and rendering related services	222,226,402,832	256,588,553,650
Rendering hotel services, amusement park services and related services	95,357,152,770	91,852,450,219
Rendering hospital services and related services	55,576,231,521	42,697,629,658
Sale of goods in supermarkets, convenience stores and other retail outlets	26,256,987,050	100,442,622,389
Rendering education services and related services	840,137,291	703,673,277
Construction and related services	301,559,823,132	601,465,507,260
Rendering of management services, real estate brokerage and related services	97,426,132,924	120,139,015,931
Disposal of investments	367,694,692,439	93,448,998,244
Other short-term receivables	30,125,377,578	4,153,518,984
TOTAL	**3,170,762,775,815**	**2,532,249,371,138**
In which:		
Short-term trade receivables from customers	*3,159,443,516,320*	*2,455,532,195,293*
Short-term trade receivables from related parties (Note 37)	*11,319,259,495*	*76,717,175,845*
Provision for doubtful debts	(61,176,629,527)	(111,652,055,514)
Details of receivables which are more than 10% of total balance:		
Sale of inventory properties to a corporate counterparty	*616,434,941,286*	*628,772,614,597*
Construction service renderred to a corporate counterparty	-	*344,852,318,673*
Disposal of an investment to a corporate counterparty	*331,000,000,000*	-

7.2 *Short-term advances to suppliers*

Short-term advances to suppliers as at 31 December 2016 mainly include advances to suppliers, construction contractors and consultants for developing real estate projects of the Group.

The Group has made provision for uncollectible advances of VND20 billion.

8. LOAN RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Current portion of long-term loans to customers and individuals	24,697,885,462	1,009,251,354,122
Loans to corporate counterparties (i)	1,831,835,225,564	698,668,376,862
Loans to related parties (Note 37)	1,367,725,527,787	55,204,181,818
	3,224,258,638,813	**1,763,123,912,802**
Long-term:		
Loans to individuals	-	904,533,000,000
Loans to customers	28,687,800,577	112,278,193,287
Loans to a corporate counterparty	55,000,000,000	55,000,000,000
In which: current portion of long-term loans to customers and individuals	*(24,697,885,462)*	*(1,009,251,354,122)*
TOTAL	**58,989,915,115**	**62,559,839,165**
Provision for doubtful loan receivables	(34,849,342,992)	(67,064,381,376)

(i) This comprises:

- Loan receivables of VND1,300 billion from a corporate counterparty with term of 6 months from 24 September 2016, and earning interest rate of 10.5% per annum. This loan is secured by all current shares and additionally issued shares of a third party which is owned by this counterparty and other shareholders, and a real-estate project of the third party.
- Loans to corporate counterparties, which are unsecured and earn interests at rates ranging from 6% to 7% per annum.

9. OTHER RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance (Restated)*
Short-term:		
Deposit for investment co-operation contracts (i)	4,035,000,000,000	1,050,000,000,000
Interest on bank deposits, deposits and loans to others	1,042,244,561,460	890,625,661,389
Customers' advance collected by third party on behalf of the Group	431,005,348,149	-
Guarantee deposits for project development, selling apartments and completing contracts	399,402,596,957	584,249,597,024
Discounts receivable from suppliers	167,538,476,309	21,960,629,137
Advances to employees	72,218,182,604	59,515,702,495
Dividends receivable	36,115,522,222	36,115,522,222
Receivables from former owners of subsidiaries and associates	-	220,279,946,923
Others	626,445,725,574	209,558,473,513
TOTAL	**6,809,970,413,275**	**3,072,305,532,703**
Provision for doubtful other short-term receivables	(62,885,538,299)	(35,860,903,851)
In which:		
Other short-term receivables	*6,800,619,065,584*	*3,061,346,493,384*
Other short-term receivables from related parties (Note 37)	*9,351,347,691*	*10,959,039,319*
Long-term:		
Long-term deposits for outlet rentals	194,115,824,752	179,574,004,529
Guarantee deposit for bond obligation	120,190,140,000	-
Deposit for business co-operation contracts	73,366,827,000	-
Other receivables	18,843,910,330	12,190,234,785
TOTAL	**406,516,702,082**	**191,764,239,314**

(i) This comprises:

- A deposit receivable of VND1,035 billion due from a corporate counterparty which was guaranteed by another corporate counterparty. This amount was previously deposited for the purpose of developing a potential real estate project in Hanoi.
- Deposits receivable of VND3,000 billion from a corporate counterparty. These amounts were previously deposited for securing the right to invest in a potential real estate project in Hung Yen province. In 2017, the Company has collected VND1,500 billion of these deposits.

10. BAD DEBTS

Bad debts of the Group mainly include overdue trade receivables, loan principal receivables and interest receivables:

Currency: VND

	Ending balance		*Beginning balance*	
Debtor	*Cost*	*Recoverable amount*	*Cost*	*Recoverable amount*
Overdue receivables	356,097,494,477	211,425,150,317	676,500,521,674	526,657,154,382
Overdue loans receivables	99,537,848,254	64,688,505,262	82,578,564,023	17,844,590,574
Unrecognised interests	3,170,544,373	-	19,169,910,308	-
TOTAL	**458,805,887,104**	**276,113,655,579**	**778,248,996,005**	**544,501,744,956**

Details of overdue receivables which account for more than 10% of total overdue receivables:

Thai Kieu LLC	-	-	*129,395,946,169*	*32,816,589,711*
Ocean Group JSC	*28,052,522,215*	*28,052,522,215*	*30,751,857,534*	*30,751,857,534*
Thang Long Tobacco One Member LLC	*35,986,666,658*	*35,986,666,658*	-	-
Ocean Thang Long JSC	*109,818,441,661*	*109,818,441,661*	*94,697,103,485*	*94,697,103,485*
Tan Hoang Minh LLC	*87,231,780,861*	*61,062,246,603*	-	-

11. INVENTORIES

Currency: VND

	Ending balance		*Beginning balance*	
	Cost	*Provision*	*Cost*	*Provision*
Completed inventory properties	2,150,104,528,562	(13,837,803,985)	2,254,855,916,792	-
Inventory properties under construction	45,386,442,763,079	-	23,916,488,173,756	-
Raw materials	118,928,525,806	-	91,902,736,933	-
Inventories for hospital, supermarkets, hotel and retail outlets	2,097,927,277,737	(62,681,136,250)	1,417,091,635,671	(46,099,841,693)
Tools and equipment	58,283,018,424	-	78,385,314,913	-
Goods in transit	5,084,926,997	-	297,671,215,241	-
Others	63,005,213,232	(20,476,521,306)	29,500,782,315	(12,378,304,762)
TOTAL	**49,879,776,253,837**	**(96,995,461,541)**	**28,085,895,835,621**	**(58,478,146,455)**

Inventory properties under construction of certain real estate projects are being used as collaterals for borrowings of customers under Interest Supporting Program. Details of other inventory properties used as collaterals for borrowings and corporate bonds of the Group are disclosed in Note 26 and Note 19.

Detail movements of provision for obsolete inventories:

Currency: VND

	Ending balance	*Beginning balance*
Beginning balance	58,478,146,455	7,055,170,624
Add: Provision made during the year	96,995,461,541	55,111,612,196
Less: Utilisation and reversal of provision during the year	(58,478,146,455)	(3,688,636,365)
Ending balance	**96,995,461,541**	**58,478,146,455**

12. PREPAID EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Prepaid selling expenses related to apartments not yet handed over	1,718,749,696,667	1,141,536,744,894
Prepaid committed profit for villas business co-operation contract and management program	639,882,103,856	-
Tools and supplies	100,963,377,103	102,913,017,914
Prepaid interest expenses	45,141,308,506	23,446,929,828
Provisional corporate income tax	498,649,303,769	207,807,092,577
Others	119,638,923,255	72,325,615,988
TOTAL	**3,123,024,713,156**	**1,548,029,401,201**
Long-term:		
Prepaid land rental	852,344,458,259	163,520,735,608
Overhaul expenditures	53,579,631,482	37,798,336,027
Tools and supplies	1,137,285,673,676	1,018,070,710,745
Pre-operation expenditures	38,374,812,090	106,227,531,032
Prepaid rental for leasing supermarket areas	6,343,035,371	36,999,995,943
Others	164,784,122,282	75,278,841,194
TOTAL	**2,252,711,733,160**	**1,437,896,150,549**

13. OTHER CURRENT AND NON-CURRENT ASSETS

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Deposits for investment purpose (i)	4,789,340,371,022	4,629,328,253,727
Other current assets	222,330,521,597	882,193,173,089
TOTAL	**5,011,670,892,619**	**5,511,521,426,816**
Long-term:		
Deposits for investment purpose	-	3,000,000,000,000
TOTAL	-	**3,000,000,000,000**

(i) This comprises:

- Unsecured deposits of VND2,500 billion to individuals for acquiring additional shares of an existing subsidiary of the Group;
- Deposits of VND2,200 billion to individuals for acquiring additional shares of an existing subsidiary of the Group. This deposit was fully collected in 2017; and
- Other deposits of VND89 billion for the purpose of developing projects.

14. TANGIBLE FIXED ASSETS

Currency: VND

	Buildings and structures	*Machinery and equipment*	*Means of transportation*	*Office equipment*	*Others*	*Total*
Cost:						
Beginning balance	14,546,599,894,304	5,813,447,671,180	716,002,066,494	543,208,623,935	418,437,068,921	22,037,695,324,834
Additions	7,050,251,537,438	2,820,523,747,955	223,509,481,190	235,948,327,771	118,571,480,369	10,448,804,574,723
In which:						
Newly purchased	*484,712,824,100*	*1,689,988,778,471*	*195,200,618,047*	*226,451,632,887*	*108,371,542,432*	*2,704,725,395,937*
Newly constructed	*3,792,400,756,011*	*491,189,383,369*	-	-	-	*4,283,590,139,380*
Acquisition of subsidiaries	*664,540,792,449*	*337,615,989,619*	*27,572,363,143*	*9,496,694,884*	*1,984,169,687*	*1,241,210,009,782*
Reclassified from investment properties (Note 16)	*1,856,921,695,144*	*299,371,596,496*	-	-	-	*2,156,293,291,640*
Other additions	*51,675,469,734*	*2,358,000,000*	*736,500,000*	-	*8,215,768,250*	*62,985,737,984*
Decreases	(1,433,266,332,214)	(639,892,046,993)	(131,419,545,697)	(17,539,046,691)	(99,140,745,479)	(2,321,257,717,074)
In which:						
Sold, disposal	-	*(47,253,302,881)*	*(10,651,993,131)*	*(8,748,015,825)*	*(10,635,068,265)*	*(77,288,378,102)*
Reclassified to investment properties (Note 16)	*(403,151,462,486)*	*(94,487,761,368)*	-	-	-	*(497,639,223,854)*
Reclassified to inventories	*(303,346,088,775)*	*(161,471,043,563)*	-	-	*(5,829,546,078)*	*(470,646,678,416)*
Disposal of subsidiaries	*(384,651,216,936)*	*(297,162,489,107)*	*(120,767,552,566)*	*(5,296,846,766)*	*(8,839,389,096)*	*(816,717,494,471)*
Other decreases	*(342,117,564,017)*	*(39,517,450,074)*	-	*(3,494,184,100)*	*(73,836,744,040)*	*(458,965,942,231)*
Ending balance	20,163,585,099,528	7,994,079,372,142	808,092,001,987	761,617,905,015	437,867,803,811	30,165,242,182,483
In which:						
Fully depreciated	*20,760,295,380*	*120,676,729,240*	*6,697,344,436*	*29,678,131,399*	*22,489,581,418*	*200,502,081,873*
Accumulated depreciation:						
Beginning balance	1,150,641,947,558	1,300,301,053,287	199,012,256,210	154,186,221,725	119,207,760,303	2,923,349,239,083
Additions	777,415,634,998	855,917,475,974	101,422,813,101	90,428,165,164	60,662,700,374	1,885,846,789,611
In which:						
Depreciation for the year	*567,904,179,784*	*685,189,263,888*	*84,531,032,461*	*82,560,149,103*	*59,569,900,569*	*1,479,754,525,805*
Acquisition of subsidiaries	*132,687,776,852*	*119,052,599,057*	*16,891,780,640*	*7,868,016,061*	*1,092,799,805*	*277,592,972,415*
Reclassified from investment properties (Note 16)	*76,823,678,362*	*51,675,613,029*	-	-	-	*128,499,291,391*
Decreases	(311,145,901,696)	(320,349,833,109)	(54,672,257,645)	(12,003,714,358)	(12,604,015,996)	(710,775,722,804)
In which:						
Sold, disposal	-	*(22,487,718,254)*	*(5,292,476,816)*	*(5,539,276,544)*	*(3,821,693,141)*	*(37,141,164,755)*
Reclassified to investment properties (Note 16)	*(33,234,070,900)*	*(29,668,282,547)*	-	-	-	*(62,902,353,447)*
Reclassified to inventories	*(65,336,837,035)*	*(110,513,716,113)*	-	-	*(3,830,660,107)*	*(179,681,213,255)*
Disposal of subsidiaries	*(100,692,148,167)*	*(121,493,952,794)*	*(49,379,780,829)*	*(4,170,279,010)*	*(3,549,317,577)*	*(279,285,478,377)*
Other decreases	*(111,882,845,594)*	*(36,186,163,401)*	-	*(2,294,158,804)*	*(1,402,345,171)*	*(151,765,512,970)*
Ending balance	1,616,911,680,860	1,835,868,696,152	245,762,811,666	232,610,672,531	167,266,444,681	4,098,420,305,890
Net carrying amount:						
Beginning balance	13,395,957,946,746	4,513,146,617,893	516,989,810,284	389,022,402,210	299,229,308,618	19,114,346,085,751
Ending balance	18,546,673,418,668	6,158,210,675,990	562,329,190,321	529,007,232,484	270,601,359,130	26,066,821,876,593

Details of tangible fixed assets used as collaterals for borrowings and corporate bonds of the Group and third parties are disclosed in Note 26 and Note 19.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
as at 31 December 2016 and for the year then ended

15. INTANGIBLE FIXED ASSETS

Currency: VND

	Indefinite land use rights	*Distribution right*	*Definite land use rights*	*E-commerce website*	*Computer software*	*Others*	*Total*
Cost							
Beginning balance (restated)	37,127,969,964	94,000,000,000	192,715,386,072	275,936,512,654	173,379,461,755	92,076,415,562	865,235,746,007
Additions	1,458,632,000	18,320,981,723	17,500,000,000	22,560,398,161	306,424,998,931	-	366,265,010,815
In which:							
Newly purchased	-	*18,320,981,723*	-	-	*299,806,466,357*	-	*318,127,448,080*
Newly constructed	-	-	-	*22,560,398,161*	-	-	*22,560,398,161*
Acquisition of subsidiaries	*1,458,632,000*	-	*17,500,000,000*	-	*6,618,532,574*	-	*25,577,164,574*
Decreases	(1,458,632,000)	-	(17,500,000,000)	-	(12,019,819,370)	(29,070,751,800)	(60,049,203,170)
In which:							
Reclassified to investment properties (Note 16)	-	-	-	-	-	*(29,070,751,800)*	*(29,070,751,800)*
Disposal of subsidiaries	*(1,458,632,000)*	-	*(17,500,000,000)*	-	*(12,019,819,370)*	-	*(30,978,451,370)*
Ending balance	37,127,969,964	112,320,981,723	192,715,386,072	298,496,910,815	467,784,841,316	63,005,663,762	1,171,451,553,652
In which:							
Fully amortised	-	-	-	-	*90,851,920,987*	*690,358,400*	*91,542,279,387*
Accumulated amortisation							
Beginning balance (restated)	-	49,611,111,111	30,483,119,413	5,299,744,420	51,720,091,661	5,316,826,379	142,430,892,984
Additions	-	34,815,681,228	13,450,240,430	93,978,724,168	82,798,028,740	6,483,628,259	231,526,302,825
In which:							
Amortisation for the year (i)	-	*34,815,681,228*	*6,132,955,717*	*93,978,724,168*	*79,714,816,193*	*6,483,628,259*	*221,125,805,565*
Acquisition of subsidiaries	-	-	*7,317,284,713*	-	*3,083,212,547*	-	*10,400,497,260*
Decreases	-	-	(7,802,083,335)	-	(5,759,336,247)	(853,424,313)	(14,414,843,895)
In which:							
Reclassified to investment properties (Note 16)	-	-	-	-	-	*(853,424,313)*	*(853,424,313)*
Disposal of subsidiaries	-	-	*(7,802,083,335)*	-	*(5,759,336,247)*	-	*(13,561,419,582)*
Ending balance	-	84,426,792,339	36,131,278,508	99,278,468,588	128,758,784,154	10,947,030,325	359,542,351,914
Net carrying amount:							
Beginning balance (restated)	37,127,969,964	44,388,888,889	162,232,266,659	270,636,768,234	121,659,370,094	86,759,589,183	722,804,853,023
Ending balance	37,127,969,964	27,894,189,384	156,584,109,564	199,218,442,227	339,025,857,162	52,058,633,437	811,909,201,738

(i) During the year, the Group changed the estimated useful life of E-commerce website as disclosed in Note 3.8. This change in useful life increases amortisation expense by VND66 billion in comparision with previous year.

Details of intangible fixed assets used as collaterals for borrowings and corporate bonds of the Group are disclosed in Note 26.

16. INVESTMENT PROPERTIES

Currency: VND

	Land use rights	*Buildings and structures*	*Machinery & equipment*	*Total*
Cost:				
Beginning balance	7,573,842,091,224	8,472,292,443,588	2,146,360,029,445	18,192,494,564,257
Additions	1,759,580,774,038	2,439,140,172,610	694,246,318,212	4,892,967,264,860
In which:				
Newly constructed	*1,109,518,071,700*	*1,610,508,770,186*	*499,792,129,944*	*3,219,818,971,830*
Acquisition of subsidiaries	*513,783,542,203*	*445,178,765,147*	*99,966,426,900*	*1,058,928,734,250*
Reclassified from intangible fixed assets (Note 15)	*29,070,751,800*	-	-	*29,070,751,800*
Reclassified from tangible fixed assets (Note 14)	*107,208,408,335*	*295,943,054,151*	*94,487,761,368*	*497,639,223,854*
Other additions	-	*87,509,583,126*	-	*87,509,583,126*
Decreases	(1,997,664,465,181)	(1,466,126,287,725)	(435,313,806,108)	(3,899,104,559,014)
In which:				
Sold, disposal	*(201,018,034,696)*	*(40,305,558,056)*	-	*(241,323,592,752)*
Reclassified to inventories	*(558,201,685,604)*	*(591,617,595,730)*	*(127,880,947,755)*	*(1,277,700,229,089)*
Reclassified to tangible fixed assets (Note 14)	*(1,238,444,744,881)*	*(618,476,950,263)*	*(299,371,596,496)*	*(2,156,293,291,640)*
Other decreases	-	*(215,726,183,676)*	*(8,061,261,857)*	*(223,787,445,533)*
Ending balance	7,335,758,400,081	9,445,306,328,473	2,405,292,541,549	19,186,357,270,103
Accumulated depreciation:				
Beginning balance	204,589,816,452	644,770,160,128	515,470,344,144	1,364,830,320,724
Additions	124,908,223,290	295,852,503,735	234,785,882,524	655,546,609,549
In which:				
Depreciation/amortisation for the year	*111,083,218,126*	*257,000,637,935*	*199,521,699,362*	*567,605,555,423*
Acquisition of subsidiaries	*5,905,334,957*	*12,684,040,794*	*5,595,900,615*	*24,185,276,366*
Reclassified from intangible fixed assets (Note 15)	*853,424,313*	-	-	*853,424,313*
Reclassified from tangible fixed assets (Note 14)	*7,066,245,894*	*26,167,825,006*	*29,668,282,547*	*62,902,353,447*
Decreases	(14,891,447,596)	(115,294,468,345)	(65,961,040,720)	(196,146,956,661)
In which:				
Sold, disposal	-	*(1,569,907,640)*	-	*(1,569,907,640)*
Reclassified to inventories	*(1,429,147,285)*	*(50,363,182,654)*	*(14,285,427,691)*	*(66,077,757,630)*
Reclassified to tangible fixed assets (Note 14)	*(13,462,300,311)*	*(63,361,378,051)*	*(51,675,613,029)*	*(128,499,291,391)*
Ending balance	314,606,592,146	825,328,195,518	684,295,185,948	1,824,229,973,612
Net carrying amount:				
Beginning balance	7,369,252,274,772	7,827,522,283,460	1,630,889,685,301	16,827,664,243,533
Ending balance	7,021,151,807,935	8,619,978,132,955	1,720,997,355,601	17,362,127,296,491

16. INVESTMENT PROPERTIES (continued)

As at 31 December 2016, the fair value of the Group's investment properties is measured as follows:

(i) As per draft valuation reports of an independent valuer:

Investment properties	*VND billion*
Vincom Center shopping malls	11,177
Vincom Mega Malls	6,457
Vincom Offices	5,464
Vincom Plaza shopping malls	4,935
Schools for lease	406
Others	374

(ii) Estimated by the Group:

Investment properties	*VND billion*
Villas in Vinhomes Riverside eco-urban area	2,448

Details of investment properties used as collaterals for borrowings and corporate bonds of the Group and third parties are presented in Note 26.

17. CAPITALISED BORROWING COSTS

During current year, the Group capitalised borrowing costs amounting to VND1,087 billion (for the year ended 31 December 2015: VND1,481 billion). These costs related to specific and general borrowings obtained to finance the real estate projects of the Group.

The capitalised borrowing costs in relation to the general borrowings are determined by applying a capitalisation rate of 9.74% per annum (for the year ended 31 December 2015: 10.69% per annum) on the accumulated weighted average expenditures of the real estate projects. The capitalisation rate used is the weighted average of the borrowing rates applicable to the borrowings of the Group that are outstanding during the year.

18. CONSTRUCTION IN PROGRESS

Details of construction in progress of the Group are presented as below:

Currency: VND

	Ending balance	*Beginning balance*
Can Gio urban area project (*)	12,243,684,937,843	-
Vinhomes Central Park project (*)	3,929,866,564,685	1,818,156,762,596
Vinhomes Metropolis project	3,518,540,132,293	-
Agricultural projects	1,276,545,915,977	197,525,140,937
Vinhomes Imperia project (*)	1,130,454,940,277	309,249,657,518
Vinhomes Smart City project (*)	989,138,707,862	561,485,481,324
Vu Yen island eco-urban area project	901,924,230,619	410,632,423,817
Vinhomes Springlake project (*)	823,768,956,046	817,972,759,456
Vinpearlland amusement park projects	639,686,691,496	152,192,079,793
Golf area and Spa Vinpearl Nha Trang area projects	546,856,749,476	137,233,168,277
Vinmec Hospital project	499,261,077,964	509,750,176,708
Con Au golf course project, Can Tho	456,273,969,231	264,421,179,531
Vinpearl Quy Nhon project (*)	413,960,206,942	400,452,118,618
Vincom Ha Tinh project	330,725,763,495	79,461,006,322
Vinhomes Gardenia project (*)	310,114,974,026	-
Vinhomes Golden River project	296,036,399,839	-
Vincom Bac Ninh project (*)	292,944,453,570	261,266,168,755
Lang Van project	269,546,570,195	255,707,579,088
Vincom Vinh Long project	262,530,998,697	-
International Passenger Port project	254,586,113,776	-
Hon Mot project (*)	230,209,993,419	222,061,969,695
Vinpearl Phu Quoc project	229,381,668,929	395,053,725,772
Times City Parkhills project (*)	203,234,960,766	244,612,364,031
Vinpearl Hoi An project	192,334,811,149	82,574,687,134
Southern Star project (*)	189,272,511,069	-
Vincom Hung Vuong project, Hue	185,547,295,582	71,638,460,640
Maximark supermarket chains project	173,679,009,391	171,836,500,000
Tay Ho View project	169,954,400,993	152,852,323,368
Vinpearl Cua Hoi project	140,876,937,416	-
Vincom Plaza Tra Vinh project	139,556,964,057	-
Vinpearl Condotel Nha Trang project	139,354,536,405	215,967,772,182
Vincom Thanh Hoa project	116,648,455,745	12,942,906,625
Vincom Plaza Hau Giang project	115,769,011,486	-
Vidifi project	108,044,747,462	-
Nam Long project	104,000,000,000	-
Giang Vo project	94,028,014,722	-
Vinhomes Green Bay project (*)	87,901,749,375	1,987,225,173,391
Vincom Plaza Ly Bon project	-	60,826,885,884
Vincom Plaza Buon Ma Thuot project	-	101,113,430,230
Vincom Plaza Bac Lieu project	-	28,228,070,000
Vinpearl Premium Golf Land project	-	668,363,446,429
Thao Dien project (*)	-	844,666,731,848
Riverview Danang Hotel project (*)	-	54,415,552,534
E-commerce project	-	25,899,738,346
Vinhomes Riverside - The Harmony project	-	1,135,894,144,276
Vincom Plaza Xuan Khanh project, Can Tho	-	622,457,582,346
Vincom Center Pham Ngoc Thach project	-	586,183,027,208
Vincom Plaza Go Vap project	-	490,336,000,000
Other projects	1,985,323,843,183	3,764,637,170,175
TOTAL	33,991,567,265,462	18,115,293,364,854

(*) Construction in progress of these projects include allocated consideration from acquisition of groups of assets as disclosed in Note 4.1.

Construction in progress used as collaterals for borrowings and corporate bonds of the Group and third parties are disclosed in Note 26 and Note 19.

19. LONG-TERM INVESTMENTS

19.1 Investment in joint venture, associates and other entites

Currency: VND

	Note	*Ending balance*	*Beginning balance*
Investment in joint venture, associates	19.1.1	1,728,809,250,992	6,715,538,162,046
Investments in other entities	19.1.2	1,604,928,401,863	2,882,019,433,681
Provision for diminution of long-term investments		(56,192,900,196)	-
TOTAL		**3,277,544,752,659**	**9,597,557,595,727**

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in joint venture, associates and other entites (continued)

19.1.1 Investment in joint ventures, associates

Details of investment in joint ventures, associates of the Group are presented as follows:

Currency: VND

	31 December 2015	*Transferred from subsidiaries*	*Additional investment during the year*	*Share of profit/(loss) from associates*	*Diminution of investment*	*Investment disposed during the year*	*Convert to subsidiaries*	*31 December 2016*
Truong Thanh Furniture Corporation (i)	-	1,042,557,225,447	-	(3,777,938,525)	(805,779,509,476)	-	-	232,999,777,446
Viwasupco JSC (v)	-	-	872,000,000,000	488,610,366	-	-	-	872,488,610,366
Phu Quoc Tourism JSC (vi)	-	492,139,241,524	-	-	-	-	-	492,139,241,524
Nha Trang Port JSC (viii)	89,924,078,544	-	-	814,678,099	-	(10,475,954,723)	-	80,262,801,920
Hanoi Breeds JSC	47,404,859,687	-	5,622,222	243,622,816	-	-	-	47,654,104,725
Vietnam Book Printing JSC (ii)	-	-	3,239,919,511	24,795,500	-	-	-	3,264,715,011
Can Gio Tourism JSC (Note 4.1)	4,798,892,080,000	-	-	19,314,563,531	-	-	(4,818,206,643,531)	-
Green City Development JSC (Note 4.1)	979,672,327,325	-	-	256,911,502	-	-	(979,929,238,827)	-
Thang Long Real Estate JSC (Note 4.1)	171,306,421,130	-	-	896,256,233	-	-	(172,202,677,363)	-
Phu Huu Gia JSC (i)	-	-	118,680,000,000	(45,649,336)	-	(118,634,350,664)	-	-
M.Y.M Fashion JSC (iv)	81,600,013,951	-	-	(11,849,081,958)	-	(69,750,931,993)	-	-
Foreign Trade Concrete JSC (vii)	24,410,420,502	-	-	2,012,411,588	-	(26,422,832,090)	-	-
Truong Thanh Agro-Forestry JSC (i)	-	-	23,525,000,000	(188,244)	-	(23,524,811,756)	-	-
Truong Thanh Packing JSC (i)	-	-	2,000,000,000	(10,845,745)	-	(1,989,154,255)	-	-
Truong Thanh OJI Forest LLC (i)	-	-	94,930,473,000	82,775,879	-	(95,013,248,879)	-	-
Vien Dong Pearl LLC (iii)	522,327,960,907	-	-	11,372,667,034	-	(533,700,627,941)	-	-
TOTAL	6,715,538,162,046	1,534,696,466,971	1,114,381,014,733	19,823,588,740	(805,779,509,476)	(879,511,912,301)	(5,970,338,559,721)	1,728,809,250,992

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in joint venture, associates and other entites (continued)

19.1.1 *Investment in joint ventures, associates* (continued)

(i) On 11 May 2016, the Group acquired 49.9% shares of Truong Thanh Furniture Corporation as disclosed in Note 4.2. As a result of this acquisition, the Group has investments in joint-ventures, associates, which are Truong Thanh Agro-Forestry JSC, Truong Thanh Packing JSC, Phu Huu Gia JSC and Truong Thanh OJI Forest LLC. On 2 December 2016, the Group disposed 20% shares of Truong Thanh Furniture Corporation and announced not to excersice the convertion option of the convertible loans as disclosed in Note 4.4. Accordingly, Truong Thanh Furniture Corporation became an associate of the Group with carrying value determined by equity method at the disposal date. Simultaneously, Truong Thanh Agro-Forestry JSC, Truong Thanh Packing JSC, Phu Huu Gia JSC and Truong Thanh OJI Forest LLC are no longer joint-ventures and associates of the Group.

(ii) On 27 April 2016, the Group acquired 65.33% shares of Savina JSC as disclosed in Note 4.2. On 31 December 2016, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Savina JSC at the date of acquisition, including the investment in an associate i.e. Vietnam Book Printing JSC. The fair value of the investment in this associate is recorded under provisional accounting method in the consolidated financial statements.

(iii) On 14 June 2016, under the Resolution No. 02/2016/NQ-HDTV-NGOC VIEN DONG, the Members' Council of Vien Dong Pearl Urban Development Investment Company Limited ("Vien Dong Pearl LLC") approved to increase the charter capital of this company from VND1,153 billion to VND5,400 billion, in which the Group had the right to contribute additional capital amounting to VND1,910 billion. The Group transferred this contribution right to another existing shareholder of Vien Dong Pearl LLC, which then reduced the Group's voting right in Vien Dong Pearl LLC from 45% to 9.62%. Vien Dong Pearl LLC, as a result, became an other long-term invesment of the Group as presented in Note 19.1.2. A gain of VND87 billion from this transaction was recorded in the consolidated income statements (Note 30.3).

(iv) On 3 August 2016, the Group transferred 20% shares of M.Y.M Fashion JSC ("M.Y.M JSC") to an individual counterparty, accordingly decreased the shares owned by the Group in M.Y.M JSC to 19%. The investment in M.Y.M JSC became an other investment of the Group as disclosed in Note 19.1.2. A gain of VND25 billion from this transfer was recorded in the consolidated income statement (Note 30.3).

(v) On 15 December 2016, the Group acquired 81.75% shares of Ecology JSC as disclosed in Note 4.2. As a result of this acquisition, the Group has an investment in an associate, Vinaconex Water Supply JSC ("Viwasupco JSC"), with fair value of VND872 billion.

(vi) On 22 December 2016, the Group transferred 25% shares of Phu Quoc Tourism JSC as disclosed in Note 4.4. Thereby, Phu Quoc Tourism JSC became an associate of the Group.

Additionally, the Group used a group of projects which the Group has majority of rights and interests in as collaterals for loans and bonds of Phu Quoc Tourism JSC.

(vii) On 23 December 2016, the Group transferred the entire 30% shares of Foreign Trade Concrete JSC to an individual counterparty. Accordingly, Foreign Trade Concrete JSC is no longer an associate of the Group. The loss of VND0.4 billion of this transfer was recorded in the consolidated income statements (Note 32).

(viii) As at 31 December 2016, the Group completed the determination of the fair value of identifiable assets, liabilities or contingent liabilities of Nha Trang Port JSC.

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as at 31 December 2016 and for the year then ended

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in joint venture, associates and other entites (continued)

19.1.1 Investment in joint ventures, associates (continued)

Details of these associates and the voting rights held by the Group as at 31 December 2016 are as follows:

No	*Name*	*Voting rights (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
1	Hanoi Breeds JSC	37.63	18.84	No.77 Le Hong Phong, Nguyen Trai Street, Ha Dong district, Hanoi	Cattle breeding
2	Nha Trang Port JSC	30.53	27.63	No. 05 Tran Phu street, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Port services
3	Vietnam Book Printing JSC	35.00	22.86	No.22B, Hai Ba Trung street – Trang Tien ward, Hoan Kiem district, Hanoi	Trading books and related items and lease offices
4	Truong Thanh Furniture Corporation	29.90	23.85	Road DT747, No.7 street, Uyen Hung ward, Tan Uyen commune, Binh Duong province	Cultivation, production, trade and services related to wooden products
5	Phu Quoc Tourism JSC	30.00	27.15	Bai Dai area, Ganh Dau commune, Phu Quoc district, Kien Giang province	Providing short – stay services
6	Viwasupco JSC	43.60	43.02	Vat Lai, Phu Son commune, Ky Son district, Hoa Binh province	Supplying water

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in joint venture, associates and other entites (continued)

19.1.1 Investment in joint ventures, associates (continued)

	Ending balance		*Beginning balance*	
	Number of shares	*Amount (VND)*	*Number of shares*	*Amount (VND)*
Hanoi Breeds JSC	677,306	47,654,104,725	676,800	47,404,859,687
Vietnam Book Printing JSC	297,500	3,264,715,011	-	-
Phu Quoc Tourism JSC	34,500,000	492,139,241,524	-	-
Viwasupco JSC	21,800,000	872,488,610,366	-	-
Nha Trang Port JSC	7,492,240	80,262,801,920	8,500,000	89,924,078,544
Truong Thanh Furniture Corporation	43,233,000	232,999,777,446	-	-
Can Gio Tourism JSC	-	-	69,798,651	4,798,892,080,000
Green City JSC	-	-	73,650,000	979,672,327,325
Thang Long Real Estate Trading Investment JSC	-	-	1,750,000	171,306,421,130
Phu Huu Gia JSC	-	-	-	-
M.Y.M JSC	-	-	11,700,000	81,600,013,951
Foreign Trade Concrete JSC	-	-	1,800,000	24,410,420,502
Vien Dong Pearl LLC	(*)	-	(*)	522,327,960,907
TOTAL		**1,728,809,250,992**		**6,715,538,162,046**

(*) This is a limited liability company.

19. LONG-TERM INVESTMENTS (continued)

19.1 Investment in joint venture, associates and other entites (continued)

19.1.2 Investment in other entities

Details of other long-term investments of the Group as at 31 December 2016 are disclosed as follows:

	Ending balance				*Beginning balance*			
	Number of shares	*Voting right (%)*	*Cost (VND)*	*Provision (VND)*	*Number of shares*	*Voting right (%)*	*Cost (VND)*	*Provision (VND)*
Ecology JSC (Note 4.2)	-	-	-	-	54,741,497	18.25	564,728,918,336	-
Thanh Nien Media JSC	400,000	3.87	12,400,000,000	-	400,000	3.87	12,400,000,000	-
Thuan Phong Energy Development JSC	300,000	3.00	3,000,000,000	-	300,000	3.00	3,000,000,000	-
Vinatextmart JSC	50,000,000	10.00	552,395,000,000	-	50,000,000	10.00	552,395,000,000	-
Kim Ngoc Joint Venture LLC (ii)	(i)	12.50	6,154,842,680	-	(i)	-	-	-
Vicentra JSC	-	-	-	-	56,985,344	19.00	1,749,495,515,345	-
Vien Dong Pearl LLC (Note 19.1.1)	(i)	9.62	521,071,699,183	-	(i)	-	-	-
M.Y.M JSC (Note 19.1.1)	5,700,000	19.00	41,669,660,000	-	-	-	-	-
Viwaco JSC (iii)	1,201,800	15.02	24,487,200,000	-	-	-	-	-
Vinhomes Management LLC (iv)	(i)	12.50	443,750,000,00	(56,192,900,196)	(i)	-	-	-
TOTAL			**1,604,928,401,863**	**(56,192,900,196)**			**2,882,019,433,681**	**-**

19. LONG-TERM INVESTMENTS (continued)

19.1 **Investment in joint venture, associates and other entites** (continued)

19.1.2 Investment in other entities (continued)

(i) These are limited liabilities companies.

(ii) The Group has owned this invesment via the acquisition of Savina JSC (Note 4.2).

(iii) The Group has owned this invesment via the acquisition of Ecology Developing Investment JSC (Note 4.2).

(iv) On 4 February 2016, ILF was merged into Vinhomes Management LLC via contracts signed by the Group and individuals being shareholders of ILF. Accordingly, the equity interests of the Group in Vinhomes Management LLC decreased to 12.5% as disclosed in Note 4.4 and the investment of the Group in Vinhomes Management LLC became an other long-term invesment.

19.2 Held-to-maturity investment

Currency: VND

	Ending balance	*Beginning blance*
Long-term bonds (i)	70,000,000,000	-
Long-term deposit	-	1,522,570,241,813
In which: Current portion of long-term deposit (Note 6.2)	-	*(1,522,570,241,813)*
TOTAL	**70,000,000,000**	-

(i) These are straight unsecured bonds issued by Joint Stock Commercial Bank for Foreign Trade of Vietnam without collateral. These bonds were issued on 25 November 2016 with term of 10 years and par value of VND100,000 each bond. Interest rates for the first period is 7.5% per annum.

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20. GOODWILL

Currency: VND

Goodwill on acquisition of subsidiaries	Cost				Accumulated amortisation				Net carrying amount	
	Beginning balance (Restated)	Additions	Disposed	Ending balance	Beginning balance (Restated)	Amortisation	Disposed	Ending balance	Beginning balance (Restated)	Ending balance
Hanoi South JSC	2,246,022,053,759	-	-	2,246,022,053,759	902,420,080,148	224,728,961,236	-	1,127,149,041,384	1,343,601,973,611	1,118,873,012,375
PFV JSC [1]	567,441,137,177	-	-	567,441,137,177	239,945,375,259	53,982,454,146	-	293,927,829,405	327,495,761,918	273,513,307,772
Sai Dong JSC	2,251,823,291,311	-		2,251,823,291,311	582,586,568,551	224,789,733,762	-	807,375,302,313	1,669,237,722,760	1,444,447,988,998
Royal City JSC	1,262,707,762,179	-	-	1,262,707,762,179	538,559,740,526	126,552,634,054	-	665,112,374,580	724,148,021,653	597,595,387,599
Vinpearl Danang LLC	209,390,722,257	-	(804,208,063)	208,586,514,194	104,639,956,861	24,413,178,644	(421,444,512)	128,631,690,993	104,750,765,396	79,954,823,201
Tan Lien Phat JSC	498,584,453,672	-	(3,704,123,665)	494,880,330,007	54,013,315,814	49,716,956,887	(476,778,660)	103,253,504,041	444,571,137,858	391,626,825,966
Vincom Construction 1 LLC	20,000,000,000	-	-	20,000,000,000	4,000,000,000	2,003,649,635	-	6,003,649,635	16,000,000,000	13,996,350,365
Vincommerce JSC	421,707,818,920	-	(93,000,891,437)	328,706,927,483	61,036,868,474	36,040,199,062	(15,885,487,014)	81,191,580,522	360,670,950,446	247,515,346,961
Khanh Gia Investment Trading Services LLC [2]	218,481,464,295	-	(3,766,847,762)	214,714,616,533	22,677,796,181	21,790,869,163	(467,764,396)	44,000,900,948	195,803,668,114	170,713,715,585
Vinlinks JSC	212,916,929,493	-	(212,916,929,493)	-	14,676,805,602	19,228,950,939	(33,905,756,541)	-	198,240,123,891	-
Vinatextmart LLC [3]	21,925,106,322	-	(4,849,421,368)	17,075,684,954	1,887,176,290	2,125,849,103	(523,533,582)	3,489,491,811	20,037,930,032	13,586,193,143
An Phong JSC	487,961,266,483	-	(7,620,416,887)	480,340,849,596	5,783,311,684	49,642,344,884	(257,244,682)	55,168,411,886	482,177,954,799	425,172,437,710
Vinaconex – Viettel JSC	2,220,737,168,894	-	(2,220,737,168,894)	-	555,184,292	70,321,005,430	(70,876,189,722)	-	2,220,181,984,602	-
Dong Phu Hung – Binh Thuan JSC	452,448,609,116	-	(452,448,609,116)	-	377,040,508	37,462,116,190	(37,839,156,698)	-	452,071,568,608	-
Hoang Lan LLC [4]	-	18,942,936,598	-	18,942,936,598	-	1,726,326,734	-	1,726,326,734	-	17,216,609,864
Hoa Hong Vang LLC [4]	-	12,602,352,813	-	12,602,352,813	-	1,155,388,121	-	1,155,388,121	-	11,446,964,692
Savina JSC [5]	-	20,875,503,395	-	20,875,503,395	-	1,422,940,144	-	1,422,940,144	-	19,452,563,251
Truong Thanh Furniture Corporation [5]	-	1,244,602,203,203	(1,244,602,203,203)	-	-	69,504,201,876	(69,504,201,876)	-	-	-
Ecology JSC [5]	-	322,419,360,569	-	322,419,360,569	-	1,579,110,933	-	1,579,110,933	-	320,840,249,636
Phu Gia JSC [5]	-	34,561,278,264	-	34,561,278,264	-	398,397,030	-	398,397,030	-	34,162,881,234
Vietnam Investment JSC [5]	-	246,843,055,863	-	246,843,055,863	-	1,212,135,061	-	1,212,135,061	-	245,630,920,802
Vicentra JSC [5]	-	2,837,107,358,440	-	2,837,107,358,440	-	47,312,195,954	-	47,312,195,954	-	2,789,795,162,486
Other subsidiaries	69,257,832,321	1,058,227,194	(27,979,471,012)	42,336,588,503	13,553,839,364	7,240,535,642	(3,171,057,819)	17,623,317,187	55,703,992,957	24,713,271,316
TOTAL	11,161,405,616,199	4,739,012,276,339	(4,272,430,290,900)	11,627,987,601,638	2,546,712,059,554	1,074,350,144,630	(233,328,615,502)	3,387,733,588,682	8,614,693,556,645	8,240,254,012,956

20. GOODWILL (continued)

(1) In 2013, PFV Investment and Trading Joint Stock Company ("PFV JSC"), a subsidiary, was merged into the Company.

(2) In 2015, Khanh Gia Investment Trading Services Limited Company was merged into South Vincom Retail LLC which is another subsidiary of the Group.

(3) In 2015, Vinatextmart LLC was merged into Vincommerce JSC which is another subsidiary of the Group.

(4) In 2016, Hoa Hong Vang LLC and Hoang Lan LLC were merged into Vineco JSC, which is another subsidiary of the Group.

(5) These goodwill are arisen from business combinations during the year as presented in Note 4.

21. SHORT-TERM TRADE PAYABLES AND ADVANCES FROM CUSTOMERS

21.1 Short-term trade payables

Currency: VND

	Ending balance		*Beginning balance*	
	Balance	*Amount payable*	*Balance (Restated)*	*Amount payable (Restated)*
Short-term				
Trade payables to suppliers	6,452,935,402,714	6,452,935,402,714	5,698,278,299,744	5,698,278,299,744
- *Brokerage, advisory and real estate management services*	*675,403,553,352*	*675,403,553,352*	-	-
- *Others*	*5,777,531,849,362*	*5,777,531,849,362*	*5,698,278,299,744*	*5,698,278,299,744*
Payables to related parties (Note 37)	5,218,835,859	5,218,835,859	14,494,336,920	14,494,336,920
TOTAL	6,458,154,238,573	6,458,154,238,573	5,712,772,636,664	5,712,772,636,664

21.2 Advances from customers

Currency: VND

	Ending balance	*Beginning balance*
Downpayment from customers under real estate sale and purchase agreements	46,746,483,533,640	19,365,321,728,392
Advance from customers under other contracts related to:	790,797,335,008	855,774,737,625
General contruction contracts	*539,215,154,107*	*417,955,827,622*
Long-term lease of apartments	-	*191,433,541,758*
Restaurant and hospitality services	*151,314,538,506*	*168,147,343,315*
Hospital services	*51,211,161,868*	*32,924,875,970*
Retail trading	*22,912,607,823*	*10,076,804,973*
Educational services and others	*26,143,872,704*	*35,236,343,987*
TOTAL	**47,537,280,868,648**	**20,221,096,466,017**
In which:		
Advances from customers	*47,534,886,821,745*	*20,221,096,466,017*
Advances from related parties (Note 37)	*2,394,046,903*	-

22. STATUTORY OBLIGATIONS

Currency: VND

	Beginning balance	*Payables for the year*	*Payment made in the year*	*Ending balance*
Payables				
Value added tax	643,176,298,743	3,084,299,205,407	(3,208,330,051,146)	519,145,453,004
Corporate income tax	661,166,354,957	2,882,956,656,854	(2,264,690,777,810)	1,279,432,234,001
Personal income tax	53,076,285,062	596,966,340,702	(584,087,241,274)	65,955,384,490
Land use fee and land rental fee	170,609,765,250	8,153,766,124,881	(2,849,847,242,530)	5,474,528,647,601
Foreign contractor tax arising from acquiring shares	112,752,577,813	-	(112,752,577,813)	-
Other taxes	37,619,946,544	7,325,606,081	(17,460,337,980)	27,485,214,645
TOTAL	**1,678,401,228,369**	**14,725,313,933,925**	**(9,037,168,228,553)**	**7,366,546,933,741**

	Beginning balance	*Receivables for the year*	*Collected in the year*	*Ending balance*
Receivables				
Overpayment of corporate income tax	18,430,364,745	29,543,342,122	(2,923,154,643)	45,050,552,224
Other taxes	4,620,520,334	61,786,462,850	-	66,406,983,184
TOTAL	**23,050,885,079**	**91,329,804,972**	**(2,923,154,643)**	**111,457,535,408**

23. SHORT-TERM ACCRUED EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Interests	1,205,242,481,968	830,480,551,017
Construction costs	5,825,575,368,830	5,314,788,962,900
Commission fee	424,588,008,516	170,787,321,201
Other accrued expenses	998,856,024,561	604,838,303,862
TOTAL	**8,454,261,883,875**	**6,920,895,138,980**
In which:		
Short-term accrued expenses due to related parties (Note 37)	*351,047,955,645*	*6,476,650,924*
Other short-term accrued expenses	*8,103,213,928,230*	*6,914,418,488,056*

24. UNEARNED REVENUE

Currency: VND

	Ending balance	*Beginning balance*
Short-term:		
Apartment and villa management services	-	194,671,051,737
Education services	374,544,782,280	365,247,876,157
Villa leasing management services	281,220,641,246	148,083,223,337
Office leasing	24,775,727,931	97,876,548,628
Hospitality and entertainment services	284,235,383,964	183,873,032,806
Customer loyalty program - Vingroup Card	122,751,293,234	-
Other unearned revenues	51,310,830,403	66,986,286,611
TOTAL	**1,138,838,659,058**	**1,056,738,019,276**
Long-term:		
Apartment and villa management services	-	1,198,094,154,929
Education services	9,606,280	90,716,093,933
Villas leasing management services	2,286,854,496,566	1,319,975,110,242
Office leasing	57,194,087,287	7,668,595,322
Other unearned revenues	45,706,191,349	66,957,578,042
TOTAL	**2,389,764,581,482**	**2,683,411,532,468**
In which:		
Unearned revenue from related parties (Note 37)	*81,871,768,284*	-
Other unearned revenues	*2,307,892,813,198*	*2,683,411,532,468*

25. OTHER PAYABLES

25.1 Other short-term payables

Currency: VND

	Ending balance	*Beginning balance (Restated)*
Payables under deposit, loan and other agreements related to real estate projects (i)	16,724,175,440,632	24,902,889,733,089
Other short-term payables	3,744,381,415,164	2,568,835,147,227
Deposits by tenants to be refunded within the next 12 months (Note 25.2)	*142,961,783,374*	*198,735,029,285*
Deposits by counterparties for purchase of the Group's investments (ii)	*2,270,266,929,290*	*1,142,312,091,675*
Collection on behalf	*67,703,284,120*	*226,536,581,710*
Dividend payable	*385,018,955,101*	*66,146,583,977*
Social insurance payable	*16,063,818,195*	*12,765,259,655*
Payable to customers due to cancellation of contracts	*78,482,282,119*	*189,536,276,226*
Apartment maintenance fund held on behalf of customers	*490,190,298,633*	*460,188,180,130*
Payables to customers due to early termination of lease contracts	-	*23,010,241,318*
Others	*293,694,064,332*	*249,604,903,251*
TOTAL	**20,468,556,855,796**	**27,471,724,880,316**
In which:		
Other short-term payables	*19,763,143,968,574*	*27,029,346,730,307*
Other short-term payables to related parties (Note 37)	*705,412,887,222*	*442,378,150,009*

(i) Ending balance comprises of:

- Payables under deposit and loan agreements with total amount of VND15,217 billion related to development of real estate projects of the Group;
- Deposits with total amount of VND1,507 billion from corporate counterparties under business cooperation contracts in relation to the development of Vinhomes Central Park project.

(ii) Ending balance comprises of:

- A deposit of VND802 billion from a corporate counterparty to acquire the equity interest in an existing subsidiary of the Group;
- Deposits payable of VND700 billion due to an associate according to business cooperation contracts signed by the associate and an existing subsidiary of the Group;
- A deposit of VND493 billion from a corporate counterparty to guarantee obligation under a business cooperation contract with an existing subsidiary of the Group; and
- A deposit of VND275 billion from a corporate counterparty to acquire shares of an entity which is a long-term investment owned by the Group.

25. OTHER PAYABLES (continued)

25.2 *Other long-term liabilities*

Currency: VND

	Ending balance	*Beginning balance*
Long-term		
Deposits from tenants	747,240,797,624	585,877,406,008
In which: Deposits from tenants to be refunded within the next 12 months (Note 25.1)	*(142,961,783,374)*	*(198,735,029,285)*
TOTAL	**604,279,014,250**	**387,142,376,723**
Payment under the office leasing contract at Vincom Center Dong Khoi (i)	-	3,988,274,000,000
Other long-term liabilities	35,840,036,692	30,788,236,251
TOTAL	**640,119,050,942**	**4,406,204,612,974**

(i) This is the advance under a contract for leasing office spaces in Vincom Center Dong Khoi signed between Times Trading LLC and Vicentra JSC with lease term ending in 2058. In 2016, Vicentra JSC became a subsidiary of the Group as presented in Note 4.2.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
as at 31 December 2016 and for the year then ended

26. LOANS AND FINANCE LEASES

26.1 Short-term loans and debts

Currency : VND

	Notes	*Beginning balance*		*Movement during the year*		*Ending balance*	
		Balance	*Payable amount*	*Increase*	*Decrease*	*Balance*	*Payable amount*
Current portion of long-term loans from banks	*26.2.1*	604,469,918,658	604,469,918,658	1,231,106,976,951	(962,106,263,425)	873,470,632,184	873,470,632,184
Current portion of corporate bonds	26.2.2	-	-	3,973,682,722,225	-	3,973,682,722,225	3,973,682,722,225
Short-term loans from banks	*26.1.1*	360,447,875,436	360,447,875,436	4,858,050,566,912	(4,474,999,637,123)	743,498,805,225	743,498,805,225
Other short-term loans		459,700,000,000	459,700,000,000	450,000,000,000	(909,700,000,000)	-	-
TOTAL		**1,424,617,794,094**	**1,424,617,794,094**	**10,512,840,266,088**	**(6,346,805,900,548)**	**5,590,652,159,634**	**5,590,652,159,634**
In which:							
Short-term loans from related parties	*37*	*424,700,000,000*	*424,700,000,000*	*450,000,000,000*	*(874,700,000,000)*	-	-
Short-term loans from other parties		*999,917,794,094*	*999,917,794,094*	*10,062,840,266,088*	*(5,472,105,900,548)*	*5,590,652,159,634*	*5,590,652,159,634*

26. LOANS AND FINANCE LEASES (continued)

26.1 Short-term loans and debts (continued)

26.1.1 Short-term loans from banks

	Ending balance				
Lender	*EUR*	*VND*	*Maturity date*	*Interest rate*	*Collateral*
Joint Stock Commercial Bank for Foreign Trade of Vietnam	4,751,531	114,548,667,551	From February 2017 to December 2017	From 3.7% to 4.5% per annum	
		340,054,682,124	March 2017	6.5% per annum	(i)
Vietnam Technological and Commercial Joint Stock Bank	4,528,272	109,166,403,652	From September 2017 gto November 2017	3.8% per annum	
		76,638,408,197	From April 2017 to November 2017	5% per annum	(ii)
Joint Stock Commercial Bank for Investment and Development of Vietnam		85,439,902,579	From January 2017 to March 2017	6.8% per annum	
Other banks		17,650,741,122	May 2017	6.5% per annum	
TOTAL		743,498,805,225			

(i) These loans are secured by a number of treasury shares of the Company owned by certain subsidiaries (see Note 29.5).

(ii) Including loan which is guaranteed by the Company for the payment by VinEco Tam Dao LLC.

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans and debts

Currency: VND

	Notes	*Beginning balance*		*Movement during the year*		*Ending balance*	
		Balance	*Payable amount*	*Increase*	*Decrease*	*Balance*	*Payable amount*
Long-term loans from banks	26.2.1	10,396,236,955,432	10,396,236,955,432	13,544,547,002,118	(13,557,564,539,666)	10,383,219,417,884	10,383,219,417,884
Convertible loans	26.2.1	439,278,942,399	439,278,942,399	10,337,695,021	-	449,616,637,420	449,616,637,420
Corporate bonds	26.2.2	22,287,168,627,156	22,287,168,627,156	13,761,078,444,983	(12,712,256,523,840)	23,335,990,548,299	23,335,990,548,299
TOTAL		**33,122,684,524,987**	**33,122,684,524,987**	**27,315,963,142,122**	**(26,269,821,063,506)**	**34,168,826,603,603**	**34,168,826,603,603**

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans (continued)

26.2.1 Long-term loans from banks

Details of long-term loans are presented as below:

	Ending balance				
Lender	*USD*	*VND (*)*	*Maturity date*	*Interest rate*	*Collateral*
Joint Stock Commercial Bank for Foreign Trade of Vietnam		2,715,390,280,677	From January 2017 to December 2025	12-month interest paid in arrears VND saving rate for individual (+) 3% to 3.5% per annum	(i)
In which: current portion		*(17,670,632,184)*			
Vietnam Joint Stock Commercial Bank for Industry and Trade		1,711,600,000,000	From February 2017 to November 2018	12-month interest paid in arrears VND saving rate for individual (+) 3.5% per annum	(ii)
In which: current portion		*(855,800,000,000)*			
Joint Stock Commercial Bank for Investment and Development of Vietnam		218,086,909,983	December 2024	12-month interest paid in arrears VND saving rate for individual (+) 1% per annum	(iii)
Syndicated loan (iv)	300,000,000	6,611,612,859,408	From January 2018 to July 2021	3-month LIBOR (+) 5% per annum	(iv)
Convertible loan (v)	20,000,000	449,615,637,420	October 2019	8.75% per annum	
TOTAL		**10,832,836,055,304**			
In which:					
Long-term loans		*11,706,306,687,488*			
Current portion		*(873,470,632,184)*			

(*) Balances in VND as at 31 December 2016 is net-off with loan issuance costs.

26. **LOANS AND FINANCE LEASES** (continued)

26.2 **Long-term loans and debts** (continued)

26.2.1 Long-term loans from banks (continued)

(i) Loans from Joint Stock Commercial Bank for Foreign Trade of Vietnam

These loans are secured by the land use rights and assets attached to the land of Vinhomes Central Park project; a part of assets and rights to receive the insurance benefit according to insurance contracts related to Vinpearl Ha Long Luxury Resort; machineries used in business operations of Maximark District 2 and all assets associated with Homyland 2 project of An Phong JSC, a subsidiary.

(ii) Loans from Vietnam Joint Stock Commercial Bank for Industry and Trade

These loans are secured by assets attached on land of Landmark 81 Tower (except apartment component) formed in the future, receivable rights of some apartment buildings in Vinhomes Central Park project and some treasury shares of the Company owned by a subsidiary (Note 29.5).

(iii) Loans from Joint Stock Commercial Bank for Investment and Development of Vietnam

This loan is secured by Vinmec International General Hospital in Nha Trang.

(iv) Syndicated loan

This loan is from Credit Suisse AG – Singapore Branch, Industrial and Commercial Bank of China, Maybank International – Labuan Branch, Taipei Fubon Commercial Bank – Foreign Branch, United National Bank Ltd., Ta Chong Bank Ltd., Mega AC Mega – Foreign Branch, ICBC Bejing, Hua Nan Commercial Bank – Foreign Branch, First Commercial Bank OBU, Entie Commercial Bank Ltd and Chang Hwa Commercial Bank – Hong Kong Branch with total principal of USD300 million, disbursed on 11 July 2016 and 8 September 2016. This loan is secured by a number of ordinary shares of certain subsidiaries owned by the Company and an individual.

(v) Convertible loan from WP investment III B.V. ("Warburg Pincus") and Credit suisse AG, Singapore Branch ("Credit Suisse")

These are loans from Credit Suisse and Warburg Pincus under Convertible Loans Agreement between Vincom Retail JSC, a subsidiary and two counterparties in 2013 and 2014 with the amount of USD15 million and USD5 million respectively, equivalent to VND341,850,000,000 and VND113,950,000,000 respectively (borrowing costs exclusive). These convertible loans bear an interest rate of 8.75% per annum and can be fully or partially converted into preference shares of Vincom Retail JSC three months after the earlier of (i) the completion date of issuing preference shares of Vincom Retail JSC to Credit Suisse and Warburg Pincus; and (ii) 31 March 2014. As at 31 December 2016, this loan has not been converted into preference shares of Vincom Retail JSC.

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans and debts (continued)

26.2.2 Corporate bonds

Currency: VND

	Ending balance	*Beginning balance*
Domestic corporate bonds (a)	27,309,673,270,524	17,947,487,676,853
In which: current portion of long-term bonds (a)	*(3,973,682,722,225)*	-
International bonds (b)	-	4,339,680,950,303
TOTAL	**23,335,990,548,299**	**22,287,168,627,156**

(a) *Domestic corporate bonds*

Currency: VND

Bank	*Ending balance*	*Term and maturity*	*Interest rate*	*Collaterals*
Vietnam Joint Stock Commercial Bank for Industry and Trade	2,792,825,000,000	June 2018	12-month interest paid-in-arrears VND saving rates (+) 3% per annum	(i)
Joint Stock Commercial Bank for Investment and Development of Vietnam	989,814,176,330	April 2018	12-month interest paid-in-arrears VND saving rates (+) 5.5% per annum	(ii)
Vietnam Technological and Commercial Joint Stock Bank	18,580,227,647,564	From June 2017 to February 2026	12-month interest paid-in-arrears VND saving rates (+) 4% - 5% per annum; 8.5% per annum; and 10% per annum	(iii)
In which: current portion of long-term bonds	*(3,973,682,722,225)*			
Joint Stock Commercial Bank for Foreign Trade of Vietnam	4,198,711,446,630	From October 2018 to February 2021	12-month interest paid-in-arrears VND saving rates (+) 3% per annum; and 7.75% per annum	(iv)
Vietnam Prosperity Joint Stock Commercial Bank	748,095,000,000	July 2019	10% per annum	(v)
TOTAL	**23,335,990,548,299**			
In which:				
Long-term bonds	*27,309,673,270,524*			
Current portion of long-term bonds	*(3,973,682,722,225)*			

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans and debts (continued)

26.2.2 Corporate bonds (continued)

(a) Domestic corporate bonds (continued)

(i) Vietnam Joint Stock Commercial Bank for Industry and Trade

These bonds are secured by a part of the shopping mall of Vincom Ba Trieu and Vincom Center Long Bien owned by North Vincom Retail LLC, a subsidiary.

(ii) Joint Stock Commercial Bank for Investment and Development of Vietnam

These bonds are secured by a part of assets associated with land of Vincom Mega Mall Royal City, part of its parking areas, and all incomes and benefits arising from these assets.

(iii) Vietnam Technological and Commercial Joint Stock Bank

These bonds are secured by a number of treasury shares of the Company owned by a subsidiary, a part of VAP Project and 5-star hotel Vinpearl Nha Trang Resort project, a guarantee for payment by a subsidiary, guarantee by a trust fund of Asia Development Bank secured by shares of some subsidiaries, and a part of Vincom Dong Khoi Tower owned by the Company and a subsidiary.

(iv) Joint Stock Commercial Bank for Foreign Trade of Vietnam

These are secured by part of land use rights, all machineries, equipment of Vinpearl Nha Trang Bay Resort & Villas and Vinpearl Premium Land and by a trust fund of Asia Development Bank secured by shares of some subsidiaries.

(v) Vietnam Prosperity Joint Stock Commercial Bank

These are secured by 10 villas at Vinhomes Riverside Eco-urban Area owned by a corporate counterparty, a number of treasury shares of the Company owned by other individuals and counterparties.

(b) International bonds

International bonds with face value of USD200 million were issued in November 2013, for a maturity of 4.5 years. These bonds are unsecured, bearing fixed interest rate of 11.625% per annum and the interest is paid twice a year. In 2016, the Company has early redeemed these bonds with repayment amount is determined under bond agreement and related documents.

27. SHORT-TERM PROVISION

Currency: VND

	Ending balance	*Beginning balance*
Warranty provision	127,414,378,407	120,697,938,748
Others	67,641,416,970	-
TOTAL	**195,055,795,377**	**120,697,938,748**

28. CONVERTIBLE BONDS

Convertible bonds amounting to USD300 million were issued in April and July 2012 with a term of 5 years. This type of bond is unsecured, and bear fixed interest rate of 5% per annum.

Management assesses there is no equity component in these convertible bonds (since there is not known fixed number of shares to be converted on issue date) and as a result, has recognised the entire convertible bonds as financial liabilities.

Following the terms of these convertible bonds, the bondholders have the right to convert the bonds into ordinary shares of the Company at the price which is subject to annual adjustment on 3 Octorber, from 3 Octorber 2012 to 3 Octorber 2016. During the year, the bondholders converted all convertible bonds into ordinary shares of the Company.

Currency: USD

		Movement during the year			
	Beginning balance	*New issuance*	*Converted to shares*	*Due but not yet converted*	*Ending balance*
Value	106,300,000	-	(106,300,000)	-	-

Currency: VND

	Current year	*Previous year*
Initial recognition of convertible bonds after deducting issuance costs	5,939,186,943,335	5,939,186,943,335
Equity component	-	-
Liability component at initial recognition	5,939,186,943,335	5,939,186,943,335
Add: Accumulated amortisation of bond issuance costs		
Beginning balance	295,037,817,247	162,522,147,579
Amortisation during the year	13,600,239,418	132,515,669,668
Ending balance	308,638,056,665	295,037,817,247
Minus: Accumulated conversion at the end of the year	(6,270,000,000,000)	(4,048,330,000,000)
Add: Unrealised foreign exchange loss arising from revaluation	22,175,000,000	182,189,341,667
Add: Realised foreign exchange loss	-	14,317,658,333
Liability component at the end of the year	**-**	**2,382,401,760,582**

During 2016, the bondholders converted bonds with total par value of USD106,300,000 into 71,666,764 ordinary shares of the Company at the price of VND31,000 per share. This conversion increased the Company's issued share capital by VND716,667,640,000 and share premium by VND1,485,854,312,538.

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29. OWNERS' EQUITY

29.1 Increase and decrease in owners' equity

Currency: VND

	Issued share capital	*Share premium*	*Treasury shares*	*Other funds belonging to owners' equity*	*Undistributed earnings (Restated)*	*Non-controlling interest (Restated) (i)*	*Total*
***Previous year** (Restated)*							
Beginning balance	14,545,550,980,000	4,582,534,150,067	(2,974,924,074,484)	22,845,114,930	4,220,035,125,587	7,066,647,379,677	27,462,688,675,777
- Net profit for the year	-	-	-	-	1,215,774,826,080	285,700,617,371	1,501,475,443,451
- Conversion of bonds	372,690,630,000	710,507,720,930	-	-	-	-	1,083,198,350,930
- Distribution to other funds	-	-	-	5,000,000,000	(5,000,000,000)	-	-
- Stock dividends	3,763,639,260,000	-	-	-	(3,763,639,260,000)	-	-
- Capital contribution by non-controlling interest	-	-	-	-	-	7,544,319,623,168	7,544,319,623,168
- Acquisition of new subsidiaries	-	-	-	-	-	660,610,182,743	660,610,182,743
- Step-up acquisition of equity interest in existing subsidiaries	-	-	-	-	(182,625,670,826)	47,496,474,797	(135,129,196,029)
- Partial disposal of equity interest in existing subsidiaries without loss of control	-	477,565,957,602	-	-	(91,409,988,137)	(260,254,138,062)	125,901,831,403
- Disposal of subsidiaries	-	-	-	-	-	(136,460,041,659)	(136,460,041,659)
- Dividend declared to non-controlling interest	-	-	-	-	-	(553,515,146,415)	(553,515,146,415)
- Adjustment for share of profit after tax to non-controlling interest in previous year	-	-	-	-	178,055,416,737	(178,055,416,737)	-
- Deferred tax asset regarding treasury shares held by subsidiaries (Note 36.3)	-	28,119,635,709	-	-	-	3,715,537,715	31,835,173,424
Ending balance	18,681,880,870,000	5,798,727,464,308	(2,974,924,074,484)	27,845,114,930	1,571,190,449,441	14,480,205,072,598	37,584,924,896,793
Current year							
Beginning balance (Restated)	18,681,880,870,000	5,798,727,464,308	(2,974,924,074,484)	27,845,114,930	1,571,190,449,441	14,480,205,072,598	37,584,924,896,793
- Bonus issue	4,844,731,620,000	(4,844,731,620,000)	-	-	-	-	-
- Net profit for the year	-	-	-	-	2,439,510,861,997	1,073,557,030,509	3,513,067,892,506
- Stock dividends	2,133,799,410,000	-	-	-	(2,133,799,410,000)	-	-
- Conversion of bonds (Note 28)	716,667,640,000	1,485,854,312,538	-	-	-	-	2,202,521,952,538
- Distribution to other funds	-	-	-	5,000,000,000	(5,000,000,000)	-	-
- Capital contribution by non-controlling interest	-	-	-	-	-	1,400,346,395,000	1,400,346,395,000
- Acquisition of new subsidiaries	-	-	-	-	(23,825,982,181)	4,910,229,837,099	4,886,403,854,918
- Step-up acquisition of equity interest in existing subsidiaries	-	-	-	-	(1,360,145,951,101)	(2,646,722,525,621)	(4,006,868,476,722)
- Partial disposal of equity interest in existing subsidiaries without loss of control	-	65,109,580,602	-	-	454,415,285,297	560,747,117,687	1,080,271,983,586
- Disposal of subsidiaries	-	-	-	-	-	554,200,042,135	554,200,042,135
- Dividend declared to non-controlling interest	-	-	-	-	-	(1,948,473,636,171)	(1,948,473,636,171)
Ending balance	26,377,079,540,000	2,504,959,737,448	(2,974,924,074,484)	32,845,114,930	942,345,253,453	18,384,089,333,236	45,266,394,904,583

29. **OWNERS' EQUITY** (continued)

29.1 **Increase and decrease in owners' equity** (continued)

(i) Non-controlling interest as at 31 December 2016 included:

Capital contribution of VND5,925 billion (equivalent to USD279 million) from Warburg Pincus and Credit Suisse into Vincom Retail JSC, a subsidiary, in accordance with the agreements signed between the Company, Vincom Retail JSC and other companies within the Group with Warburg Pincus and Credit Suisse on 28 May 2013 and 12 July 2013 together with subsequent amendments. In which, capital contribution in the year 2015 was VND2,152 billion (equivalent to USD99 million). Vincom Retail JSC issued preference shares and ordinary shares to Warburg Pincus and Credit Suisse. Preference shares issued by Vincom Retail JSC are dividend preference shares, which are convertible into the ordinary shares of Vincom Retail JSC and entitled to other privileges.

Pursuant to the Mortgage Agreement between Vincom Retail JSC, Warburg Pincus and Credit Suisse dated 12 July 2013 and subsequent amendments in relation to the issuance of preference shares by Vincom Retail JSC and the convertible loan ("the mortgage terms") as presented in Note 26.2.1, the entire equity interest of Vincom Retail JSC in North Vincom Retail LLC have been used as collaterals for irrevocably guaranteeing the Group's obligations under the transaction documents, the Founders and the Company's obligations in relation to the put options granted to Warburg Pincus and Credit Suisse. According to the mortgage terms, North Vincom Retail LLC is establised through merger of subsidiaries of the Group, including Vincom Mega Mall Royal City LLC, Vincom Mega Mall Times City LLC, Vincom Center Ba Trieu LLC, Vincom Center Ha Long, Hai Phong Land Investment and Development LLC and Hanoi Entertainment Sport Culture Center JSC. As at 31 December 2016, the Group has mergered a number of subsidiaries into North Vincom Retail LLC.

> Capital contribution of VND3,235 billion from Continental Pacific Investment LLC ("Continental Pacific LLC") in Vinpearlland JSC, a subsidiary, in accordance with the agreements signed between Vinpearlland JSC and other companies with Continental Pacific LLC dated 8 December 2016. Vinpearlland JSC issued preference shares and ordinary shares to Continental Pacific LLC. Preference shares of Vinpearlland JSC held by Continental Pacific LLC are dividend preference shares, which are entitled to other privileges. Pursuant to the Mortgage Agreement between Royal City JSC and Vinpearlland JSC, subsidiaries, and Continental Pacific LLC on 12 December 2016 in relation to the issuance of preference shares of Vinpearlland JSC, 308,983,560 shares of Vincom Retail JSC held by Royal City JSC and Vinpearlland JSC are used as collaterals to guarantee Vinpearlland JSC's obligations under the transaction documents and for the Founders and a corporate counterparty's obligations in relation to put options granted to Continental Pacific LLC. This capital contribution was transferred from the investment of Continental Pacific LLC in Vinmec JSC, another subsidiary, according to an agreement dated 7 December 2016.

29. OWNERS' EQUITY (continued)

29.2 Capital transactions with owners

Currency: VND

	Current year	*Previous year*
Issued share capital		
Beginning balance	18,681,880,870,000	14,545,550,980,000
Increase	716,667,640,000	4,136,329,890,000
Stock dividend	2,133,799,410,000	-
Bonus shares (*)	4,844,731,620,000	-
Ending balance	**26,377,079,540,000**	**18,681,880,870,000**

(*) On 16 August 2016, General Shareholders of the Company adopted Resolution No. 02/2016/NQ-DHDCD-VINGROUP on the issuance of bonus share from share premium to existing shareholders at the ratio of 1,000:225 in order to increase share capital.

29.3 Dividend

Currency: VND

	Current year	*Previous year*
Dividend declared and paid during the year (*)	**2,133,799,410,000**	**3,763,639,260,000**
Stock dividend per ordinary share in 2016: VND1,100 per share (2015: VND2,580 per share)	*2,133,799,410,000*	*3,763,639,260,000*

(*) On 22 April 2016, General Shareholders of the Company adopted Resolution No. 01/2016/NQ-DHDCD-VINGROUP on the declaration of stock dividends at the ratio of 1,000:110 (each existing shareholder owning 1,000 receives dividends of 110 shares). 28th June 2016 was the date to finalise the list of shareholders who are entitled to receive stock dividends under Official Letter No. 514/2016/CV-TGD-VINGROUP dated 13 June 2016 about the public anouncement of stock dividends. Accordingly, the number of additional shares that the Company issued was 213,379,941 under the Notification No. S023/2016-VIC/VSD dated 28 June 2016 of the Securities Depository Center.

29.4 Ordinary shares and preference shares

	Ending balance	*Beginning balance*
Authorised shares	2,637,707,954	1,868,188,087
Issued shares	2,637,707,954	1,868,188,087
Ordinary shares	*2,637,707,954*	*1,868,188,087*
Preference shares	-	-
Shares in circulation	2,456,818,742	1,735,156,855
Ordinary shares	*2,456,818,742*	*1,735,156,855*
Preference shares	-	-
Treasury shares	180,889,212	133,031,232
Ordinary shares	*180,889,212*	*133,031,232*
Preference shares	-	-

The par value of outstanding share: VND10,000 per share (2015: VND10,000 per share).

29. OWNERS' EQUITY (continued)

29.5 Treasury shares

As at 31 December 2016, the number of shares of the Company held by subsidiaries is as below:

- Vinpearl JSC holds 90,039,008 shares, in which, 15,395,069 shares are used as collaterals to guarantee obligations in relation to a bond (Note 26.2.2); 19,000,000 shares are used as collaterals to guarantee a loan (Note 26.1.1); and 3,741,292 are deposited at bank to guarantee the Group's obligations under future credit agreements;
- Royal City LLC, a subsidiary, holds 60,426,722 shares, in which, 34,500,000 shares are used as collaterals to guarantee payments for a deposit received by the Company; and 21,754,660 shares are used as collaterals for a loan of a subsidiary of the Group (Note 26.2.1);
- Vincommerce JSC, a subsidiary, holds 18,550,241 shares which are used as collaterals for a loan obtained by a subsidiary of the Group (Note 26.2.1); and
- Xavinco JSC, a subsidiary, holds 11,873,241 shares, in which, 3,793,000 shares are used as collaterals for a loan payable by the Company (Note 26.1.1); and 4,938,929 shares are used as collaterals for a loan payable by a corporate counterparty.

30. REVENUES

30.1 Revenue from sale of goods and rendering of services

Currency: VND

	Current year	*Previous year*
Gross revenue	**57,670,387,202,439**	**34,054,968,884,836**
In which:		
Sale of inventory properties	37,295,758,090,569	21,179,148,427,947
Leasing activities and rendering related services	3,321,913,007,632	2,655,125,765,258
Rendering of hotel services, amusement park services and related services	4,256,597,378,984	2,847,874,120,764
Rendering of hospital services and related services	1,092,565,847,858	770,606,961,951
Sale of goods in supermarkets, convenient stores and retail outlets	9,303,773,846,276	4,312,995,120,187
Rendering of education services and related services	712,567,649,695	514,231,160,146
Others	1,687,211,381,425	1,774,987,328,583
Less sales deduction	**(56,043,536,545)**	**(7,002,571,734)**
Net revenue	**57,614,343,665,894**	**34,047,966,313,102**
In which:		
Sale of inventory properties	*37,295,758,090,569*	*21,179,148,427,947*
Leasing activities and rendering related services	*3,321,913,007,632*	*2,655,125,765,258*
Rendering of hotel services, amusement park services and related services	*4,256,597,378,984*	*2,847,874,120,764*
Rendering of hospital services and related services	*1,092,565,847,858*	*770,605,761,951*
Sale of goods in supermarkets, convenient stores and retail outlets	*9,247,730,309,731*	*4,305,993,748,453*
Rendering of education services and related services	*712,567,649,695*	*514,231,160,146*
Others	*1,687,211,381,425*	*1,774,987,328,583*
In which:		
Sale to others	*57,053,841,854,201*	*33,950,819,883,198*
Sale to related parties (Note 37)	*560,501,811,693*	*97,146,429,904*

30. REVENUES (continued)

30.2 *Revenue and expense relating to investment properties*

Currency: VND

	Current year	*Previous year*
Income from leasing investment properties	3,321,913,007,632	2,655,125,765,258
Direct operating expenses of investment properties that generated income during the year	1,602,025,651,331	1,299,884,812,167
Direct operating expenses of investment properties that did not generate income during the year	15,640,100,716	13,930,867,408
Income from trading of investment properties	4,731,612,000	-

30.3 *Finance income*

Currency: VND

	Current year	*Previous year*
Interest income from loans and deposits	1,190,500,694,694	1,637,439,302,366
Gains from disposal of financial investments	3,859,473,487,033	247,118,020,321
Foreign exchange gains	232,870,285,809	30,813,033,113
Dividend income	18,377,216,675	8,460,239,107
Gains on re-measurement of investments in business combination achieved in stages	548,351,612,959	-
Others	11,983,333,554	7,689,485,415
TOTAL	**5,861,556,630,724**	**1,931,520,080,322**

31. COST OF GOODS SOLD AND SERVICES RENDERED

Currency: VND

	Current year	*Previous year*
Inventory properties sold	22,707,240,650,972	12,594,041,335,413
Leasing activities and rendering related services	1,617,665,752,047	1,313,815,679,575
Rendering of hotel services, amusement park services and related services	4,672,696,626,891	2,214,225,322,491
Rendering of hospital services and related services	897,688,516,846	552,822,011,722
Cost of goods sold in supermarkets, convenient stores and retail outlets	8,514,918,751,254	3,762,913,601,872
Rendering of education services and related services	546,422,771,456	351,757,050,359
Others	1,227,999,536,570	1,549,358,560,059
TOTAL	**40,184,632,606,036**	**22,338,933,561,491**

32. FINANCE EXPENSES

Currency: VND

	Current year	*Previous year*
Loan interest (including amortisation of bond and convertible bond issuance costs)	4,308,066,793,490	2,721,940,288,870
Loss from declaration fair value of an investment	805,779,509,476	-
Foreign exchange losses	167,939,028,065	537,828,628,307
Provision for diminution in value of investments made/(reversed)	60,231,560,196	(16,848,788,998)
Others	47,017,180,960	39,154,787,797
TOTAL	**5,389,034,072,187**	**3,282,074,915,976**

33. SELLING EXPENSES AND GENERAL AND ADMINISTRATIVE EXPENSES

Currency: VND

	Current year	*Previous year*
Selling expenses		
- Labor costs	1,464,088,652,679	609,393,418,962
- Raw materials, tools and supplies	151,577,651,970	83,326,116,492
- Depreciation and amortisation	511,786,167,997	178,964,017,309
- External service expenses	4,134,457,194,645	1,593,620,134,637
- Others	410,906,027,727	492,521,989,039
	6,672,815,695,018	**2,957,825,676,439**
General and administrative expenses		
- Labor costs	1,517,028,703,068	1,110,047,951,059
- Depreciation and amortisation of fixed assets and goodwill	1,342,316,321,783	973,405,400,852
- External service expenses	832,123,777,653	1,069,392,897,794
- Support and charity expenses	1,326,843,735,337	360,568,804,205
- Others	507,777,924,168	409,358,100,202
	5,526,090,462,009	**3,922,773,154,112**
TOTAL	**12,198,906,157,027**	**6,880,598,830,551**

34. OTHER INCOME AND EXPENSES

Currency: VND

	Current year	*Previous year*
Other income	**688,479,678,357**	**283,039,374,788**
Transferring of right to develop a project	450,000,000,000	-
Disposal of fixed assets	11,796,442,562	35,700,385,497
Compensation income	143,710,158,776	70,708,814,696
Gains from bargain purchase on business combination	-	123,824,134,645
Others	82,973,077,019	52,806,039,950
Other expenses	**618,871,762,087**	**948,045,248,993**
Disposal of fixed assets	224,910,588,639	72,547,843,357
Penalty paid	312,368,662,901	838,917,328,631
Others	81,592,510,547	36,580,077,005
NET OTHER PROFIT/(LOSS)	**69,607,916,270**	**(665,005,874,205)**

35. PRODUCTION AND OPERATING COSTS

Currency: VND

	Current year	*Previous year*
Raw materials	10,576,707,421,358	5,631,331,843,325
Cost of developing inventory properties	43,139,203,044,646	22,299,459,268,555
Labour costs	5,006,641,648,907	2,273,760,802,057
Depreciation and amortisation	3,342,836,031,423	2,339,355,227,442
Expenses for external services	7,506,395,119,722	4,006,701,892,764
Others (excluding finance expenses)	3,243,717,890,681	2,374,341,291,041
TOTAL	**72,815,501,156,737**	**38,924,950,325,184**

36. CORPORATE INCOME TAX

The current statutory corporate income tax ("CIT") rate applicable to the Company and its subsidiaries is 20%, except for the following entities:

- Vinpearl Nha Trang LLC, Vinpearlland JSC (Nha Trang and Phu Quoc branches) apply the incentive tax rate of 10% for activities as rendering hotel, amusement park and related services excluding transferring inventory of properties activities;
- Vinmec JSC applies the incentive tax rate of 10%;
- VinEco LLC and VinEco Tam Dao LLC apply the incentive tax rate of 15%; and
- Vinschool LLC and Phu Quoc Tourism JSC are in the tax exemption period.

The tax returns filed by the Company and its subsidiaries are subject to examination by the tax authorities. As the application of tax laws and regulations is susceptible to varying interpretations, the amounts reported in the consolidated financial statements could be changed at a later date upon final determination by the tax authorities.

36. CORPORATE INCOME TAX (continued)

36.1 CIT expenses

Currency: VND

	Current year	*Previous year*
Current tax expense	2,534,168,929,813	1,424,642,826,631
Deferred tax income	(254,477,855,941)	(74,017,304,681)
TOTAL	**2,279,691,073,872**	**1,350,625,521,950**

36.2 Current tax

The current CIT payable is based on taxable profit for the current year. The taxable profit of the Group for the year differs from profit as reported in the consolidated 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 not taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted by the balance sheet date.

Reconciliation between CIT expenses and the accounting profit multiplied by applicable CIT rate is presented below:

Currency: VND

	Current year	*Previous year (Restated)*
Accounting profit before tax	**5,792,758,966,378**	**2,852,100,965,401**
At CIT rate applied to the Company	1,158,551,793,276	627,462,212,388
Effect of variable tax rates applied to subsidiaries	(18,322,899,619)	(16,745,356,166)
Losses of subsidiaries	611,427,189,860	486,787,724,269
Allocation of the differences between consideration and carrying value of net assets under acquisition of group of assets	243,248,959,644	14,387,665,444
Donations	245,641,012,215	34,952,328,979
Goodwill allocation in the consolidated financial statements	214,870,028,926	179,600,118,587
Impacts from acquisition and disposal of shares of subsidiaries in the consolidated financial statements	(326,571,845,091)	(59,331,890,829)
Adjustment for CIT incentives	(8,155,490,173)	(9,380,219,059)
Shared profit from associates	(3,964,717,748)	(8,630,105,924)
Dividend income	(3,675,443,335)	(1,861,252,604)
Others	32,661,636,216	27,372,479,403
Tax losses carried forward	(221,028,790,676)	(13,202,777,526)
Losses ineligible for offsetting against taxable income	355,009,640,377	89,214,594,988
Estimated CIT expense charged to the consolidated income statements	**2,279,691,073,872**	**1,350,625,521,950**

36. CORPORATE INCOME TAX (continued)

36.3 Deferred tax

The following are the deferred tax assets and deferred tax liabilities recognised by the Group, and the movements thereon, during the current and previous year:

Currency: VND

	Consolidated balance sheet		*Consolidated income statement*	
	Ending balance	*Opening balance*	*Current year*	*Previous year*
Deferred tax assets				
Unrealised profit from inter-transactions within the Group	194,022,890,385	80,540,170,317	113,482,720,068	57,503,655,845
Selling expenses allowable for capitalisation for tax purpose in the year	66,586,444,793	13,013,856,584	33,071,116,494	13,013,856,584
Treasury shares held by subsidiaries	31,835,173,424	31,835,173,424	-	-
Assets used as capital contribution to subsidiaries	30,874,229,236	42,971,435,401	(12,097,206,165)	10,255,510,879
Others	5,286,061,097	1,797,321,735	3,488,739,362	965,346,544
TOTAL				
Deferred tax liabilities				
Assets used as capital contribution to subsidiaries	(8,779,295,223)	(12,544,961,545)	3,765,666,322	11,951,871,101
Deferred tax for bond issuance cost in subsidiaries	(2,568,532,800)	(3,210,666,000)	642,133,200	(3,210,666,000)
Revaluation of project development right of Hon Mot project	(10,782,089,058)	(13,510,761,290)	2,728,672,232	3,052,362,750
Unearned revenue of Tri An – Tan Gia program	-	(19,832,420,863)	19,832,420,863	(19,832,420,863)
Fair value adjustment from acquisition of subsidiaries	(333,223,810,138)	(423,110,288,216)	89,886,678,078	1,475,888,403
Others	(2,459,939,074)	(2,136,854,561)	(323,084,513)	(1,158,102,562)
Net deferred CIT liabilities	**(29,208,667,358)**	**(304,187,995,015)**		
Deferred tax charged to the consolidated income statement			**254,477,855,941**	**74,017,304,681**
Presented on the consolidated balance sheet				
Deferred tax assets	328,604,798,935	170,157,957,461		
Deferred tax liabilities	(357,813,466,293)	(474,345,952,476)		
Net deferred CIT liabilities	**(29,208,667,358)**	**(304,187,995,015)**		

36. CORPORATE INCOME TAX (continued)

36.4 Unrecognised deferred tax

Tax losses carried forward

The Group are entitled to carry each individual tax loss forward to offset against taxable profits arising within five years subsequent to the year in which the loss was incurred. At the balance sheet date, the Group had accumulated tax losses of VND5,805 billion available for offset against future taxable profits. These are estimated accumulated tax losses as per the CIT declarations of Company and its subsidiaries, which have not been finalised by the local tax authorities as of the date of these consolidated financial statements. No deferred tax assets has been recognised in respect of these accumulated tax losses (VND5,805 billion) because future taxable profit cannot be ascertained at this stage.

37. TRANSACTIONS WITH RELATED PARTIES

Significant transactions with related parties during the year were as follows:

Related parties	*Relationship*	*Transactions*	*Current year VND*	*Previous year VND*
Vietnam Investment Group JSC	Under common owners	Collection from transfer of assets	-	(163,028,002,628)
		Payables due to revision of land transfer agreement	(432,848,844,386)	-
		Receivables from infrastructure using fee	28,613,805,825	-
		Repayment due to revision of land transfer agreement after being offset with infrastructure using fee	404,235,038,561	-
		Payables for rental and other service	(49,273,329,999)	(49,776,134,732)
		Payment for rental and other service	49,273,329,999	51,458,644,135
Green City JSC	Associate (until 15 July 2016)	Lending	-	500,000,000,000
		Collection of loan principal	-	(500,000,000,000)
Vien Dong Pearl LLC	Associate (until 20 June 2016)	Borrowing	-	(475,000,000,000)
		Repayment of loan principal	424,700,000,000	60,300,000,000
Foreign Trade Concrete JSC	Associate (until 23 December 2016)	Providing concrete	(20,951,956,204)	(113,566,469,600)
		Payment of concrete expense	36,264,594,345	97,033,262,542

37. TRANSACTIONS WITH RELATED PARTIES (continued)

Significant transactions with related parties during the year were as follows: (continued)

Related parties	*Relationship*	*Transactions*	*Current year VND*	*Previous year VND*
Kind Heart Foundation	Under common owners	Charity expenses	(1,024,460,000,000)	(201,694,581,574)
		Cash transferred to Kind Heart Foundation	670,000,000,000	69,100,359,367
		Construction fee receivables	84,924,238,604	-
		Construction fee received	(147,991,950,236)	-
		Receivables for collection on behalf	19,165,633,000	-
		Payables for collection on behalf	(23,171,440,992)	-
Truong Thanh Furniture Corporation	Associate (from 30 November 2016)	Collection of loans principal	(169,563,472,214)	-
		Lending	82,485,000,000	-
		Interest receivables	(130,436,527,786)	-
Key members of management	Key members of management	Downpayment from customers to purchase villas	-	(422,848,705,600)
		Receivables from sales of villas and rendering related services	585,521,325,121	-
		Collection from sales of villas and rendering related services	(161,546,505,153)	-

Terms and conditions of transactions with related parties:

During current year, the Group provided loans earning interests to related parties. These loans are to be settled in cash or offset against receivables and have collateral as disclosed below.

During current year, the Group sold/purchased goods and services to/from related parties based on the price offered to third parties.

During the year, the Group has not made provision for doubtful debts relating to amounts due from related parties (31 December 2015: nil). This assessment is undertaken each year through the examination of the financial position of the related parties and the market in which the related parties operate.

37. TRANSACTIONS WITH RELATED PARTIES (continued)

Amounts due to and due from related parties as at 31 December 2016 were as follows:

Related parties	*Relationship*	*Transactions*	*Ending balance VND*	*Beginning balance VND*
Short-term trade receivables (Note 7.1)				
Kind Heart Foundation	Under common owners	Construction fee receivables	5,825,479,978	68,893,191,610
		Receivables from rendering hospital service	2,960,585,919	1,056,070,017
Key members of management	Key members of management	Receivables from sale of villas	2,533,193,598	-
Other related parties	Other related parties	Services fee receivables	-	6,767,914,218
			11,319,259,495	**76,717,175,845**
Advances to suppliers				
Truong Thanh Furniture Corporation	Associate (from 30 November 2016)	Advance for wood supply	17,538,001,271	-
Other related parties	Other related parties	Other advances	1,213,992,000	-
			18,751,993,271	**-**
Short-term loan receivables (Note 8)				
Thang Long JSC	Associate (until 29 December 2016)	Short-term loans	-	55,204,181,818
Truong Thanh Furniture Corporation	Associate (from 30 November 2016)	Short-term loans	1,367,725,527,787	-
			1,367,725,527,787	**55,204,181,818**
Other receivables (Note 9)				
Kind Heart Foundation	Under common owners	Charity expense receivables	1,066,579,317	5,526,579,317
Truong Thanh Furniture Corporation	Associate (from 30 November 2016)	Interest receivables	8,284,768,374	-
Other related parties	Other related parties	Other receivables	-	5,432,460,002
			9,351,347,691	**10,959,039,319**
Short-term trade payables (Note 21.1)				
Foreign Trade JSC	Associate (until 23 December 2016)	Payables for construction materials	-	14,494,336,920
Other related parties	Other related parties	Payables for providing goods and rendering of services	5,218,835,859	-
			5,218,835,859	**14,494,336,920**
Advance from customers (Note 21.2)				
Kind Heart Foundation	Under common owners	Advances for hospital service	2,394,046,903	-
			2,394,046,903	**-**

37. TRANSACTIONS WITH RELATED PARTIES (continued)

Amounts due to and due from related parties as at 31 December 2016 were as follows: (continued)

Related parties	*Relationship*	*Transactions*	*Ending balance VND*	*Beginning balance VND*
Short-term accrued expenses (Note 23)				
Vien Dong Pearl LLC	Associate (until 20 June 2016)	Interest payables	-	5,025,300,000
Truong Thanh Furniture Corporation	Associate (from 30 November 2016)	Payables for construction materials	1,047,955,645	-
Kind Heart Foundation	Under common owners	Payables for committed charity expense	350,000,000,000	-
Other related parties	Other related parties	Other payables	-	1,451,350,924
			351,047,955,645	**6,476,650,924**
Unearned revenue (Note 24)				
Key members of management	Key members of management	Unearned revenue	81,871,768,284	-
			81,871,768,284	**-**
Other short-term payables (Note 25.1)				
Phu Quoc Tourism JSC	Associate (from 22 December 2016)	Payables for business co-operation contract	700,000,000,000	-
Key members of management	Key members of management	Deposits for purchasing villas at some projects	1,407,079,230	422,848,705,600
M.Y.M Fashion JSC	Associate (from 10 December 2015 to 3 August 2016)	Centralised cash flow management payables	-	18,178,161,051
		Payables for collection on behalf	-	86,238,674
Kind Heart Foundation	Under common owners	Other payables	4,005,807,992	-
Other related parties	Other related parties	Other payables	-	1,265,044,684
			705,412,887,222	**442,378,150,009**

37. TRANSACTIONS WITH RELATED PARTIES (continued)

Amounts due to and due from related parties as at 31 December 2016 were as follows (continued):

Related parties	*Relationship*	*Transactions*	*Ending balance* *VND*	*Beginning balance* *VND*
Short-term loans (Note 26.1)				
Vien Dong Pearl LLC	Associate (until 20 June 2016)	Short-term loans	-	424,700,000,000
			-	**424,700,000,000**

Details on loans due from related parties and related interest rates are as follows:

Related parties	*Relationship*	*Interest rate*	*Maturity date*	*Collaterals*	*Ending balance* *VND*
Short-term loan receivables (Note 8)					
Truong Thanh Furniture Corporation	Associate (from 30 November 2016)	10% per annum	June 2017	(i)	529,498,750,007
		10% per annum	July 2017	(i)	502,837,777,780
		7% per annum	From February 2017 to June 2017	None	335,389,000,000
					1,367,725,527,787

(i) These loans are secured by shares of some subsidiaries held by Truong Thanh Furniture Corporation and other properties.

Remuneration to members of the Board of Directors and the management of the Company:

Currency: VND

	Current year	*Previous year*
Salaries and bonus	19,866,740,632	24,709,478,446
TOTAL	**19,866,740,632**	**24,709,478,446**

38. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing net profit/(loss) after tax for the year attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit/(loss) after tax attributable to ordinary shareholders of the Group (after adjusting for dividend on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and share data used in the basic and diluted earnings per share computations:

Currency: VND

	Current year	*Previous year (Restated)*
Net profit after tax attributable to ordinary shareholders	2,439,510,861,997	1,215,774,826,080
Net profit attributable to ordinary shareholders adjusted for the effect of dilution	**2,439,510,861,997**	**1,215,774,826,080**
Weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share	2,070,880,886	1,602,759,048
Effect of bonus issues in June 2016	-	176,303,495
Effect of bonus issues in August 2016	-	400,289,072
Weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share	**2,070,880,886**	**2,179,351,615**
Basic earnings per share	**1,178**	**558**
Diluted earnings per share	**1,178**	**558**

Preference shares and convertible loans issued by Vincom Retail JSC, a subsidiary, could potentially dilute basic earnings per share in the future, but they were not included in the calculation of diluted earnings per share because they are anti-dilutive for the years presented.

39. COMMITMENTS AND CONTINGENCIES

Capital expenditure commitments relating to on-going real estate projects

The Group has entered into a number of contracts relating to the development of certain real estate projects. The remaining commitment on these contracts amounted to approximately VND33,680 billion as at 31 December 2016, in which commitments related to land use right are VND836 billion.

Commitment under operating leases where the Group is a lessor

The Group, as lessor, lets out office, retail and mixed use spaces under operating lease agreements. The future minium rental receivables under the agreement as at 31 December 2016 are as follows:

Currency: VND

	Ending balance	*Beginning balance*
Less than 1 year	2,173,406,499,123	1,550,500,448,342
From 1 to 5 years	4,182,661,576,564	2,605,382,920,856
More than 5 years	3,328,399,202,222	1,770,642,136,912
TOTAL	**9,684,467,277,909**	**5,926,525,506,110**

Under the business co-operation contract signed in February 2012 between certain subsidiaries of the Group and Thien Huong Investment JSC ("Thien Huong JSC") regarding the school operation in Vinhomes Riverside and Vinhomes Royal City projects, the Group is entitled to the share of Thien Huong JSC's revenue, which is equal to 15% of revenue and can be adjusted according to the business co-operation contract. The duration of the co-operation contract is from February 2012 to the end of August 2043.

Commitment under operating leases where the Group is a lessee

The Group, as lessee, entered into certain operating lease agreements with the minimum lease commitments under these agreements as at 31 December 2016 as follows:

Currency: VND

	Ending balance	*Beginning balance*
Less than 1 year	513,275,413,859	385,904,000,252
From 1 to 5 years	1,629,402,985,098	1,315,048,177,986
More than 5 years	5,387,453,710,610	3,858,014,544,056
TOTAL	**7,530,132,109,567**	**5,558,966,722,294**

Under the co-operation contracts signed in May 2015 between An Phong JSC and a corporate counterparty regarding the co-operation in constructing and exploiting Maximark Go Vap and Maximark Bien Hoa Projects, this corporate counterparty will be entitled to the rental fee adjusted according to the co-operation contracts. Duration of the co-operation contracts is 35 years from the completion and finalization date of the projects; after that, two parties signed lease contract.

39. COMMITMENTS AND CONTINGENCIES (continued)

Other commitments

Commitments related to the real estate project at 233 and 223B Nguyen Trai, Thanh Xuan, Hanoi

In accordance with the co-operation agreement dated 20 April 2015 between Xavinco JSC and a corporate counterparty regarding the development of a real estate project, Xavinco JSC committed to provide financial support to the counterparty for carrying out its relocation with an amount of VND71 billion as well as to provide loan to this counterparty to make capital contribution into Xalivico JSC with an amount of VND130 billion. The remaining commitment of this agreement as at 31 December 2016 are VND130 billion.

Commitments under the contract to purchase shares of VEFAC JSC

According to the Share Transfer Contract for strategic investor signed between the Company and VEFAC One Member LLC dated 13 March 2015, the Company committed to raise 100% financing sources for the development of National Exhibition Center Project following the approved master plan. The Company also commits to complete phase 1 of National Exhibition Center Project within 3 years since receiving of the project site except for delays due to objective conditions.

Commitments under Construction contract of Phu Quoc International Passenger Port, Kien Giang province, under BOT mode

According to Decision of Kien Giang People Committee dated 3 April 2015 on approval of appointing investor for Phu Quoc International Passenger Port project, Phu Quoc Tourism JSC was appointed to be the investor under BOT contract. The total suggested BOT capital assigned to the investor is VND493 billion. After the project is completed, the investor will be entitled to operate, manage, and transfer the project in the expected period of 30 years.

Commitments related to business cooperation and leasing contracts of An Phong JSC

Under the business co-operation contract and the lease contracts of a number of commercial centers between An Phong JSC and corporate counterparties in Ho Chi Minh City and Dong Nai, An Phong JSC commits to transfer back the construction and fixed equipment attached to the existing structure to the lessors or the counterparties without any additional conditions at the end of the contract duration.

Commitment to transfer a certain part of Vincom Ba Trieu Tower A&B

On 31 July 2006, the Company had transferred certain parts of the Vincom City Towers to a corporate counterparty. According to the Transfer Agreement, the Group has committed to transfer the ownership of the following investment properties to this corporate counterparty on 20 July 2052:

- The ownership of half of the commercial area (from 1st floor to 6th floor of Vincom City Towers (the "towers"), except for the reception and elevator waiting area of 160m2 on the 1st floor); and
- The ownership of 31% of the basement 1 and basement 2 of the towers.

39. COMMITMENTS AND CONTINGENCIES (continued)

Other commitments (continued)

Commitment under interest support agreements to buyers of apartments, villas at the Group's projects

According to three-party (3) interest support agreements among the investors, buyers of the inventory properties of the Group's projects and certain banks, the investors commit to support the buyers in getting loans to finance for a part of the selling price and to settle the interest in committed period.

In addition, Royal City JSC has entered into three-party (3) agreements with the buyers of the apartments at Vinhomes Royal City project and certain banks who provide loans to these customers for buying apartment from Royal City JSC. Under this agreement, there are some key terms as follows:

(i) The banks will provide loans to the buyers to finance for the purchase apartment at Royal City project; and

(ii) In case the buyers breach the terms and conditions of the loan agreements signed with the banks, the bank can require Royal City JSC to buy back the apartment units at a price of at least 80% of the downpayments received by Royal City JSC from the buyers under the apartment sale agreement.

Commitments related to program of management services and villas rental

Vinpearl Phu Quoc LLC, Vinpearl Nha Trang LLC, and Vinpearl Danang LLC have provided management and leasing services to customers who bought villas from these entities. Accordingly, for the first 10 years from the date of villas being handed over, customers are guaranteed by these entities to receive a higher amount between:

(i) 8% per annum to 10% per annum on the total price of the villa sale contract; and

(ii) 85% on the annual net leasing income from the sublease of the villa to third parties.

Commitments for the additional shares transfer of an existing subsidiary from individual counterparties

According to shares transfer contract dated 6 December 2016 between the Company and individual counterparties, the Company commits to acquire 98,250,000 shares, equivalent to 15% of share capital in an existing subsidiary. The value of this contract is VND2,701.9 billion. As at 31 December 2016, the Company has deposited an amount of VND2,500 billion to these individual counterparties for acquiring the shares.

40. SEGMENT INFORMATION

For the management purpose, the operating businesses are organised and managed separately according to the nature of the products and services provided, and consist of business segments as follows:

Sales of inventory properties: including developing and trading apartments and villas at real estate projects of the Group as well as other investment activities in real estate sector;

Leasing investment properties and related services: including leasing of office and retail areas and rendering related services at investment properties owned by the Group;

Hospitality, entertainment and related services: including provision of hotel and related services at the hotels and resorts owned by the Group;

Health care and related services: including provision of health care and related services at Vinmec International General Hospitals;

Education and related services: including provision of education and related services at Vinschool system and Vinacademy of the Group;

Retail services: including provision of retailing and supermarket, convenience stores; fashion showrooms; and

Others: including provision of management, construction services, security, agriculture, trading wooden goods and other services.

40. SEGMENT INFORMATION (continued)

The following tables present revenue and profit and certain assets and liability information regarding the Group's business segment as at 31 December 2016 and for the year then ended:

Currency: VND

	Sale of inventory properties	*Leasing investment properties and related services*	*Hospitality, entertainment and other services*	*Health care and related services*	*Education and related services*	*Retail services*	*Others*	*Adjustment and elimination*	*Total*
Net revenue									
Net sale to external customers	37,295,758,090,569	3,321,913,007,632	4,256,597,378,984	1,092,565,847,858	712,567,649,695	9,247,730,309,731	1,687,211,381,425	-	57,614,343,665,894
Net inter-segment sales (1)	-	901,439,299,855	426,286,861,150	19,522,698,400	5,243,000,000	6,450,072,536,958	8,113,801,056,318	(15,916,365,452,681)	-
Net total revenue	37,295,758,090,569	4,223,352,307,487	4,682,884,240,134	1,112,088,546,258	717,810,649,695	15,697,802,846,689	9,801,012,437,743	(15,916,365,452,681)	57,614,343,665,894
Results									
Depreciation and amortisation	897,218,500,471	635,630,276,769	644,046,977,703	255,036,932,501	16,240,740,687	759,827,039,410	134,835,553,982	-	3,342,836,031,423
Share in profit/(loss) of associates	33,852,809,888	-	809,055,877	-	-	(11,599,836,920)	(3,238,440,105)	-	19,823,588,740
Segment profit/(loss) (2)	9,244,759,500,607	1,778,967,661,151	(1,213,478,245,682)	(336,058,880,998)	86,363,582,864	(3,132,380,131,984)	1,968,039,420,197	(2,603,455,939,777)	5,792,758,966,378
Assests									
Investment in associates	-	-	572,402,043,444	-	-	47,654,104,725	1,108,753,102,823	-	1,728,809,250,992
Capital expenditure	9,459,436,474,780	10,490,410,026,319	2,588,774,665,668	1,317,754,651,568	7,937,460,151	1,303,484,639,265	1,257,298,336,245	-	26,425,096,253,996
Total assests (3)	96,972,199,224,819	34,999,272,075,263	17,710,593,265,940	4,049,820,830,101	473,858,284,579	11,954,387,982,050	3,801,190,544,771	10,489,527,466,271	180,450,849,693,794
Total liabilities (4)	70,102,442,562,452	1,515,057,108,910	9,423,202,768,687	371,318,300,784	438,722,898,217	2,800,853,242,765	1,458,757,307,076	49,074,109,600,340	135,184,454,789,211

40. SEGMENT INFORMATION (continued)

1. Net inter-segment sales are eliminated in consolidation.

2. Segment profit does not include:

	Currency: VND
Finance income	5,861,566,630,724
Finance expenses	(5,389,034,072,187)
Other income	686,479,678,357
Other expenses	(616,871,762,087)
Reversal of provision for loan principal and interests receivables	64,060,421,393
Total	**606,190,896,200**
Eliminate:	
Inter-segment income	(3,209,646,835,977)
	(2,603,455,939,777)

3. Segment assets do not include the following items because these assets are managed on a group basis:

	Currency: VND
Short-term investments	494,156,904,807
Receivables from disposal of investments	367,694,692,439
Short-term loan receivables	3,224,258,638,813
Interest income from bank deposits, deposits and loans to others	1,042,244,561,460
Dividend receivables	36,115,522,222
Provision for doubtful loan receivables	(34,849,342,992)
Provision for doubtful loan interest receivables	(3,203,880,000)
Prepaid interest expenses	45,141,308,506
Prepaid corporate income tax	498,649,303,769
Value-added tax deductible	972,722,775,130
Tax and other receivables from the State	111,457,535,408
Long-term loan receivables	58,989,915,115
Long-term investments	3,347,544,752,659
Deferred tax assets	328,604,798,935
Total	**10,489,527,486,271**

4. Segment liabilities do not include the following items because these liabilities are managed on a group basis:

	Currency: VND
Statutory obligations	7,366,546,933,741
Accrued interest expenses	1,205,242,481,968
Dividend payables	385,018,955,101
Short-term loans and debts	5,590,652,159,634
Long-term loans and debts	34,168,826,603,603
Deferred tax liabilities	357,813,466,293
Total	**49,074,100,600,340**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
as at 31 December 2016 and for the year then ended

40. SEGMENT INFORMATION (continued)

The following tables present revenue, profit and certain assets and liability information regarding the Group's business segment as at 31 December 2015 and for the year then ended:

Currency: VND
(Restated)

	Sale of inventory property	*Leasing investment properties and related services*	*Hospitality, entertainment and other services*	*Health care and related services*	*Education and related services*	*Retail services*	*Others*	*Adjustment and elimination*	*Total*
Net revenue									
Net sales to external customers	21,179,148,427,947	2,655,125,765,258	2,847,874,120,784	770,605,761,951	514,231,160,146	4,305,993,748,453	1,774,987,328,583	-	34,047,966,313,102
Net inter-segment sales (1)	-	850,111,255,083	464,069,508,360	15,633,050,742	46,894,633,522	2,208,951,791,935	7,471,388,184,883	(11,057,048,424,525)	-
Net total revenue	21,179,148,427,947	3,505,237,020,341	3,311,943,629,124	786,238,812,693	561,125,793,668	6,514,945,540,388	9,246,375,513,466	(11,057,048,424,525)	34,047,966,313,102
Results									
Depreciation and amortisation	784,467,555,749	458,719,574,567	481,840,848,659	148,113,189,361	25,101,485,382	432,239,049,832	8,873,523,892	-	2,339,355,227,442
Share in profit/(loss) of associates	45,414,860,194	-	1,391,478,544	-	-	(7,578,584,538)	-	-	39,227,754,200
Segment profit/(loss) (2)	6,207,559,342,399	1,368,494,771,966	(140,509,261,243)	(90,643,874,579)	87,822,714,692	(1,610,549,072,792)	858,459,408,663	(3,828,533,063,705)	2,852,100,965,401
Assets									
Investments in associates	6,496,609,209,864	-	89,924,078,544	-	-	129,004,873,638	-	-	6,715,538,162,046
Capital expenditure	6,862,452,727,850	4,306,792,777,837	5,762,322,502,878	1,823,225,828,637	112,475,058,169	2,289,101,339,504	8,579,822,904	-	21,164,950,057,779
Total assets (3)	63,301,518,998,400	26,588,625,080,026	15,347,614,777,138	2,834,470,320,509	327,527,272,723	9,692,251,119,124	2,294,172,597,770	26,168,177,386,285	145,554,357,551,975
Total liabilities (4)	45,399,273,836,670	8,928,198,405,394	8,575,497,722,022	217,894,879,960	494,178,720,546	1,075,423,483,717	3,299,887,212,371	39,979,078,395,502	107,969,432,655,182

40. SEGMENT INFORMATION (continued)

1. Net inter-segment sales are eliminated in consolidated financial statements.

2. Segment profit does not include:

	Currency: VND
Finance income	1,931,520,080,322
Finance expenses	(3,282,074,915,976)
Other income	283,039,374,788
Other expenses	(948,045,248,993)
Provision for doubtful loan receivables and loan interest receivables	(32,697,507,652)
Total	**(2,048,258,217,511)**
Eliminate:	
Inter-segment income	(1,780,274,846,194)
	(3,828,533,063,705)

3. Segment assets do not include the following items because these assets are managed on a group basis:

	Currency: VND
Short-term investments	11,142,979,590,895
Receivables from disposal of investments	93,448,998,244
Short-term loan receivables	1,763,123,912,802
Interest income from bank deposit, deposits and loans to others	890,625,661,389
Dividend receivables	36,115,522,222
Provision for doubtful loan receivables	(67,064,381,376)
Provision for doubtful loan interest receivables	(34,385,705,464)
Prepaid interest expenses	23,446,929,828
Prepaid corporate income tax	207,807,092,577
Value-added tax deductible	660,027,543,114
Tax and other receivables from the State	23,050,885,079
Dividend advance for preference shareholders	598,725,944,622
Long-term loan receivables	62,559,839,165
Long-term investments	9,597,557,595,727
Deferred tax assets	170,157,957,461
Total	**25,168,177,386,285**

4. Segment liabilities do not include the following items because these liabilities are managed on a group basis:

	Currency: VND
Statutory obligations	1,678,401,228,369
Accrued interest expenses	830,480,551,017
Dividend payables	66,146,583,977
Short-term loans and debts	1,424,617,794,094
Long-term loans and debts	33,122,684,524,987
Convertible bonds	2,382,401,760,582
Deferred tax liabilities	474,345,952,476
Total	**39,979,078,395,502**

40. SEGMENT INFORMATION (continued)

The Group monitors operating results separately for each business segment for the purpose of making resources allocation decision and operating result assessment. The result of each segment will be assessed based on profit/loss and determined consistently with profit/loss of the Group in the consolidated financial statements. However, financial activities of the Group (including finance income and finance expenses) are managed centrally and not allocated for each business segment.

Transfer prices applied between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, segment expenses and segment results include transfers between business segments. Those transfers are eliminated in the preparation of the consolidated financial statements.

41. NOTES TO CASH FLOW MOVEMENT

Currency: VND

	Current year	*Previous year*
Significant non-cash transactions that will have impact on the cash flow statement in the future:		
Increasing owner's equity from conversion of bonds (Note 29.1)	2,202,521,952,538	1,083,198,350,930
Stock dividend declared (Note 29.1)	2,133,799,410,000	3,763,639,260,000
Increasing owner's equity from bonus shares (Note 29.1)	4,844,731,620,000	-
Offset obligations between operating activities and investing activities	263,140,083,992	-
Offset obligations between financing activities and investing activities	130,937,638,643	-
Code 02. Depreciation of fixed assets and investment properties and amortisation of intangible assets (including amortisation of goodwill)		
Depreciation and amortisation	2,281,457,070,129	1,522,991,052,048
Goodwill amortisation (Note 20)	1,074,350,144,630	816,364,175,395
Gains from bargain purchase	-	(123,824,134,645)
Total	**3,355,807,214,759**	**2,215,531,092,798**
Code 05. Profits from investing activities		
Loss on disposal of fixed assets (Note 34)	213,114,146,077	36,847,457,860
Gain on disposal of investments in other entities	(4,050,617,815,969)	(246,175,742,586)
Share of profit of associates (Note 19.1.1)	(19,823,588,740)	(39,227,754,200)
Interest and dividend income (Note 30.3)	(1,208,877,911,369)	(1,645,899,541,473)
Total	**(5,066,205,170,001)**	**(1,894,455,580,399)**

41. NOTES TO CASH FLOW MOVEMENT (continued)

Currency: VND

	Current year	*Previous year*
Code 23. Loans to other entities and payments for purchase of debt instruments of other entities		
Disbursement of loans	(3,128,785,916,909)	(6,777,600,000,000)
Term deposits	(303,301,551,618)	(12,103,288,911,471)
Total	**(3,432,087,468,527)**	**(18,880,888,911,471)**
Code 24. Collection from borrowers and proceeds from sale of debt instruments of other entities		
Collection of loans	12,257,780,740,761	2,669,609,550,761
Collection of term deposits	10,623,112,464,035	6,171,224,825,237
Total	**22,880,893,204,796**	**8,840,834,375,998**
Code 25. Payments for investments in other entities		
Acquisition of subsidiaries (after deducting cash balance of subsidiaries at acquisition date)	(1,691,523,942,666)	(12,939,136,407,998)
Acquisition of additional shares in existing subsidiaries	-	(523,718,706,200)
Deposit to acquire subsidiaries	(7,664,761,129,950)	(3,621,128,422,500)
Payments for investments in other entities	(13,034,330,192,800)	(3,077,484,315,345)
Advance for business co-operation contracts	(68,729,803,430)	(23,954,604,785)
Total	**(22,459,345,068,846)**	**(20,185,422,456,828)**
Code 26. Proceeds from sales of investments in other entities		
Proceeds from disposal of subsidiaries, after deducting cash disposed	11,207,105,907,932	1,960,679,834,204
Proceeds from disposals of equity investments in other entities	1,951,923,727,844	1,186,277,993,558
Collection of deposits to acquire shares	801,817,800,000	-
Proceeds from deposit for transfer of equity investment	-	648,000,000,000
proceeds from transferring right to develop a project	450,000,000,000	-
Collection of deposit in real estate investment projects	896,119,007,571	655,302,896,515
Total	**15,306,966,443,347**	**4,450,260,724,277**
Code 31. Capital contribution and issuance of shares		
Capital contributions from non-controlling shareholders	1,310,346,390,000	7,544,319,623,168
Total	**1,310,346,390,000**	**7,544,319,623,168**
Code 36. Dividends, profit paid to equity holders		
Dividend, profits paid to non-controlling shareholders	(1,339,903,941,515)	(974,185,674,300)
Total	**(1,339,903,941,515)**	**(974,185,674,300)**

42. RESTATEMENT OF CORRESPONDING FIRGURES

Restatements to certain corresponding figures on consolidated financial statements due to finalisations of provisional accounting applied in business combination transactions in previous year and other restatements are as follows:

Currency: VND

Code	Items		31 December 15 (Previously presented)	Restatement	31 December 15 (Restated)
	CONSOLIDATED BALANCE SHEET				
131	Short-term trade receivables	(3)	2,438,800,372,894	93,448,998,244	2,532,249,371,138
136	Other short-term receivables	(3)	3,165,754,530,947	(93,448,998,244)	3,072,305,532,703
227	Intangible fixed assets	(1)	649,061,296,920	73,743,556,103	722,804,853,023
228	Cost	(1)	789,293,394,723	75,942,351,284	865,235,746,007
229	Accumulated amortisation	(1)	(140,232,097,803)	(2,198,795,181)	(142,430,892,984)
269	Goodwill	(1),(2)	8,628,752,138,992	(14,058,582,347)	8,614,693,556,645
311	Short-term trade payables	(2),(4)	4,578,748,195,301	1,134,024,441,363	5,712,772,636,664
319	Other short-term payables	(4)	28,554,146,031,679	(1,082,421,151,363)	27,471,724,880,316
421	Undistributed earnings	(1)	1,601,415,502,116	(30,225,052,675)	1,571,190,449,441
429	Non-controlling interest	(1),(2)	14,441,898,336,167	38,306,736,431	14,480,205,072,598

(1) Finalisation of provisional accounting for acquisition of Vinatextmart LLC as presented in Note 4.5.

(2) Finalisation of provisional accounting for acquisition of An Phong JSC as presented in Note 4.5.

(3) Reclassification of receivables from disposal of investments (VND93,448,998,244) from short-term receivables to trade receivables.

(4) Reclassification of payables for purchasing shares (VND1,082,421,151,363) from other short-term payables to trade payables.

43. EVENTS AFTER THE BALANCE SHEET DATE

Except for the events after the balance sheet date as presented in other notes of the consolidated financial statements, the Group also has following events after the balance sheet date:

In December 2016, according to the Decree No.04/2016/NQ-DHDCD-VINPEARL JSC, General Shareholders of Vinpearl JSC, a subsidiary, approved the mergers between the following companies: Vinpearl Da Nang LLC, Vinpearl Hoi An LLC, Vinpearl Nha Trang LLC, Vinpearl Bai Dai LLC, Vinpearl Quy Nhon JSC, Vinpearl Ha Long LLC, Vinpearl Can Tho LLC and FPI LLC. The mergers are carried on 3 January 2017.

In February 2017, Ecology JSC, a subsidiary, received a deposit from a corporate counterparty with an amount of VND680 billion under a deposit agreement which is signed on 20 February 2017 to transfer entire shares of an existing associate of the Group.

In February 2017, the Company established Phuc Dong House Development JSC with total charter capital of VND300 billion, in which VND294 billion is contributed by the Company, equivalent to 98% of the charter capital. The principal activities of this subsidiary is to provide printing service and other supporting services relating to transportation and short-stay accommodation services. This Company's head office is located in Dong Ngac ward, Bac Tu Liem district, Hanoi, Vietnam.

In March 2017, Tan Lien Phat JSC, a subsidiary, received a deposit from a corporate counterparty with an amount of VND98 billion under a Frame Agreement which is signed on 6 March 2017 to transfer entire shares of an existing associate of the Group.

There is no other matter or circumstance that has arisen since the balance sheet date that requires adjustment or disclosure in the consolidated financial statements of the Group.

Ngo Nguyet Hang Preparer	Nguyen Thi Thu Hien Chief Accountant	Duong Thi Mai Hoa Chief Executive Officer

25 March 2017

APPENDIX 1 – THE GROUP STRUCTURE AS AT 31 DECEMBER 2016

No.	Full name	Short name	Voting right (%)	Equity interest (%)	Registered office's address	Principal activities
1	Vincom Retail JSC	Vincom Retail JSC	100.00	99.28	Vinhomes Riverside (1)	Investing, developing and trading real estate properties
2	South Vincom Retail LLC	South Vincom Retail LLC	100.00	99.28	No.72, Le Thanh Ton street and No. 45A Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city	Leasing real estate properties
3	North Vincom Retail LLC	North Vincom Retail LLC	100.00	99.28	No.72A, Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Leasing real estate properties
4	Suoi Hoa Urban Development and Investment JSC	Suoi Hoa JSC	97.83	97.12	Km1 + 200, Tran Hung Dao street, Suoi Hoa ward, Bac Ninh city, Bac Ninh province	Investing, developing and trading real estate properties
5	An Phong Investment JSC	An Phong JSC	100.00	99.28	No.3, road 3/2, No.11 ward, district 10, Ho Chi Minh city	Leasing real estate properties
6	Times Trading Investment and Development One Member LLC	Times Trading LLC	100.00	100.00	No.72, Le Thanh Ton street and No.45A Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
7	Vinhomes 1 Real Estate Trading LLC	Vinhomes 1 LLC	100.00	100.00	Vinhomes Riverside (1)	Trading real estate properties
8	Vinhomes 2 Real Estate Trading LLC	Vinhomes 2 LLC	100.00	99.93	Vinhomes Riverside (1)	Trading real estate properties
9	Vincom 1 Construction Management LLC	Vincom 1 Construction LLC	100.00	100.00	Vinhomes Riverside (1)	Residential and civil constructions Architecture activities and technical consultancy
10	Vincom 3 Construction Management LLC	Vincom 3 Construction LLC	100.00	99.93	Vinhomes Riverside (1)	Residential and civil constructions Architecture activities and technical consultancy

APPENDIX 1 – THE GROUP STRUCTURE AS AT 31 DECEMBER 2016 (continued)

No.	Full name	Short name	Voting right (%)	Equity interest (%)	Registered office's address	Principal activities
11	Vincom 6 Construction Management LLC	Vincom 6 Construction LLC	100.00	99.93	Vinhomes Riverside (1)	Architecture activities and technical consultancy
12	Royal City Real Estate Development & Investment JSC	Royal City JSC	97.85	97.85	No.72A, Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Investing, developing and trading real estate properties
13	Hanoi Southern City Development JSC	Hanoi Southern JSC	98.90	98.90	No.458 Minh Khai street, Vinh Tuy ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
14	Saidong Urban Development and Investment JSC	Sai Dong JSC	94.00	94.00	Vinhomes Riverside (1)	Investing, developing and trading real estate properties
15	Xavinco Land JSC	Xavinco JSC	96.44	96.42	No.191, Ba Trieu street, Le Dai Hanh ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
16	Tan Lien Phat Construction Investment Corporation JSC	Tan Lien Phat JSC	80.00	79.77	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
17	Xalivico LLC	Xalivico LLC	74.00	71.35	233 Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Investing, developing and trading real estate properties
18	Vietnam Exhibition Fair Center JSC	VEFAC JSC	83.32	83.32	No.148 Giang Vo street, Giang Vo ward, Ba Dinh district, Hanoi	Investing, developing and trading real estate properties
19	Southern Star Urban Development and Trading Investment JSC	Southern Star JSC	100.00	99.99	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
20	Hoa Mai Trading Commercial Services LLC	Hoa Mai LLC	74.00	74.00	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
21	Metri Sport and Entertainment Development JSC	Metri JSC	99.00	99.93	No.7 Thang Long avenue, MeTri ward, Nam Tu Liem district, Hanoi	Investing, developing and trading real estate properties

APPENDIX 1 – THE GROUP STRUCTURE AS AT 31 DECEMBER 2016 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
22	Metropolis Hanoi LLC	Metropolis Hanoi LLC	100.00	50.07	HH land area, Pham Hung street, Nam Tu Lien district, Hanoi	Investing, developing and trading real estate properties
23	Viet Nam Books JSC	Savina JSC	65.33	65.33	No.44, Trang Tien street, Hoan Kiem district, Hanoi	Trading books and related items and lease offices
24	Royal City Development & Investment LLC	Royal City LLC	100.00	100.00	Vinhomes Riverside [(1)]	Investing, developing and trading real estate properties
25	Can Gio Tourist City Corporation	Can Gio JSC	97.15	77.49	No.72 Le Thanh Ton, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
26	Hai Linh Energy JSC	Hai Linh JSC	100.00	99.79	Nguyen Binh Khiem street, Dong Hai 2 ward, Hai An district, Hai Phong	Investing, developing and trading real estate properties
27	Thanh Pho Ho Chi Minh Investment Service Trading JSC	Vicentra JSC	63.15	63.15	No.72 Le Thanh Ton, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
28	Central Park Development LLC	Central Park LLC	100.00	94.00	Room 900, 9th floor, IPH Tower, 241 Xuan Thuy street, Dich Vong Hau ward, Cau Giay district, Hanoi	Investing, developing and trading real estate properties
29	Ecology Development and Investment JSC	Ecology JSC	100.00	98.67	No.191, Ba Trieu street, Le Dai Hanh ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
30	Gia Lam Urban Development and Investment LLC	Gia Lam LLC	85.00	83.87	Vinhomes Riverside [(1)]	Investing, developing and trading real estate properties
31	Phu Gia Property Trading LLC	Phu Gia LLC	98.00	96.70	No.63 Hang Ga street, Hang Bo ward, Hoan Kiem district, Hanoi	Investing, developing and trading real estate properties
32	Vietnam Investment and Consulting Investment JSC	Vietnam Investment JSC	50.00	49.33	No.191, Ba Trieu street, Le Dai Hanh ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties

APPENDIX 1 – THE GROUP STRUCTURE AS AT 31 DECEMBER 2016 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
33	Thang Long Real Estate Trading Investment JSC	Thang Long Real Estate JSC	63.00	63.00	No.13 Hai Ba Trung, Trang Tien ward, Hoan Kiem district, Hanoi	Investing, developing and trading real estate properties
34	Vinpearl JSC	Vinpearl JSC	100.00	90.50	Hon Tre island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
35	Vinpearl Trading Investment JSC	Vinpearl Trading Investment JSC	100.00	90.50	Vinhomes Riverside (1)	Investing, developing and trading real estate properties
36	Vinpearl Managerment LLC	Vinpearl Hotel Management LLC	100.00	90.50	Vinhomes Riverside (1)	Management consultancy, real estate brokerage, auction, tourism support and promotion, providing short-stay services
37	Vinpearl Nha Trang LLC	Vinpearl Nha Trang LLC	100.00	90.50	Hon Tre island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
38	Vinpearl Da Nang One Member LLC	Vinpearl Da Nang LLC	100.00	90.50	Truong Sa road, Hoa Hai ward, Ngu Hanh Son district, Da Nang city	Investing, developing and trading hospitality services
39	Vinpearl Hoi An One Member LLC	Vinpearl Hoi An LLC	100.00	90.50	Phuoc Hai block, Cua Dai ward, Hoi An city, Quang Nam province	Investing, developing and trading hospitality services
40	Vinpearl Quy Nhon JSC	Vinpearl Quy Nhon JSC	98.00	88.69	Vinpearl Quy Nhon tourism complex, Nhon Hoi economic zone, Hai Giang village, Nhon Hai commune, Quy Nhon city, Binh Dinh province	Ecotourism and other services
41	Future Property Invest LLC	FPI LLC	100.00	90.50	Truong Sa road, Hoa Hai ward, Ngu Hanh Son district, Da Nang city	Investing, developing and trading hospitality services

APPENDIX 1 – THE GROUP STRUCTURE AS AT 31 DECEMBER 2016 (continued)

No.	Full name	Short name	Voting right (%)	Equity interest (%)	Registered office's address	Principal activities
42	Tay Tang Long Real Estate LLC	Tay Tang Long LLC	90.00	84.93	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Investing, developing and trading real estate properties
43	Tay Ho View Hotel and Tourism LLC	Tay Ho View LLC	70.00	63.35	No.58 Tay Ho street, Quang An ward, Tay Ho district, Hanoi	Investing, developing and trading hospitality services
44	Vinpearl Bai Dai LLC	Vinpearl Bai Dai LLC	90.00	81.45	Hon Tre island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
45	Cam Ranh Investment LLC	Cam Ranh LLC	90.00	81.45	No.16 Mac Dinh Chi street, Phuoc Tien ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
46	Hon Mot Tourism JSC	Hon Mot JSC	83.63	75.69	Hon Tre island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading real estate properties
47	Hon Tre Investment and Development LLC	Hon Tre LLC	90.00	81.45	No.42/2 Dong Nai, Phuoc Hai ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
48	Vinpearl Ha Long LLC	Vinpearl Ha Long LLC	100.00	90.50	Reu Island, Bai Chay ward, Ha Long city, Quang Ninh province	Investing, developing and trading hospitality services
49	Vinpearl Can Tho LLC	Vinpearl Can Tho LLC	100.00	90.50	No.209, 30/4 street, Xuan Khanh ward, Ninh Kieu district, Can Tho city	Investing, developing and trading hospitality services
50	Vinpearlland JSC	Vinpearlland JSC	100.00	98.86	Hon Tre island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province	Amusement park and theme park entertainment services
51	BFF Commercial Trading Investment LLC	BFF LLC	86.96	86.94	No.72 Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Retails in department stores

APPENDIX 1 – THE GROUP STRUCTURE AS AT 31 DECEMBER 2016 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
52	Vincommerce General Commerce Services JSC	Vincommerce JSC	56.44	50.07	No.72, Le Thanh Ton street, Ben Nghe ward, district 1, Ho Chi Minh city	Retails in department stores
53	VinDS Trading and Services LLC	VinDS LLC	99.00	98.91	Vinhomes Riverside (1)	Retails in department stores
54	Vinmec International General Hospital JSC	Vinmec JSC	100.00	99.50	No.458, Minh Khai street, Vinh Tuy ward, Hai Ba Trung district, Hanoi	Health care, medical and related services
55	Vinschool One Member LLC	Vinschool LLC	100.00	100.00	Vinhomes Riverside (1)	Providing education services
56	VinAcademy Education and Training LLC	VinAcademy LLC	100.00	99.93	Vinhomes Riverside (1)	Providing education services
57	Vincom Security Service LLC	Vincom Security LLC	100.00	100.00	Vinhomes Riverside (1)	Security services
58	VinEco Agricultural Investment Development and Production LLC	VinEco LLC	100.00	99.67	Vinhomes Riverside (1)	Producing and trading agricultural products
59	VinEco - Tam Dao Agricultural Investment Development and production LLC	VinEco Tam Dao LLC	89.02	88.73	Co Quan commune, Gia Khanh town, Binh Xuyen district, Vinh Phuc province	Producing and trading agricultural products
60	Dongnai - VinEco Agriculture LLC	Dongnai – VinEco LLC	77.50	77.24	Km13, Highway 51, Long Khanh 3 hamlet, Tam Phuoc commune, Bien Hoa city, Dong Nai province	Producing and trading agricultural products
61	VINECO SAGRI Agriculture LLC	VINECO SAGRI LLC	64.00	63.79	No.38 Pham Van Coi, Pham Van Coi commune, Cu Chi district, Ho Chi Minh city	Producing and trading agricultural products
62	Van Phat Tourist and Seafood JSC	Van Phat JSC	90.00	89.70	Dung K'Si Hamlet, Da Chais commune, Lac Duong district, Lam Dong province	Wholesale of solid, liquid, gas and related products

(1) Full registered office address: No.7, Bang Lang 1 street, Vinhomes Riverside Eco-urban area, Viet Hung ward, Long Bien district, Hanoi.

Vingroup Joint Stock Company

Consolidated financial statements

31 December 2015

Vingroup Joint Stock Company

CONTENTS

Vingroup Joint Stock Company

GENERAL INFORMATION

THE COMPANY

Vingroup Joint Stock Company ("the Company") is a joint stock company established in Vietnam in accordance with the Business Registration Certificate No 0103001016 issued by the Hanoi Department of Planning and Investment on 3 May 2002 and the Business Registration Certificate No 0101245486 re-issued on 12 May 2010. The Company also subsequently received the 60th amended Business Registration Certificate dated 18 March 2016.

The Company's shares were officially listed on the Ho Chi Minh City Stock Exchange ("HOSE") from 19 September 2007 in pursuant to Decision No.106/QD-TTGDHCM issued by the Director of HOSE on 7 September 2007.

The current principal activities of the Company in this year are to invest in, construct and trade real estate properties; to carry out capital mobilization and investment activities; and to provide general administrative services.

The Company's head office is registered at No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi, Vietnam. Its branch is located at No. 72, Le Thanh Ton and No. 45A, Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city, Vietnam.

THE BOARD OF DIRECTORS

Members of Board of Directors during the year and at the date of this report are:

Mr. Pham Nhat Vuong	Chairman
Mr. Le Khac Hiep	Vice Chairman
Ms. Pham Thuy Hang	Vice Chairwoman
Ms. Pham Thu Huong	Vice Chairwoman
Ms. Nguyen Dieu Linh	Vice Chairwoman
Ms. Vu Tuyet Hang	Vice Chairwoman
Mr. Ling Chung Yee Roy	Member
Ms. Mai Huong Noi	Member
Mr. Marc Villiers Townsend	Member
Mr. Joseph Raymond Gagnon	Member

SUPERVISORY BOARD

Members of the Supervisory Board during the year and at the date of this report are:

Mr. Nguyen The Anh	Head of the Supervisory Board	
Ms. Dinh Ngoc Lan	Member	
Ms. Do Thi Hong Van	Member	
Ms. Nguyen Thi Van Trinh	Member	
Ms. Hoang Thuy Mai	Member	Resigned on 23 April 2015

MANAGEMENT

Members of the Management during the year and at the date of this report are:

Ms. Duong Thi Mai Hoa	Chief Executive Officer
Ms. Mai Huong Noi	Deputy Chief Executive Officer
Mr. Pham Van Khuong	Deputy Chief Executive Officer
Ms. Nguyen Dieu Linh	Deputy Chief Executive Officer
Mr. Dang Thanh Thuy	Deputy Chief Executive Officer
Ms. Vu Tuyet Hang	Deputy Chief Executive Officer
Ms. Nguyen Thi Diu	Deputy Chief Executive Officer

LEGAL REPRESENTATIVE

The legal representative of the Company during the year and at the date of this report is Ms. Duong Thi Mai Hoa.

AUDITOR

The auditor of the Company is Ernst & Young Vietnam Limited.

REPORT OF MANAGEMENT

The management of Vingroup Joint Stock Company ("the Company") is pleased to present its report and the consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2015.

MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the consolidated financial statements of each financial year which give a true and fair view of the consolidated financial position of the Group and of the consolidated results of its operations and its consolidated cash flows for the year. In preparing those consolidated financial statements, Management is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the consolidated financial statements; and
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue its business.

Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the consolidated financial position of the Group and to ensure that the accounting records comply with the applied accounting system. It is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirmed that it has complied with the above requirements in preparing the accompanying consolidated financial statements.

STATEMENT BY MANAGEMENT

Management does hereby state that, in its opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2015 and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of consolidated financial statements.

For and on behalf of Management

Duong Thi Mai Hoa
Chief Executive Officer

Hanoi, Vietnam

30 March 2016

Building a better working world

Ernst & Young Vietnam Limited
8th Floor, CornerStone Building
16 Phan Chu Trinh Street
Hoan Kiem District
Hanoi, S.R. of Vietnam

Tel : + 84 4 3831 5100
Fax: + 84 4 3831 5090
ey.com

Reference: 60729565/17685118-HN

INDEPENDENT AUDITORS' REPORT

To: The Shareholders of Vingroup Joint Stock Company

We have audited the accompanying consolidated financial statements of Vingroup Joint Stock Company ("the Company") and its subsidiaries (collectively referred to as the "Group") as prepared on 30 March 2016 and set out on pages 6 to 112, which comprise the consolidated balance sheet as at 31 December 2015, the consolidated income statement and consolidated cash flow statement for the year then ended and the notes thereto.

Management's responsibility

The Company's management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of consolidated financial statements, and for such internal control as the Company's management determines is necessary to enable the preparation and presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Group as at 31 December 2015, and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of consolidated financial statements.

Ernst & Young Vietnam Limited

Tran Phu Son	Nguyen Quoc Anh
Deputy General Director	Auditor
Audit Practising Registration Certificate	Audit Practising Registration Certificate
No. 0637-2013-004-1	No. 2584-2013-004-1

Hanoi, Vietnam

30 March 2016

CONSOLIDATED BALANCE SHEET
as at 31 December 2015

Currency: VND

Code	*ASSETS*	*Notes*	*Ending balance*	*Beginning balance (Reclassified)*
100	**A. CURRENT ASSETS**		**67,699,619,665,953**	**35,211,202,920,049**
110	***I. Cash and cash equivalents***	***5***	***6,938,465,104,490***	***7,607,513,719,673***
111	1. Cash		3,771,965,874,567	1,709,677,822,085
112	2. Cash equivalents		3,166,499,229,923	5,897,835,897,588
120	***II. Short-term investments***	***6***	***11,142,979,590,895***	***4,088,913,717,901***
121	1. Held-for-trading securities		32,369,112,000	105,781,413,500
122	2. Provision for held-for-trading securities		(14,958,000,000)	(31,336,416,600)
123	3. Held-to-maturity investments		11,125,568,478,895	4,014,468,721,001
130	***III. Current accounts receivable***		***13,848,128,025,192***	***5,028,809,010,579***
131	1. Short-term trade receivables	7.1	2,438,800,372,894	833,001,466,347
132	2. Short-term advances to suppliers	7.2	6,695,026,549,290	1,459,215,551,015
135	3. Short-term loan receivables	8	1,763,123,912,802	2,125,166,122,168
136	4. Other short-term receivables	9	3,165,754,530,947	712,150,024,751
137	5. Provision for doubtful short-term receivables	7.1, 8, 9	(214,577,340,741)	(100,724,153,702)
140	***IV. Inventories***	***11***	***28,027,417,689,166***	***16,314,883,755,059***
141	1. Inventories		28,085,895,835,621	16,321,938,925,683
149	2. Provision for obsolete inventories		(58,478,146,455)	(7,055,170,624)
150	***V. Other current assets***		***7,742,629,256,210***	***2,171,082,716,837***
151	1. Short-term prepaid expenses	12	1,548,029,401,201	333,307,150,026
152	2. Value-added tax deductible	22	660,027,543,114	549,937,309,384
153	3. Tax and other receivables from the State	22	23,050,885,079	43,148,945,553
155	4. Other current assets	13	5,511,521,426,816	1,244,689,311,874

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2015

Currency: VND

Code	*ASSETS*	*Notes*	*Ending balance*	*Beginning balance (Reclassified)*
200	**B. NON-CURRENT ASSETS**		**77,795,052,912,266**	**54,858,563,585,414**
210	***I. Long-term receivables***		***254,324,078,479***	***1,040,134,586,490***
215	1. Long-term loan receivables	8	62,559,839,165	939,532,495,238
216	2. Other long-term receivables	9	191,764,239,314	100,602,091,252
220	***II. Fixed assets***		***19,763,407,382,671***	***10,985,930,243,582***
221	1. Tangible fixed assets	14	19,114,346,085,751	10,526,340,741,649
222	Cost		22,037,695,324,834	12,125,926,443,789
223	Accumulated depreciation		(2,923,349,239,083)	(1,599,585,702,140)
227	2. Intangible assets	15	649,061,296,920	459,589,501,933
228	Cost		789,293,394,723	570,640,927,890
229	Accumulated amortisation		(140,232,097,803)	(111,051,425,957)
230	***III. Investment properties***	***16***	***16,827,664,243,533***	***15,399,141,224,526***
231	1. Cost		18,192,494,564,257	16,337,225,559,687
232	2. Accumulated depreciation		(1,364,830,320,724)	(938,084,335,161)
240	***IV. Long-term assets in progress***		***18,115,293,364,854***	***11,409,488,269,731***
242	1. Construction in progress	18	18,115,293,364,854	11,409,488,269,731
250	***V. Long-term investments***		***9,597,557,595,727***	***4,009,611,846,975***
252	1. Investments in associates, jointly controlled entities	19.1	6,715,538,162,046	1,030,494,731,370
253	2. Investments in other entities	19.2	2,882,019,433,681	1,815,581,443,945
254	3. Provision for long-term investments		-	(3,000,000,000)
255	4. Held-to-maturity investments	19.2	-	1,166,535,671,660
260	***VI. Other long-term assets***		***13,236,806,247,002***	***12,014,257,414,110***
261	1. Long-term prepaid expenses	12	1,437,896,150,549	1,018,937,547,468
262	2. Deferred tax assets	36.3	170,157,957,461	56,584,412,185
268	3. Other long-term assets	13	3,000,000,000,000	4,800,000,000,000
269	4. Goodwill	20	8,628,752,138,992	6,138,735,454,457
270	**TOTAL ASSETS**		**145,494,672,578,219**	**90,069,766,505,463**

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2015

Currency: VND

Code	*RESOURCES*	*Notes*	*Ending balance*	*Beginning balance (Reclassified)*
300	C. LIABILITIES		107,917,829,365,182	62,607,077,829,686
310	***I. Current liabilities***		***64,848,780,981,695***	***24,581,674,916,554***
311	1. Short-term trade payables		4,578,748,195,301	1,588,034,984,490
312	2. Short-term advances from customers	21	20,221,096,466,017	6,581,278,862,139
	- *Down payment from customers for purchase of inventory properties*		*19,365,321,728,392*	*3,299,807,295,075*
	- *Advances from other customers*		*855,774,737,625*	*3,281,471,567,064*
313	3. Statutory obligations	22	1,678,401,228,369	1,037,104,329,754
314	4. Payables to employees		293,440,169,231	146,071,639,639
315	5. Short-term accrued expenses	23	6,920,895,138,980	3,496,546,329,891
	- *Accrual for bond and loan interests*		*830,480,551,017*	*1,412,328,936,912*
	- *Accrual for construction costs*		*3,833,550,276,538*	*1,254,563,464,393*
	- *Other accrued expenses*		*2,256,864,311,425*	*829,653,928,586*
318	6. Short-term unearned revenues	24	1,056,738,019,276	502,313,840,716
319	7. Short-term other payables	25.1	28,554,146,031,679	9,831,629,299,892
	- *Downpayment from customers under deposit, loan and other agreements*		*24,902,889,733,089*	*7,847,174,664,786*
	- *Other payables*		*3,651,256,298,590*	*1,984,454,635,106*
320	8. Short-term loan and finance lease obligations	26.1	1,424,617,794,094	1,299,068,123,531
321	9. Short-term provision	27	120,697,938,748	99,627,506,502
330	***II. Non-current liabilities***		***43,069,048,383,487***	***38,025,402,913,132***
336	1. Long-term unearned revenues	24	2,683,411,532,468	1,471,496,586,240
337	2. Other long-term liabilities	25.2	4,406,204,612,974	4,942,187,209,141
338	3. Long-term loans and finance lease obligations	26.2	33,122,684,524,987	28,101,065,447,242
339	4. Convertible bonds	28	2,382,401,760,582	3,342,284,090,914
341	5. Deferred tax liabilities	36.3	474,345,952,476	168,369,579,595

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2015

Currency: VND

Code	*RESOURCES*	*Notes*	*Ending balance*	*Beginning balance (reclassified)*
400	**D. OWNERS' EQUITY**		**37,576,843,213,037**	**27,462,688,675,777**
410	***I. Capital***	***29.1***	***37,576,843,213,037***	***27,462,688,675,777***
411	1. Share capital	29.1	18,681,880,870,000	14,545,550,980,000
411a	- Shares with voting rights		18,681,880,870,000	14,545,550,980,000
412	2. Share premium	29.1	5,798,727,464,308	4,582,534,150,067
415	3. Treasury shares	29.5	(2,974,924,074,484)	(2,974,924,074,484)
420	4. Other funds belonging to owners' equity	29.1	27,845,114,930	22,845,114,930
421	5. Undistributed earnings	29.1	1,601,415,502,116	4,220,035,125,587
421a	- Undistributed earnings of prior year		2,350,786,383,324	1,061,452,449,513
421b	- (Accumulated losses)/undistributed earnings of current year		(749,370,881,208)	3,158,582,676,074
429	6. Non-controlling interests	29.1	14,441,898,336,167	7,066,647,379,677
440	**TOTAL LIABILITIES AND OWNERS' EQUITY**		**145,494,672,578,219**	**90,069,766,505,463**

TẬP ĐOÀN VINGROUP - CÔNG TY CP

Ngo Nguyet Hang
Preparer

Nguyen Thi Thu Hien
Chief Accoutant

Duong Thi Mai Hoa
Chief Executive Officer

30 March 2016

CONSOLIDATED INCOME STATEMENT
for the year ended 31 December 2015

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year (Reclassified)*
01	1. Revenue from sale of goods and rendering of services	30.1	34,054,968,884,836	27,726,701,600,235
02	2. Deductions	30.1	(7,002,571,734)	(3,068,229,199)
10	3. Net revenue from sale of goods and rendering of services	30.1	34,047,966,313,102	27,723,633,371,036
11	4. Cost of goods sold and services rendered	31	(22,338,933,561,491)	(17,284,911,479,916)
20	5. Gross profit from sale of goods and rendering of services		11,709,032,751,611	10,438,721,891,120
21	6. Finance income	30.3	1,931,520,080,322	1,346,022,091,036
22	7. Finance expenses	32	(3,282,074,915,976)	(3,491,052,587,060)
23	*- In which: Interest expense*		*(2,402,860,475,537)*	*(2,711,269,664,974)*
24	8. Shares of profit/(loss) of associates, joint-ventures	19.1	39,227,754,200	(8,770,659,254)
25	9. Selling expenses	33	(2,957,825,676,439)	(739,332,476,177)
26	10. General and administrative expenses	33	(3,922,773,154,112)	(2,170,716,923,462)
30	11. Operating profit		3,517,106,839,606	5,374,871,336,203
31	12. Other income	34	283,039,374,788	241,964,963,890
32	13. Other expenses	34	(948,045,248,993)	(207,155,661,595)
40	14. Other (loss)/profit	34	(665,005,874,205)	34,809,302,295
50	15. Accounting profit before tax		2,852,100,965,401	5,409,680,638,498
51	16. Current corporate income tax expense	36	(1,424,642,826,631)	(1,653,273,503,894)
52	17. Deferred income tax income	36	74,017,304,681	19,638,606,879
60	18. Net profit after tax		1,501,475,443,451	3,776,045,741,483
61	19. Net profit after tax attributable to shareholders of the parent	29.1	1,215,774,826,080	3,158,582,676,074
62	20. Net profit after tax attributable to non-controlling interests	29.1	285,700,617,371	617,463,065,409

CONSOLIDATED INCOME STATEMENT (continued)
for the year ended 31 December 2015

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year* (reclassified)
70	**21. Basic earnings per share**	**38**	**636**	**1,895**
71	**22. Diluted earnings per share**	**38**	**636**	**1,895**

TẬP ĐOÀN VINGROUP - CÔNG TY CP
MSDN: 0101245486

Ngo Nguyet Hang Preparer	Nguyen Thi Thu Hien Chief Accountant	Duong Thi Mai Hoa Chief Executive Officer

30 March 2016

CONSOLIDATED CASH FLOW STATEMENT
for the year ended 31 December 2015

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year (reclassified)*
	I. CASH FLOWS FROM OPERATING ACTIVITIES			
01	**Profit before tax**		**2,852,100,965,401**	**5,409,680,638,498**
	Adjustments for:			
02	Depreciation and amortisation	41	2,215,531,092,798	1,582,956,786,204
03	Provisions		180,300,335,624	95,586,098,902
04	Foreign exchange losses arisen from revaluation of monetary accounts denominated in foreign currency	32	392,125,548,103	153,521,258,290
05	Profits from investing activities	41	(1,894,455,580,399)	(1,333,188,623,458)
06	Interest expense	32	2,721,940,288,870	2,916,411,635,062
08	**Operating profit before changes in working capital**		**6,467,542,650,397**	**8,824,967,793,498**
09	Increase in receivables		(4,510,794,740,749)	(236,771,046,585)
10	(Increase)/decrease in inventories		(7,424,030,776,827)	7,828,554,877,896
11	Increase/(decrease) in payables (other than interest, corporate income tax)		40,818,058,572,231	(435,168,123,808)
12	Increase in prepaid expenses		(1,756,985,859,776)	(979,838,213,859)
13	Decrease in held-for-trading securities		112,322,695,000	-
14	Interest paid		(4,381,857,928,346)	(3,191,276,794,957)
15	Corporate income tax paid		(1,421,314,104,431)	(1,910,568,513,664)
17	Other cash outflows from operating activities		-	(3,085,600,466)
20	**Net cash flows from operating activities**		**27,902,940,507,499**	**9,896,814,378,055**
	II. CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchase and construction of fixed assets and other long-term assets		(14,514,819,118,699)	(12,078,574,548,052)
22	Proceeds from disposals of fixed assets and other long-term assets		38,823,385,497	1,233,509,487,141
23	Loans to other entities and payments for purchase of debt instruments of other entities	41	(18,880,888,911,471)	(4,394,117,030,716)
24	Collections from borrowers and proceeds from sale of debt instruments of other entities	41	8,840,834,375,998	3,944,306,480,156
25	Payments for investments in other entities (net of cash held by entity being acquired)	41	(20,185,422,456,828)	(12,714,336,731,816)
26	Proceeds from sale of investments in other entities, (net of cash held by entity being disposed)	41	4,450,260,724,277	2,592,111,751,675
27	Interest and dividends received		1,152,731,210,286	1,017,729,795,067
30	**Net cash flows used in investing activities**		**(39,098,480,790,940)**	**(20,399,370,796,545)**

CONSOLIDATED CASH FLOW STATEMENT (continued)
for the year ended 31 December 2015

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year (reclassified)*
	III. CASH FLOWS FROM FINANCING ACTIVITIES			
31	Capital contribution and issuance of shares	41	7,544,319,623,168	4,359,528,098,609
33	Drawdown of borrowings		20,664,801,635,454	17,264,986,730,202
34	Repayment of borrowings		(16,711,194,036,085)	(8,682,400,989,542)
36	Dividends paid to equity holders	41	(974,185,674,300)	(2,366,476,025,105)
40	**Net cash flows from financing activities**		**10,523,741,548,237**	**10,575,637,814,164**
50	**Net (decrease)/ increase for the year**		**(671,798,735,204)**	**73,081,395,674**
60	**Cash and cash equivalents at the beginning of the year**	**5**	**7,607,513,719,673**	**7,534,048,703,295**
61	**Impact of exchange rate fluctuation**		**2,750,120,021**	**383,620,704**
70	**Cash and cash equivalents at the ending of the year**	**5**	**6,938,465,104,490**	**7,607,513,719,673**

Ngo Nguyet Hang
Preparer

Nguyen Thi Thu Hien
Chief accountant

Dương Thị Mai Hoa
Chief Executive Officer

30 March 2016

1. CORPORATE INFORMATION

Vingroup Joint Stock Company ("the Company") is a joint stock company established in Vietnam in accordance with the Business Registration Certificate No. 0103001016 issued by the Hanoi Department of Planning and Investment on 3 May 2002 and the Business Registration Certificate No. 0101245486 re-issued on 12 May 2010. The Company also subsequently received the 60th amended Business Registration Certificate dated 18 March 2016.

The Company's shares were officially listed on the Ho Chi Minh City Stock Exchange ("HOSE") from 19 September 2007 in pursuant to Decision No.106/QD-TTGDHCM issued by the Director of HOSE on 7 September 2007.

The current principal activities of the Company are to invest in, construct and trade real estate properties; to carry out capital mobilization and investment activities; and to provide general administrative services. Principal activities of subsidiaries in this year are presented in Appendix 1.

The Group's ordinary course of real estate trading business starts at the time of application for investment certificate, commencement of site clearance, construction and ends at the time of completion. Thus, the Group's odinary couse of real estate trading business is from 12 to 36 months.

The Group's odinary course of business cycle for other business activities is 12 months.

The Company's head office is registered at No. 7, Bang Lang 1 street, Vinhomes Riverside eco-urban Area, Viet Hung ward, Long Bien district, Hanoi, Vietnam. Its branch is located at No. 72, Le Thanh Ton and No. 45A, Ly Tu Trong street, Ben Nghe ward, district 1, Ho Chi Minh city, Vietnam.

The number of the Group's employees as at 31 December 2015 là: 482 (31 December 2014: 532).

As at 31 December 2015, the Company has 75 subsidiaries. The information on these subsidiaries, along with the Company's voting rights and equity interest in each subsidiary are detailed in the Appendix 1.

As at 31 December 2015, the Group also holds investments in a number of associates as disclosed in Note 19.1.

2. BASIS OF PREPARATION

2.1 Accounting standards and system

The consolidated financial statements of the Company and its subsidiaries (the "Group") expressed in Vietnam dong ("VND") are prepared in accordance with Vietnamese Enterprise Accounting System and Vietnamese Accounting Standard issued by the Ministry of Finance as per:

- Decision No. 149/2001/QD-BTC dated 31 December 2001 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 1);
- Decision No. 165/2002/QD-BTC dated 31 December 2002 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 2);
- Decision No. 234/2003/QD-BTC dated 30 December 2003 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 3);
- Decision No. 12/2005/QD-BTC dated 15 February 2005 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 4); and
- Decision No. 100/2005/QD-BTC dated 28 December 2005 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 5).

Accordingly, the accompanying consolidated financial statements, including their utilisation are not designed for those who are not informed about Vietnam's accounting principles, procedures and practices and furthermore are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries other than Vietnam.

For the purpose of preparing the consolidated balance sheet, the Group has also supplemented details of certain line items in the balance sheet, i.e. "Advances from customers" (Code 312), "Accrued expenses" (Code 315), and "Other short-term payables" (Code 319). The purpose of presenting these additional details in the consolidated balance sheet is to provide more relevant information to the users of these consolidated financial statements. These changes were approved by the Ministry of Finance in accordance with the Official Letter No. 5966/BTC/CDKT dated 4 May 2012 on supplementing details to the forms of the financial statements.

2.2 Applied accounting documentation system

The Company's applied accounting documentation system is the General Journal system.

2.3 Fiscal year

The Group's fiscal year applicable for the preparation of its consolidated financial statements starts on 1 January and ends on 31 December.

2.4 Accounting currency

The consolidated financial statements are prepared in VND which is also the Company's accounting currency.

2.5 Basic of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries for the year ended 31 December 2015.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continued to be consolidated until the date that such control ceases.

2. BASIS OF PREPARATION (continued)

2.5 *Basic of consolidation* (continued)

The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies.

All intra-company balances, income and expenses and unrealised gains or losses resulting from intra-company transactions are eliminated in full.

Non-controlling interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated income statement and within equity in the consolidated balance sheet, separately from parent shareholders' equity.

Impact of change in the ownership interest of a subsidiary, without a loss of control, is recorded in retained earnings.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 *Changes in accounting policies and disclosures*

The accounting policies adopted by the Group in preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014 except for the changes in the accounting policies in relation to the followings:

3.1.1 *Circular No. 200/2014/TT-BTC providing guidance on enterprise accounting system*

On 22 December 2014, the Ministry of Finance issued the Circular No. 200/2014/TT-BTC providing guidance on enterprise accounting system ("Circular 200") replacing Decision No. 15/2006/QD-BTC dated 20 March 2006 ("Decision 15") and Circular No. 244/2009/TT-BTC dated 31 December 2009 of the Ministry of Finance ("Circular 244"). Circular 200 is effective for the financial year beginning on or after 1 January 2015.

The effects of the change in accounting policies in accordance with Circular 200 to the Group are applied on a prospective basis as Circular 200 does not required for retrospective application. The Group also reclassifies certain corresponding figures of prior year following the presentation of the current year's consolidated financial statements in accordance with Circular 200 as disclosed in Note 42.

3.1.2 *Circular No. 202/2014/TT-BTC providing guidance on preparation and presentation of consolidated financial statements*

On 22 December 2014, the Ministry of Finance issued the Circular No. 200/2014/TT-BTC providing guidance on preparation and presentation of consolidated financial statements ("Circular 202") replacing section XIII of Circular No. 161/2007/TT-BTC dated 31 December 2007. Circular 202 is effective for the preparation and presentation of consolidated financial statements for the financial years beginning on or after 1 January 2015.

The effects of the change in accounting treatment in accordance with Circular 202 are applied on a prospective as this Circular does not require for restropective application.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash at banks and short-term, highly liquid investments with an original maturity of no longer than three months that are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value.

3.3 Inventories

Inventory property

Property acquired or being constructed for sale in the ordinary course of business or for long-term lease qualified for recognition of outright sales, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost incurred in bringing the inventories to their present location and condition, and net realisable value.

Cost includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for construction; and
- 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 less estimated 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 appropriate basis.

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 represents the estimated selling price in the ordinary course of business less the estimated costs to complete and the estimated costs necessary to make the sale.

The perpetual method is used to record the costs of other inventories, cost of other inventories is valued at the cost of purchase, on weighted average basis.

Provision for obsolete inventories

An inventory provision is created for the estimated loss arising due to the impairment of value (through diminution, damage, obsolescence, etc.) of raw materials, finished goods, and other inventories owned by the Group, based on appropriate evidence of impairment available at the consolidated balance sheet date. Increases and decreases to the provision balance are recorded into the cost of goods sold account in the consolidated income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Receivables

Receivables are presented in the consolidated financial statements at the carrying amounts due from customers and other debtors, after provision for doubtful debts.

The provision for doubtful debts represents amounts of outstanding receivables at the balance sheet date which are doubtful of being recovered. Increases and decreases to the provision balance are recorded as general and administrative expense in the consolidated income statement.

3.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

The cost of a tangible fixed asset comprises its purchase price and any directly attributable costs of bringing the tangible fixed asset to working condition for its intended use.

Expenditures for additions, improvements and renewals are added to the carrying amount of the assets and expenditures for maintenance and repairs are charged to the consolidated income statement as incurred.

When tangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the consolidated income statement

3.6 Leased assets

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset.

A lease is classified as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the asset to the lessee. All other leases are classified as operating leases.

Where the Group is the lessee

Assets held under finance leases are capitalised in the consolidated balance sheet at the inception of the lease at the fair value of the leased assets or, if lower, at the net present value of the minimum lease payments. The principal amount included in future lease payments under finance leases are recorded as a liability. The interest amounts included in lease payments are charged to the consolidated income statement over the lease term to achieve a constant rate on interest on the remaining balance of the finance lease liability.

Capitalised financial leased assets are depreciated on a straight-line basis over the shorter of the estimated useful lives of the assets and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Rentals under operating leases are charged to the consolidated income statement on a straight-line basis over the lease term.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 *Leased assets* (continued)

Where the Group is the lessor

The net investment under finance lease contracts is included as a receivable in the consolidated balance sheet. The interest amount of the leased payments are recognized in the consolidated income statement over the period of the lease contracts to achieve a constant rate of interest on the net investment outstanding.

Assets subject to operating leases are included as the Group's investment properties in the consolidated balance sheet. Initial direct costs incurred in negotiating an operating lease are recognised in the consolidated income statement as incurred.

Lease income is recognised in the consolidated income statement on a straight-line basis over the lease term.

3.7 *Intangible assets*

Intangible assets are stated at cost less accumulated amortisation.

The cost of an intangible fixed asset comprises of its purchase price and any directly attributable costs of preparing the intangible fixed asset for its intended use. Expenditures for additions, improvements are added to the carrying amount of the assets and other expenditures are charged to the consolidated income statement as incurred.

When intangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the consolidated income statement.

Land use rights

Definite and indefinite land use rights are recorded as intangible assets based on land use right certificates issued by governing bodies.

The advance payment for land rental, of which the land lease contracts have effectiveness prior to 2003 and Land use right certificate being issued, are recorded as intangible asset according to Circular No. 45/2013/TT-BTC issued by the Ministry of Finance on 25 April 2013 guiding the management, use and depreciation of fixed assets ("Circular 45").

Research and development costs

Research costs and development costs that do not meet the capitalisation criteria are expensed as incurred.

Development expenditure on an individual project is recognized as an intangible asset only if the Group can demonstrate all of the following conditions:

- The technical feasibility study of completing the intangible asset so that it will be available for use or sale;
- The intention to complete and use or sell the intangible asset;
- The ability to use or sell the intangible asset;
- The asset will generate probable future economic benefits;
- The availability of resources to complete the development and to use or sell the intangible asset;

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 *Intangible assets* (continued)

Research and development costs (continued)

- The ability to measure reliably the expenditure during the development; and
- They are estimated to meet all criteria for use duration and value prescribed for intangible fixed asset.

Development costs capitalised as asset are stated at cost less accumulated amortisation. Amortisation of the asset begins when development is completed and the asset is available for use.

3.8 *Depreciation and amortisation*

Depreciation and amortisation of tangible fixed assets and intangible assets are calculated on a straight-line basis over the estimated useful life of each asset as follows:

Buildings and structures	5 - 50 years
Machineries and equipment	3 - 15 years
Means of transportation	3 - 12 years
Office equipment	4 - 8 years
E-commerce website	20 years
Computer software	3 - 8 years
Land use rights with definite term	36 - 48 years
Distribution rights, copyright and others	3 - 15 years

No amortisation is charged on the land use rights with indefinite terms.

3.9 *Investment properties*

Investment properties are stated at cost, including transaction costs, less accumulated depreciation.

Subsequent expenditure relating to an investment property that has already been recognized is added to the net book value of the investment property when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing investment property, will flow to the Group.

Depreciation of investment properties are calculated on a straight-line basis over the estimated useful life of each asset as follows:

Buildings and structures	25 - 48 years
Machinery and equipment	8 - 15 years

Amortization of definite land use rights presented as investment properties are calculated on a straight-line basis over granted period from 25 to 48 years.

No amortisation is charged on the land use rights presented as investment properties with indefinite terms.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 *Investment properties* (continued)

Investment properties are derecognised when either they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the assets is recognised in the consolidated income statement in the period of retirement or disposal.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by ending of owner-occupation or readiness for sale, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment properties when, and only when, there is change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. The transfer from investment property to owner-occupied property or inventories does not change the cost or the carrying value of the property for subsequent accounting at the date of change in use.

3.10 *Borrowing costs*

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

Borrowing costs are recorded as expense during the period in which they are incurred, except to the extent that they are capitalized as explained in the following paragraph.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily take a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

3.11 *Prepaid expenses*

Prepaid expenses are reported as short-term or long-term prepaid expenses on the consolidated balance sheet and amortised over the period for which the amounts are paid or the period in which economic benefits are generated in relation to these expenses.

Long-term prepaid expenses include long-term prepaid land rental, pre-operation expenditure, tools and supplies, and other prepaid expenses that bring future economic benefits for more than one year period.

Prepaid land rental expenses include unallocated prepaid land rental expenses that were paid pursuant to Land Rental Contract signed with authorities. Such prepaid land rental is classified as long-term prepaid expenses for allocation to the consolidated income statement over the remaining lease period, according Circular 45.

3.12 *Business combinations and goodwill*

Business combinations are accounted for using the purchase method. The cost of a business combination is measured as the fair value of assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange plus any costs directly attributable to the business combination. Identifiable assets and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of business combination.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 *Business combinations and goodwill* (continued)

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost the business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If the cost of a business combination is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated income statement. After initial recognition, goodwill is measured at cost less any accumulated amortisation. Goodwill is amortised over 10-year period on a straight-line basis. The Group annually carries out test of impairment of goodwill, and if there is indicator that the impairment amount is higher than the annual amortisation, the excess of goodwill impairment over annual amortisation shall be expended in the period.

Assets acquisitions and business combinations

The Group acquires subsidiaries that own real estate projects. At the time of acquisition, the Group considers whether the acquisition represents the acquisition of a business. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property.

When the acquisition of subsidiaries does not represent a business, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognised.

Business combinations involving entities or businesses under common control

Business combinations involving entities or businesses under common control are accounted for as follows:

- The assets and liabilities of the two combined entities are reflected at their carrying amounts on the date of business combination;
- No goodwill is recognised from the business combination;
- The consolidated income statement reflects the results of the combined entities from the date of the business combination; and
- Any difference between the consideration paid and the net assets of the acquiree is recorded in equity.

3.13 *Investments*

Investment in associates

The Group's investment in its associate is accounted for using the equity method of accounting. An associate is an entity in which the Group has significant influence that are neither subsidiaries nor joint ventures. The Group generally deems they have significant influence if they have over 20% of the voting rights.

Under the equity method, the investment is carried in the consolidated balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates. Goodwill arising on acquisition of the associate is included in the carrying amount of the investment. The Group does not charge any amortisation on the goodwill, but annually carries out test of impairment of goodwill. The consolidated income statement reflects the Group's share of the post-acquisition results of operation of the associate.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.13 ***Investments*** (continued)

Investment in associates (continued)

The share of post-acquisition profit/(loss) of the associates is presented on face of the consolidated income statement and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividend/profit sharing receivable from associates reduces the carrying amount of the investment.

The financial statements of the associates are prepared for the same reporting year as the Group and using the consistent accounting policies with the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Investments in securities and other investments

Investments in securities and other investments are stated at their acquisition costs.

Provision for trading security and investment in securities

Provision is made for any diminution in value of the held-for-trading securities and investments in capital of other entities at the balance sheet date in accordance with the guidance under Circular 228/2009/TT-BTC dated 7 December 2009 and Circular 89/2013/TT-BTC dated 26 June 2013 issued by the Ministry of Finance. Increases and decreases to the provision balance are recorded as finance expense in the consolidated income statement.

Held to maturity investment

Held-to-maturity investments are stated at their acquisition costs. After initial recognition, these investments are measured at recoverable amount. Any impairment loss incurred is recognised as expense and deducted against the value of such investments.

3.14 ***Payables and accruals***

Payables and accruals are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Group.

3.15 ***Accrual for severance pay***

The severance pay to employee is accrued at the end of each reporting period for all employees who have been more than 12 months in service up to balance sheet date at the rate of one-half of the average monthly salary for each year of service up to 31 December 2008 in accordance with the Labour Code, the Law on Social Insurance and related implementing guidance. Commencing 1 January 2009, the average monthly salary used in this calculation will be revised at the end of each reporting period following the average monthly salary of the 6-month period up to the reporting date. Any changes to the accrued amount will be taken to the consolidated income statement.

This accrued severance pay is used to settle the termination allowance to be paid to employee upon termination of their labour contract following Article 48 of the Labour Code.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.16 Provisions

General provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed by a third party, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated income statement net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for warranty expenses for apartments and villas

The Group estimates provision for warranty expenses based on revenues and available information about the repair of apartments and villas sold in the past.

3.17 Foreign currency transactions

Transactions in currencies other than the Group's reporting currency of VND are recorded at the actual transaction exchange rates at transaction dates which are determined as follows:

- transaction resulting in receivables are recorded at the buying exchange rates of the commercial banks designated for collection;
- transactions resulting in liabilities are recorded at the selling exchange rates of the transaction of commercial banks designated for payment; and
- payments for assets or expenses without liabilities initially being recognised is recorded at the buying exchange rates of the commercial banks that process these payments.

At the end of the period, monetary balances denominated in foreign currencies are translated at the actual transaction exchange rates at the balance sheet dates which are determined as follows:

- monetary assets are translated at buying exchange rate of the commercial bank where the Group conduct transactions regularly;
- monetary liabilities are translated at selling exchange rate of the commercial bank where the Group conduct transactions regularly.

All realised and unrealised foreign exchange differences are taken to the consolidated income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.18 Treasury shares

Own equity instruments which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised upon purchase, sale, issue or cancellation of the Group's own equity instruments.

3.19 Appropriation of net profits

Net profit after tax (excluding gain from bargain purchases) is available for appropriation to shareholders after approval in the annual general meeting, and after making appropriation to reserve funds in accordance with the Company's Charter and the Vietnamese regulatory requirements.

The Group maintains the reserve funds which are appropriated from the Group's net profit as proposed by the Board of Directors and subject to approval by shareholders at the annual general meeting.

3.20 Advances from customers

Payments received from customers as deposits for the purchase of residential properties in the future that do not meet the conditions for revenue recognition, are recognised and presented as "Advances from customers" in the liability section of the consolidated balance sheet.

Payments received from customers under deposits, loan and other agreements are recognised and presented as "Other short-term payables" in the liability section of the consolidated balance sheet.

3.21 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding trade discount, rebate and sales return. The following specific recognition criteria must also be met before revenue is recognised.

Revenue from sale of inventory property

Revenue from sale of inventory property is recognised when the significant risks and rewards incident to ownership of the properties have passed to the buyer.

Revenue from sale of inventory property also includes long-term lease of inventory property qualified for recognition of outright sales. If the lease-term is greater than 90% of the asset's useful life, the Group will recognize the revenue for the entire prepaid lease payment if all of the following conditions are met:

- Lessee is not allowed to cancel the lease contract during the lease term, and the lessor is not reponsible for reimbursing the prepaid lease payments under any circumstances;
- The prepaid lease payment is not less than 90% of the total estimated lease payment collected under contract over the lease period and lessee must pay all rental within 12 months from the commencement of the lease;
- Almost all risks and rewards associated with the ownership of leased assets are transferred to the lessee;
- Lessor must estimate the full cost of leasing activity.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.21 *Revenue recognition* (continued)

Revenue from leasing of investment properties

Rental income arising from leased investment properties is recognized in the consolidated income statement on a straight line basis over the lease terms on ongoing leases.

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually upon the delivery of the goods.

Rendering of services

Revenue from hotel, amusement park, education, beauty, hospital, real estate management and other related services is recorded when the services are rendered. When the outcome of the contract is certainly determined, revenue will be recognised based on percentage of completion.

Gains from securities trading/capital transfer

Gains from securities trading and capital transfer are determined as the excess of selling prices against the cost of securities sold. Such gains are recognised on the trade date when the relevant contracts are executed.

Interest

Revenue is recognised as the interest accrues (taking into account the effective yield on the asset) unless collectability is in doubt.

Dividends

Income is recognised when the Group's entitlement as an investor to receive the dividend is established.

3.22 *Construction contract*

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the consolidated balance sheet date based on the construction works as certified by customers. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that is probably recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

Difference between the cumulative revenue of a construction contract recognised to date and the cumulative amount of progress billings of that contract is presented as construction contract receivable/payable based on agreed progress billings in the consolidated balance sheet.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.23 Taxation

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted as at the consolidated balance sheet date.

Current income tax is charged or credited to the consolidated income statement, except when it relates to items recognised directly to equity, in which case the current income tax is also dealt with in equity.

Current income tax assets and liabilities are offset when there is a legally enforceable right for the Group to offset current tax assets against current tax liabilities and when the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred income tax

Deferred tax is provided on temporary differences at the consolidated balance sheet date between the tax base of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures where timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax credit and unused tax losses, to the extent that it is probable that taxable profit will be available against which deductible temporary differences, carried forward unused tax credit and unused tax losses can be utilised, except:

- where the deferred tax asset arises from the initial recognition of an asset or liability which at the time of the related transaction, affects neither the accounting profit nor taxable profit or loss at the time transaction incurred;
- in respect of deductible temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each consolidated balance sheet date and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Previously unrecognised deferred income tax assets are re-assessed at each consolidated balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

3. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

3.22 ***Taxation*** (continued)

Deferred income tax (continued)

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset realised or the liability is settled based on tax rates and tax laws that have been enacted at the consolidated balance sheet date.

Deferred tax is charged or credited to the consolidated income statement, except when it relates to items recognised directly to equity, in which case the deferred tax is also dealt with in the equity account.

Deferred tax assets and liabilities are offset when there is a legally enforceable right for the Group to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on:

- either the same taxable entity; or
- when the Group intends either settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.24 ***Convertible bond***

Bonds that are convertible by the holder into a fixed number of ordinary shares of the entity are separated into financial liability (a contractual arrangement to deliver cash or another financial asset) and equity instrument (a call option granting the holder the right, for a specified period of time) based on the terms of the contract. In cases where the numbers of ordinary shares to be converted is not fixed, the entire convertible bonds are classified as a financial liability.

On issuance of the convertible bond, the fair value of the liability component is determined by discounting the future payment (including principal and interest) to present value at the market rate for an equivalent non-convertible bond less issuance cost. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity. The carrying amount of the conversion option is not re-measured in subsequent years.

Transaction costs are allocated over the lifetime of the bond on a straight line basis. At initial recognition, issuance costs are deducted from the liability component of the bond.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

4.1 Acquisition of group of assets

During the year, the Group has acquired shares of the following companies from individuals and corporate counterparties. Management has reviewed and assessed that the acquisition of shares of these companies is the acquisition of groups of assets, rather than business combinations. The total consideration for each of these acquisitions was allocated to the assets, liabilities acquired based on their relative fair values on acquisition date. Accordingly, a part of consideration was allocated to land use rights or land rental rights and recognised in construction in progress (Note 18). The non-controlling interests were also recognised at their relative proportion of the interests in the assets and liabilities acquired. These assets and liabilities are presented in the same categories as other similar assets and liabilities held by the Group.

Acquisition of Suoi Hoa JSC, a new subsidiary

On 6 January 2015, the Group acquired 88% of voting shares of Suoi Hoa JSC from individuals with total consideration of VND225 billion and thereby, Suoi Hoa JSC became a subsidiary of the Group. Suoi Hoa JSC is the owner of a potential real estate project in Bac Ninh city, Bac Ninh province, Vietnam.

Acquisition of SuperHigh-speed JSC, a new subsidiary

On 17 March 2015, the Group acquired 100% voting shares of Superhigh-speed JSC from individuals with total consideration of VND158 billion and thereby, Superhigh-speed JSC became a subsidiary of the Group. The principal activity of Superhigh-speed JSC is to provide transportation services.

Acquisition of Anh Sao Real Estate Joint Stock Company ("Anh Sao JSC"), a new subsidiary

On 13 May 2015, the Group acquired 94% of voting shares of Anh Sao JSC from individuals with total consideration of VND1,575 billion and thereby, Anh Sao JSC became a subsidiary of the Group. Anh Sao JSC is the owner of a potential real estate project in Nha Be district, Ho Chi Minh city, Vietnam.

On 31 July 2015, the Group disposed its entire voting shares held in Anh Sao JSC (Note 4.3).

Acquisition of Vin Tay JSC, a new subsidiary

On 12 June 2015, the Group acquired 95% voting shares of Vin Tay JSC from corporate and individual counterparties with total consideration of VND248 billion and thereby, Vin Tay JSC became a subsidiary of the Group. As at the acquisition date, Vin Tay JSC owned a vacant building in Ninh Kieu district, Can Tho city, Vietnam.

Acquisition of Blue Star JSC, a new subsidiary

On 21 August 2015, the Group acquired 100% voting shares of Blue Star JSC from corporate counterparties with total consideration of VND2,031 billion, including VND2,149 billion in cash and VND152 billion of the investment in Ocean Thang Long Investment JSC (Note 19.2). Thereby, Blue Star JSC became a subsidiary of the Group. Blue Star owns a potential real estate project in Cau Giay district, Hanoi, Vietnam.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.1 *Acquisition of group of assets* (continued)

Acquisition of Me Tri JSC, a new subsidiary

On 1 December 2015, the Group acquired 67.17% voting shares of Me Tri JSC from individuals with total consideration of VND1,811 billion and thereby, Me Tri JSC became a subsidiary of the Group. Me Tri JSC owns a potential real estate in Nam Tu Liem district, Hanoi, Vietnam.

Acquisition of Metropolis Hanoi, a new subsidiary

On 18 December 2015, the Group acquired 100% voting shares of Metropolis Hanoi JSC from a corporate counterparty with total consideration of VND1,484 billion and thereby, Metropolis Hanoi JSC became a subsidiary of the Group. Metropolis Hanoi owns a potential real estate project in Nam Tu Liem district, Hanoi, Vietnam.

4.2 *Business combination*

Acquisition of Hop Nhat Vietnam Corporation JSC, a new subsidiary

On 25 April 2015, the Group acquired 80% voting shares of Hop Nhat Vietnam Corporation JSC from an individual with total consideration of VND245 billion. Hop Nhat Vietnam Corporation JSC was subsequently renamed to Vinlinks JSC. Through this transaction, the Group also indirectly acquired 99.92% and 99.80% voting shares of Hop Nhat Express JSC and Hop Nhat Trading JSC, the two (2) existing subsidiaries of Vinlinks JSC at the acquisition date. Thereby, Vinlinks JSC, Hop Nhat Express JSC and Hop Nhat Trading JSC became subsidiaries of the Group. Hop Nhat Express JSC was subsequently merged to Vinlinks JSC.

The principal activity of Vinlinks JSC is to provide door-to-door delivery service. The Group has acquired Vinlinks JSC for the purpose of providing logistics services to entities with the Group, especially to those operating in retail business.

On 31 December 2015, the Group is in the process of determining the fair value of identifiable assets, liabilities or contigent liabilities of Vinlinks JSC, Hop Nhat Express JSC and Hop Nhat Trading JSC at the date of acquisition. Therefore, the Group applies provisional accounting method to consolidate these companies. The provisional fair values of identifiable assets and liabilities of these companies are presented below:

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Business combination* (continued)

Acquisition of Hop Nhat Vietnam Corporation JSC, a new subsidiary (continued)

	Currency: VND
	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	5,609,442,957
Trade receivables and other receivables	45,045,182,377
Other current assets	24,571,725,620
Fixed assets	43,556,750,874
Other assets	18,386,404,339
	137,169,506,167
Liabilities	
Trade payables	29,422,930,049
Other long-term liabilities	44,462,097,434
Long-term loans and borrowings	35,401,556,609
Total identifiable net assets at fair value	**27,882,922,075**
Non-controlling interests	(5,595,845,341)
Goodwill from business combination (Note 20)	224,637,199,866
In which, allocation to:	
- *Vinlinks JSC*	*212,916,929,493*
- *Hop Nhat Express JSC*	*9,198,103,041*
- *Hop Nhat Trading JSC*	*2,522,167,332*
Total purchase consideration	**246,924,276,600**
Analysis of cash flows on acquisition	
Net cash acquired with the subsidiaries	5,609,442,957
Cash paid	(246,924,276,600)
Net cash flow used in acquisition	**(241,314,833,643)**

Total consideration was VND247 billion and was fully paid in cash. Total loss before tax of Vinlinks JSC, Hop Nhat Express JSC and Hop Nhat Trading JSC for the period from the date of acquisition to 31 December 2015 is VND27 billion.

Acquisition of VEFAC JSC, a new subsidiary

On 6 May 2015, the Group acquired 89.42% voting shares of VEFAC JSC from equitisation of Vietnam Exhibition Fair Center One-member Limited Liability Company with total consideration of VND1,497 billion and thereby, VEFAC JSC became a subsidiary of the Group. The principal activities of VEFAC JSC are organizing trade advertisements and promotions in the form of domestic and overseas trade fairs, exhibitions and conference. The Group has acquired VEFAC JSC for the purpose of having opportunities to develop potential real estate projects.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Business combination* (continued)

Acquisition of VEFAC JSC, a new subsidiary (continued)

On 31 December 2015, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of VEFAC JSC at the date of acquisition and applies provisional accounting method to consolidate VEFAC JSC. The provisional fair values of identifiable assets and liabilities of VEFAC JSC are presented below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	1,620,080,973,532
Fixed assets	64,084,010,499
Other assets	14,564,143,536
	1,698,729,127,567
Liabilities	
Statutory obligation	6,350,768,122
Other liabilities	21,609,425,915
Total identifiable net assets at fair value	**1,670,768,933,530**
Non-controlling interests	(176,337,057,143)
Goodwill from business combination (Note 20)	3,020,090,863
Total purchase consideration	**1,497,451,967,250**
Analysis of cash flows on acquisition	
Net cash acquired with the subsidiary	1,620,080,973,532
Cash paid	(1,497,451,967,250)
Net cash flow from acquisition	**122,629,006,282**

Total consideration is VND1,497 billion that has been fully paid in cash. Profit before tax of VEFAC JSC for the period from the date of acquisition to 31 December 2015 is VND37 billion.

Acquisition of Vietnam Textile Fashion Trading Company Limited ("Vinatexmart LLC"), a new subsidiary

On 8 May 2015, the Group acquired 100% voting right in Vinatexmart LLC from a corporate counterparty with total consideration of VND230 billion. Thereby, Vinatexmart LLC became a subsidiary of the Group and was subsequently merged into Vincommerce JSC, another subsidiary of the Group.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Business combination* (continued)

Acquisition of Vietnam Textile Fashion Trading Company Limited ("Vinatexmart LLC"), a new subsidiary (continued)

Vinatexmart LLC operates in the retail sector with supermarket chains and branded stores in many provinces nationwide. The acquisition of Vinatexmart LLC is a part of the Group's investment strategy in the retail market.

On 31 December 2015, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Vinatexmart LLC at the date of acquisition and applies provisional accounting method to consolidate Vinatexmart LLC. The provisional fair values of identifiable assets and liabilities of Vinatexmart LLC are presented below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	18,616,703,249
Trade receivables and other receivables	43,845,206,277
Inventories	192,492,807,035
Prepaid expenses	86,891,655,435
Fixed assets	204,060,520,400
Other assets	52,690,541,541
	598,597,433,937
Liabilities	
Trade payables and other payables	288,796,207,424
Other long-term liabilities	11,764,122,382
Long-term loans and borrowings	198,087,133,452
Total identifiable net assets at fair value	**99,949,970,679**
Non-controlling interests	38,865,008,796
Goodwill from business combination (Note 20)	90,685,020,525
Total purchase consideration	**229,500,000,000**
Analysis of cash flows on acquisition	
Cash acquired with the subsidiary	18,616,703,249
Cash paid	(229,500,000,000)
Net cash flow used in acquisition	**(210,883,296,751)**

Total consideration is VND230 billion that has been fully paid in cash. Loss before tax of Vinatexmart LLC from acquisition date to 1 June 2015 is (the merger date between Vinatexmart LLC and Vincommerce JSC) VND11 billion.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 Business combination (continued)

Acquisition of VinEco Tam Dao LLC, a new subsidiary

On 1 June 2015, the Group acquired 89.02% voting shares of VinEco Tam Dao LLC. According to the Decision No. 1431/QD-UBND of the People's Committee of Vinh Phuc on the transformation from Industrial and Agriculture Tam Dao One-member Limited Liability Company to VinEco Tam Dao LLC, the Group has become the owner with 89.02% of voting shares of VinEco Tam Dao LCC with the committed capital of VND267 billion out of the charter capital of VND300 billion. The principal activities of VinEco Tam Dao are to produce and trade agricultural products. The Group has acquired VinEco Tam Dao LLC for the purpose of providing safe fruits and vegetables to the market by applying advanced technologies.

On 31 December 2015, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of VinEco Tam Dao LLC at the date of acquisition and applies provisional accounting method to consolidate VinEco Tam Dao LLC. The provisional fair values of identifiable assets and liabilities of VinEco Tam Dao LLC are presented below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	500,041,229
Held-to-maturity investment	9,595,498,578
Other receivables	3,929,918,043
Fixed assets	15,124,287,228
Construction in progress	9,028,609,602
Other current assets	1,164,848,285
	39,343,202,965
Liabilities	
Other short-term payables	8,344,551,179
Other liabilities	486,186,940
Total identifiable net assets at fair value	**30,512,464,846**
Non-controlling interests	(30,512,464,846)
Goodwill arising on acquisition	-
Total purchase consideration (*)	**-**
Analysis of cash flows on acquisition	
Cash acquired with the subsidiary	500,041,229
Cash paid	-
Net cash flow from acquisition	**500,041,229**

(*) Total consideration of VND267 billion is settled with the capital contribution by the Group to VinEco Tam Dao LLC. Up to 31 December 2015, the Group has made a capital contribution of VND138 billion to VinEco Tam Dao LLC. Loss before tax of VinEco Tam Dao LLC from acquisition date to 31 December 2015 is VND16 billion.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Acquisition of businesses* (continued)

Acquisition of Hanoi Entertainment Culture Sport Center JSC, a new subsidiary

On 15 September 2015, the Group acquired 100% voting shares of Hanoi Entertainment Culture Sport Center JSC from corporate counterparties with total consideration of VND330 billion. The principal activities of Hanoi Entertainment Culture Sport Center JSC are investing, developing, providing service and leasing of shopping and entertainment centres. The acquisition of Hanoi Entertainment Culture Sport Center JSC is a part of the Group's strategy to expand into real estate leasing business.

The fair values of identifiable assets and liabilities of Hanoi Entertainment Culture Sport Center JSC at the date of acquisition are presented below:

Currency: VND

	Fair value recognised at acquisition date
Assets	
Cash and cash equivalents	5,935,563,734
Construction in progress (i)	539,200,497,956
Other assets	18,758,330,018
	563,894,391,708
Liabilities	
Deferred tax liabilities (ii) (Note 36.3)	106,823,200,000
Other liabilities	728,818,991
Total identifiable net assets at fair value	**456,342,372,717**
Non controlling interests	(2,392,988,461)
Gain on bargain purchase (Note 34)	(123,824,134,645)
Total purchase consideration	**330,125,249,611**
Analysis of cash flows on acquisition	
Cash acquired with the subsidiary	5,935,563,734
Cash paid	(330,125,249,611)
Net cash flow used in acquisition	**(324,189,685,877)**

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Acquisition of businesses* (continued)

Acquisition of Hanoi Entertainment Culture Sport Center JSC, a new subsidiary (continued)

(i) Construction in progress includes fair value at the date of acquisition of the right to develop Vincom Trung Tu project (Note 18) in Dong Da district, Hanoi city. The right to develop this project is represented by the construction permit and land rental contract of Hanoi Entertainment Culture Sport Center JSC. The fair value of this project development right is VND534 billion which was determined by an independent valuer;

(ii) Deferred tax liabilities arise from temporary difference between tax base and accounting base of the right to develop Vincom Trung Tu project.

Total consideration is VND330 billion that has been fully paid in cash. Loss before tax of Hanoi Entertainment Culture Sport Center JSC from acquisition date to 31 December 2015 is VND18 billion.

Acquisition of An Phong JSC, a new subsidiary

On 15 November 2015, the Group acquired 100% voting shares of An Phong JSC from individuals with total provisional consideration of VND1,835 billion. Thereby, An Phong JSC became a subsidiary of the Group. The principal activities of An Phong JSC are providing retail premises for rent and operating in the retail sector with a supermarkets chain under the brand-name of Maximark. The acquisition of An Phong JSC is a part of the Group's investment strategy in retail market, increase the supply of retail premises for rent, in combination with other subsidiaries of the Group, especially the subsidiaries in the retail business.

On 31 December 2015, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of An Phong JSC at the date of acquisition and applies provisional accounting method to consolidate An Phong JSC. The provisional fair values of identifiable assets and liabilities of An Phong JSC at the acquisition date are presented below:

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Acquisition of businesses* (continued)

Acquisition of An Phong JSC, a new subsidiary (continued)

	Currency: VND
	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	24,806,921,516
Trade receivables	478,708,889,693
Inventories	175,617,155,513
Construction in progress (i)	578,374,391,499
Investment properties (i)	1,079,177,000,000
Other assets	27,613,892,322
	2,364,298,250,543
Liabilities	
Trade payables	262,036,713,359
Accrued expenses	18,612,140,433
Other short-term payables	33,242,103,778
Short-term loans	209,578,380,731
Deferred tax liability (ii) (Note 36.3)	265,728,153,616
Other non-current liabilities	29,098,368,798
Long-term loans and borrowings	157,261,596,052
Total identifiable net assets at fair value	**1,388,740,793,776**
Non controlling interests	8,509,350,703
Goodwill arising on acquisition (Note 20)	437,342,855,521
Total purchase consideration	**1,834,593,000,000**
Analysis of cash flows on acquisition	
Cash acquired with the subsidiary	24,806,921,516
Cash paid	(1,002,000,000,000)
Net cash flow used in acquisition	**(977,193,078,484)**

(i) The investment properties includes the fair value of shopping malls determined by an independent valuer of VND1,658 billion.

(ii) Deferred tax liability arises from business combination.

Total consideration is provisionally measured at VND1,835 billion, in which, VND1,002 billion was paid in cash. Loss before tax of An Phong JSC from the acquisition date to 31 December 2015 is VND400 million.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Acquisition of businesses* (continued)

Acquisition of Dong Phu Hung – Binh Thuan JSC, a new subsidiary

On 28 December 2015, the Group acquired 100% of voting shares of Dong Phu Hung – Binh Thuan JSC from individuals with total consideration of VND874 billion. Thereby, Dong Phu Hung – Binh Thuan JSC became a subsidiary of the Group. The principal activities of Dong Phu Hung – Binh Thuan JSC are investing, constructing and trading real estate properties. The acquisition of Dong Phu Hung – Binh Thuan JSC is to develop a number of potential real estate and tourism projects that owned by Dong Phu Hung – Binh Thuan JSC in Ham Tan district, Binh Thuan province.

On 31 December 2015, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Dong Phu Hung – Binh Thuan JSC at the date of acquisition and applies provisional accounting method to consolidate Dong Phu Hung – Binh Thuan JSC. The provisional fair values of identifiable assets and liabilities of Dong Phu Hung – Binh Thuan JSC at the acquisition date are presented below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	128,832,773,540
Other receivables	108,614,869,455
Inventories	41,500,980,400
Other current assets	454,592,793,500
Investment in associates	4,798,892,080,000
Other non-current assets	8,245,657,556
	5,540,679,154,451
Liabilities	
Trade payables	37,875,261,788
Accrued expenses	69,333,777,190
Short-term loans and borrowings	4,975,000,000,000
Other liabilities	44,169,830,564
Total identifiable net assets at fair value	**414,300,284,909**
Non controlling interests	7,251,105,975
Goodwill arising on acquisition (Note 20)	452,448,609,116
Total purchase consideration	**874,000,000,000**
Analysis of cash flows on acquisition	
Cash acquired with the subsidiary	128,832,773,540
Cash paid	(874,000,000,000)
Net cash flow used in acquisition	**(745,167,226,460)**

Total consideration is VND874 billion that has been fully paid in cash. Loss before tax of Dong Phu Hung – Binh Thuan JSC from the acquisition date to 31 December 2015 is VND5 million.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.2 *Acquisition of businesses* (continued)

Acquisition of Sunflower JSC, a new subsidiary

On 30 December 2015, the Group acquired 100% voting shares of Sunflower JSC from individuals with total consideration of VND5,680 billion. Through this acquisition, the Group also acquired 98.3% voting right in Vinaconex – Viettel JSC, an existing subsidiary of Sunflower JSC at the date of acquisition. Thereby, Sunflower JSC and Vinaconex – Viettel JSC became subsidiaries of the Group.

The principal activities of Sunflower JSC and Vinaconex – Viettel JSC are investing, constructing and trading real estates. The acquisition of these companies is for the purpose of development of potential real estate projects in Hoan Kiem district and Nam Tu Liem district, Hanoi.

On 31 December 2015, the Group is in the process of determining the fair value of identifiable assets, liabilities or contingent liabilities of Sunflower JSC and Vinaconex – Viettel JSC at the date of acquisition and applies provisional accounting method to consolidate these companies. The provisional fair values of identifiable assets and liabilities of Sunflower JSC and Vinaconex – Viettel JSC at the acquisition date are presented below:

Currency: VND

	Provisional fair value recognised at acquisition date
Assets	
Cash and cash equivalents	753,674,376,994
Advance to suppliers	2,263,830,722,441
Construction in progress	28,996,050,149
Other assets	8,840,274,266
	3,055,341,423,850
Liabilities	
Short-term loans and borrowings	280,000,000,000
Other liabilities	3,862,958,567
Total identifiable net assets at fair value	**2,771,478,465,283**
Non controlling interests	677,046,818,347
Goodwill arising on acquisition (Note 20)	2,231,894,716,370
In which, allocation to:	
- *Sunflower JSC*	*11,157,547,476*
- *Vinaconex – Viettel JSC*	*2,220,737,168,894*
Total purchase consideration	**5,680,420,000,000**
Analysis of cash flows on acquisition	
Cash acquired with the subsidiary	753,674,376,994
Cash paid	(5,680,420,000,000)
Net cash flow used in acquisition	**(4,926,745,623,006)**

Loss before tax of Sunflower JSC and Vinaconex – Viettel JSC from the acquisition date to 31 December 2015 is VND660 million.

4. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

4.3 *Significant disposal transactions*

Disposal of Anh Sao JSC, an existing subsidiary

On 31 July 2015, the Group disposed the entire 94% of voting shares of Anh Sao JSC to a corporate counterparty with total consideration of VND1,668 billion. Thereby, the profit from this disposal, which is the difference between the consideration and the carrying amount of net assets transferred, is recognised in the consolidated income statement (Note 30.3)

Partial disposal of voting shares of Emigo Vietnam Fashion Joint Stock Company, an existing subsidiary

On 10 December 2015, the Group disposed of 31% voting shares of Emigo Vietnam Fashion Joint Stock Company, previously known as Vinfashion Joint Stock Company, to individuals with a total consideration of VND31 billion, and thus reducing the Group's voting shares of Emigo Vietnam Fashion Joint Stock Company to 39%. Thereby, Emigo Vietnam Fashion Joint Stock Company became an associate of the Group, and was subsequently renamed to M.Y.M Fashion JSC as presented in Note 19.1. As the result, profit from this disposal, which is the difference between: (1) the consideration and the fair value of the investment in Emigo Vietnam Fashion Joint Stock Company which is determined by equity method; and (2) carrying amount of net assets disposed, was recognised in the consolidated income statement (Note 30.3).

5. CASH AND CASH EQUIVALENTS

Currency: VND

	Ending balance	*Beginning balance*
Cash on hand	34,915,215,231	9,220,874,607
Cash at banks	3,717,308,507,824	1,697,280,782,527
Cash in transit	19,742,151,512	3,176,164,951
Cash equivalents	3,166,499,229,923	5,897,835,897,588
TOTAL	**6,938,465,104,490**	**7,607,513,719,673**

Cash equivalents include bank deposits in VND with terms ranging from 1 to 3 months and earn interest rates ranging from 3.5% to 5% per annum on 31 December 2015 (31 December 2014: 4% to 7.5% per annum).

Details of foreign currencies:

	Ending balance	*Beginning balance*
Foreign currencies:		
- United States dollar	3,038,673	1,322,830
- Euro	8,567	300
- Singapore dollar	-	20
- Japanese Yen	75,000	70,000
- British Pound	20	150
- Canadian dollar	-	15
- Hong Kong dollar	1,000	300
- Australian dollar	200	-

6. SHORT-TERM INVESTMENTS

6.1 Held-for-trading securities

Currency: VND

	Ending balance			*Beginning balance (reclassified)*		
	Cost	*Fair value*	*Provision*	*Cost*	*Fair value*	*Provision*
Shares of Pertro Vietnam Fertilizer and Chemicals Corporation	32,369,112,000	17,411,112,000	(14,958,000,000)	32,369,112,000	18,428,256,000	(13,940,856,000)
Shares of Joint Stock Commercial Bank for Investment and Development of Vietnam (i)	-	-	-	73,412,301,500	56,016,740,900	(17,395,560,600)
TOTAL	**32,369,112,000**	**17,411,112,000**	**(14,958,000,000)**	**105,781,413,500**	**74,444,996,900**	**(31,336,416,600)**

(i) During the year, the Company has disposed all of these held-for-trading securities. Gain from this disposal is recognized in Finance income (Note 30.3)

6.2 Held-to-maturity investments

Currency: VND

	Ending balance		*Beginning balance (reclassified)*	
	Cost	*Carrying value*	*Cost*	*Carrying value*
Short-term bank deposits and certificate of deposits (i)	9,602,998,237,082	9,602,998,237,082	3,516,847,342,390	3,516,847,342,390
Current portion of long-term bank deposits (Note 19.2)	1,522,570,241,813	1,522,570,241,813	497,621,378,611	497,621,378,611
TOTAL	**11,125,568,478,895**	**11,125,568,478,895**	**4,014,468,721,001**	**4,014,468,721,001**

(i) Short-term deposits and certificate of deposits in VND as at 31 December 2015 with terms ranging from 3 months to 1 year and earn interest at rates ranging from 5% to 7.8% per annum.

7. TRADE RECEIVABLES AND SHORT-TERM ADVANCE TO SUPPIERS

7.1 *Short-term trade receivables*

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Sale of inventory properties	1,220,757,401,526	454,341,472,019
Leasing activities and rendering related services	256,588,553,650	222,348,822,022
Rendering hotel, amusement park and related services	91,852,450,219	46,193,370,495
Rendering hospital and related services	42,697,629,658	24,415,240,296
Sale of goods in supermarkets, convenience stores and other retail outlets	100,442,622,389	2,824,255,316
Rendering education and related services	703,673,277	2,969,286,736
Rendering construction and related services	601,465,507,260	23,039,563,914
Others	124,292,534,915	56,869,455,549
TOTAL	**2,438,800,372,894**	**833,001,466,347**
In which:		
Trade receivables from customers	*2,362,083,197,049*	*640,279,529,209*
Trade receivables from related parties (Note 37)	*76,717,175,845*	*192,721,937,138*
Provision for doubtful debts	(111,652,055,514)	(36,049,751,247)
Details of receivables which account for more than 10% of balance		
Sale of inventory properties to a coporate counter party	*628,772,614,597*	-
Rendering construction and related services to a coporate counter party	*344,852,318,673*	-
Sale of inventory properties and management service to a corporate counter party	-	*185,928,942,639*
Sale of inventory properties to a related party (Note 37)	-	*163,028,002,628*

7.2 *Short-term advances to suppliers*

Short-term advances to suppliers at 31 December 2015 mainly includes advances to suppliers, construction contractors and consultants of the real estate projects of the Group.

8. LOAN RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Short-term:		
Loans to corporate counterparties (i)	698,668,376,862	2,026,383,376,328
Current portion of long-term loans to customers and individuals (ii)	1,009,251,354,122	82,578,564,022
Loans to related parties (Note 37)	55,204,181,818	16,204,181,818
	1,763,123,912,802	**2,125,166,122,168**
Long-term:		
Loans to individuals (ii)	904,533,000,000	904,533,000,000
Loans to customers (ii)	112,278,193,287	117,578,059,260
Loans to a corporate counterparty	55,000,000,000	-
In which: current portion of long-term loans to customers	*(1,009,251,354,122)*	*(82,578,564,022)*
	62,559,839,165	**939,532,495,238**
Provision for doubtful loan receivables	(67,064,381,376)	(45,908,601,100)

(i) These are loans to counterparties, which are unsecured and earn interest at rates ranging from 7% to 10% per annum, which include a convertible loan provided by Tan Lien Phat JSC, a subsidiary, to a corporate counterparty, which grants Tan Lien Phat JSC with the right to convert these loans into shares of borrower.

(ii) This comprises:

- Loans to tenants of the Group's shopping malls with terms ranging from 3 to 5 years. These loans are secured by the tenant's shares held by major shareholders, or by the entire assets and inventories of tenants at retail location.

- Loans to individuals for their acquisition of shares of an associate. These loans have term of 3 years from 26 July 2013 to 22 November 2013 and earn interest of 13% per annum. These loans are secured by the entire shares of the associate which had been acquired by these individuals.

9. OTHER RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Short-term:		
Interests	890,625,661,389	428,978,175,621
Deposits for opening Letter of Credits	66,841,542,654	38,078,268,211
Deposit for the purpose of project development, selling apartments	532,479,238,433	26,180,124,801
Dividends	36,115,522,222	36,115,522,222
Advances to employees	59,515,702,495	13,722,309,095
Disposal of equity investments	93,448,998,244	-
Receivables from the ex-shareholders of subsidiaries	220,279,946,923	-
Deposit for a business co-operation contract (i)	1,050,000,000,000	-
Others	216,447,918,587	169,075,624,801
TOTAL	**3,165,754,530,947**	**712,150,024,751**
In which:		
Other receivables	*3,154,795,491,628*	*601,667,953,367*
Other receivables from related parties (Note 37)	*10,959,039,319*	*110,482,071,384*
Long-term:		
Long-term deposits for outlet rentals	179,574,004,529	99,679,218,417
Others receivables	12,190,234,785	922,872,835
TOTAL	**191,764,239,314**	**100,602,091,252**
Provision for doubtful other receivables	(35,860,903,851)	(18,765,801,355)

(i) This amount mainly includes deposit receivables of VND1,050 billion to a corporate counterparty for the purpose of developing a potential real estate project in Hanoi.

10. BAD DEBTS

Bad debts of the Group mainly include overdue trade receivables, loan receivables and interest receivables from customers:

Currency: VND

	Ending balance		*Beginning balance*	
Debtor	*Cost*	*Receivable amount*	*Cost*	*Receivable amount*
Receivables	676,500,521,674	526,657,154,382	103,462,990,153	35,567,855,897
Loans	82,578,564,023	17,844,590,574	82,578,564,023	49,749,544,577
Unrecognized interest	19,169,910,308	-	-	-
TOTAL	**778,248,996,005**	**544,501,744,956**	**186,041,554,176**	**85,317,400,474**

Details of overdued receivables which account for more than 10% of total overdue receivables:

Thai Kieu Limited Liabilities Company	*129,395,946,169*	*32,816,589,711*	*129,395,946,169*	*64,721,543,714*
Ocean Group Joint Stock Company	*30,751,857,534*	*30,751,857,534*	-	-
Ocean Thang Long Joint Stock Company	*94,697,103,485*	*94,697,103,485*	-	-

11. INVENTORIES

Currency: VND

	Ending balance	*Beginning balance (reclassifed)*
Inventory properties under construction	23,916,488,173,756	12,981,426,785,251
Completed inventory properties (*)	2,254,855,916,792	2,983,199,417,908
Inventories for hospital, supermarkets, hotel and retail outlets	1,417,091,695,671	233,060,588,602
Goods in transit	297,671,215,241	14,404,215,653
Construction and garment raw materials	91,902,736,933	25,068,106,693
Tools and equipment	78,385,314,913	64,779,811,576
Others	29,500,782,315	-
	28,085,895,835,621	**16,321,938,925,683**

(*) Including inventory properties acquired with a view to sale amounting to VND501 billion.

Detail of inventory properties used as collaterals for borrowings and corporate bonds of the Group are disclosed in Note 26.

Detail of movements of provision for obsolete inventories:

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Beginning balance	7,055,170,624	8,938,534,347
Add: Provision made during the year	55,111,612,196	3,366,534,260
Less: Utilisation and reversal of provision during the year	(3,688,636,365)	(5,249,897,983)
Ending balance	**58,478,146,455**	**7,055,170,624**

12. PREPAID EXPENSES

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Short-term:		
Selling expenses related to apartments not yet handed over	1,141,536,744,894	125,717,369,317
Tools and supplies	102,913,017,914	92,926,354,559
Interest expense	23,446,929,828	20,667,325,201
Corporate income tax	207,807,092,577	42,770,778,456
Others	72,325,615,988	51,225,322,493
TOTAL	**1,548,029,401,201**	**333,307,150,026**
Long-term:		
Land rental	163,520,735,608	193,397,545,649
Expenditures for overhaul	37,798,336,027	22,715,049,107
Tools and supplies	1,018,070,710,745	558,191,520,089
Pre-operating expenses	106,227,531,032	136,731,575,820
Rental fee for supermarket areas	36,999,995,943	34,668,669,724
Others	75,278,841,194	73,233,187,079
TOTAL	**1,437,896,150,549**	**1,018,937,547,468**

13. OTHER CURRENT AND NON-CURRENT ASSETS

These mainly include deposits for the development of potential projects or for acquiring shares of other entities. Balances of other current and non-current assets as at 31 December 2015 are as below:

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Short-term:		
Deposits for investment purpose (i)	4,629,328,253,727	783,166,666,670
Dividend advanced to non-controlling shareholders holding preference shares (ii)	598,725,944,622	178,055,416,737
Others	283,467,228,467	283,467,228,467
TOTAL	**5,511,521,426,816**	**1,244,689,311,874**
Long-term:		
Deposits for investment purpose (iii)	3,000,000,000,000	4,800,000,000,000
TOTAL	**3,000,000,000,000**	**4,800,000,000,000**

(i) This mainly consists of:

- A deposits of VND3,000 billion to individual counterparties for the adittional acquisition of shares in an other long-term investments of the Group;
- Other deposits of VND1,405 billion for acquisition of shares.

(ii) These are dividends advanced to non-controlling shareholders holding preference shares of Vincom Retail JSC and Vinmec JSC, subsidiaries of the Group.

(iii) A deposit of VND3,000 billion to a corporate counterparty for securing the right to the investment in a potential real estate project in Hung Yen province.

14. TANGIBLE FIXED ASSETS

Currency: VND

	Buildings and structures	*Machinerie and equipment*	*Means of transportation*	*Office equipment*	*Others*	*Total*
Cost:						
Beginning balance	7,806,549,253,427	3,445,191,671,253	374,143,917,903	295,322,685,148	204,718,916,058	12,125,926,443,789
Additions	7,202,558,715,241	2,529,020,605,821	371,036,139,163	326,019,292,247	234,157,949,540	10,662,792,702,012
In which:						
Newly purchased	*76,914,043,132*	*619,400,835,581*	*286,012,511,642*	*250,880,025,806*	*228,420,853,437*	*1,461,628,269,598*
Newly constructed	*4,329,578,327,508*	*1,139,964,536,458*	-	-	-	*5,469,542,863,966*
Acquisition of subsidiary	*398,273,676,070*	*187,932,819,737*	*85,023,627,521*	*75,139,266,441*	*2,592,267,400*	*748,961,657,169*
Transfer from investment properties (Note 16)	*2,276,750,334,874*	*507,573,629,692*	-	-	-	*2,784,323,964,566*
Other additions	*121,042,333,657*	*74,148,784,353*	-	-	*3,144,828,703*	*198,335,946,713*
Decreases	(462,508,074,364)	(160,764,605,894)	(29,177,990,572)	(78,133,353,460)	(20,439,796,677)	(751,023,820,967)
In which:						
Sold, disposal	*(7,673,728,458)*	*(45,135,084,127)*	*(16,656,185,449)*	*(23,913,701,354)*	*(1,700,449,836)*	*(95,079,149,224)*
Reclassify to investment properties (Note 16)	*(175,014,638,913)*	*(68,240,168,645)*	-	-	-	*(243,254,807,558)*
Other reductions	*(279,819,706,993)*	*(47,389,353,122)*	*(12,521,805,123)*	*(54,219,652,106)*	*(18,739,346,841)*	*(412,689,864,185)*
Ending balance	14,546,599,894,304	5,813,447,671,180	716,002,066,494	543,208,623,935	418,437,068,921	22,037,695,324,834
In which:						
Fully depreciated	*4,470,134,982*	*75,815,842,272*	*3,422,680,248*	*18,029,313,880*	*15,080,906,177*	*116,818,877,559*
Accumulated depreciation:						
Beginning balance	529,681,981,112	810,925,875,132	119,027,352,551	67,612,705,058	72,337,788,287	1,599,585,702,140
Additions	662,178,035,906	529,209,016,598	84,041,288,124	100,114,306,356	49,066,587,838	1,424,609,234,822
In which:						
Depreciation for the year	397,405,057,909	363,193,085,221	54,363,382,832	32,484,118,306	47,726,234,178	*895,171,878,446*
Acquisition of subsidiary	217,929,931,558	95,725,252,815	29,677,905,292	67,630,188,050	108,011,140	*411,071,288,855*
Reclassify from investment properties (Note 16)	46,810,903,271	68,825,891,971	-	-	-	*115,636,795,242*
Other additions	32,143,168	1,464,786,591	-	-	1,232,342,520	*2,729,272,279*
Decreases	(41,218,069,460)	(39,833,838,443)	(4,056,384,465)	(13,540,789,689)	(2,196,615,822)	(100,845,697,879)
In which:						
Sold, disposal	(3,925,679,821)	(9,036,726,983)	(2,544,697,166)	(3,357,798,987)	(543,402,907)	*(19,408,305,864)*
Reclassify to investment properties (Note 16)	(6,902,821,258)	(13,197,155,544)	-	-	-	*(20,099,976,802)*
Other reductions	(30,389,568,381)	(17,599,955,916)	(1,511,687,299)	(10,182,990,702)	(1,653,212,915)	*(61,337,415,213)*
Ending balance	1,150,641,947,558	1,300,301,053,287	199,012,256,210	154,166,221,725	119,207,760,303	2,923,349,239,083
Net carrying amount:						
Beginning balance	7,276,867,272,315	2,634,265,796,121	255,116,565,352	227,709,980,090	132,381,127,771	10,526,340,741,649
Ending balance	13,395,957,946,746	4,513,146,617,893	516,989,810,284	389,022,402,210	299,229,308,618	19,114,346,085,751

Details of tangible fixed assets used as collaterals for borrowings and corporate bonds of the Group are disclosed in Note 26.

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as at 31 December 2015 and for the year then ended

15. INTANGIBLE ASSETS

Currency: VND

	Indefinite land use rights	*Distribution right*	*Definite land use rights*	*Land rental rights*	*E-commerce website (i)*	*Copyrights*	*Computer software*	*Total*
Cost								
Beginning balance (Reclassified)	37,127,969,964	94,000,000,000	201,161,797,247	184,938,875,055	-	2,580,563,961	50,831,721,663	570,640,927,890
Additions	-	-	23,100,660,791	-	275,936,512,654	13,553,500,317	129,088,954,751	441,679,628,513
In which:								
Newly purchased	-	-	*4,918,159,829*	-	-	*13,553,500,317*	*124,128,831,562*	*142,600,491,708*
Newly constructed	-	-	-	-	*275,936,512,654*	-	-	*275,936,512,654*
Acquisition of subsidiary	-	-	*18,182,500,962*	-	-	-	*4,960,123,189*	*23,142,624,151*
Decreases	-	-	(31,547,071,966)	(184,938,875,055)	-	-	(6,541,214,659)	(223,027,161,680)
In which:								
Transfer to construction in progress and inventories	-	-	*(31,547,071,966)*	*(184,938,875,055)*	-	-		*(216,485,947,021)*
Other reductions	-	-	-	-	-	-	*(6,541,214,659)*	*(6,541,214,659)*
Ending balance	37,127,969,964	94,000,000,000	192,715,386,072	-	275,936,512,654	16,134,064,278	173,379,461,755	789,293,394,723
In which:								
Fully depreciated	-	-	-	-	-	*530,358,400*	*15,910,683,465*	*16,441,041,865*
Accumulated amortization								
Beginning balance (Reclassified)	-	18,277,777,778	14,928,792,874	50,104,974,480	-	2,065,791,345	25,674,089,480	111,051,425,957
Additions	-	31,333,333,333	16,318,365,949	-	5,299,744,420	1,052,239,853	27,096,498,593	81,100,182,148
In which:								
Amortization for the year	-	*31,333,333,333*	*6,039,380,610*	-	*5,299,744,420*	*1,052,239,853*	*25,163,206,889*	*68,887,905,105*
Acquisition of new subsidiaries	-	-	*10,278,985,339*	-	-	-	*1,933,291,704*	*12,212,277,043*
Decreases	-	-	(764,039,410)	(50,104,974,480)	-	-	(1,050,496,412)	(51,919,510,302)
In which:								
Transfer to construction in progress and inventories	-	-	*(764,039,410)*	*(50,104,974,480)*	-	-	-	*(50,869,013,890)*
Other reductions	-	-	-	-	-	-	*(1,050,496,412)*	*(1,050,496,412)*
Ending balance	-	49,611,111,111	30,483,119,413	-	5,299,744,420	3,118,031,198	51,720,091,661	140,232,097,803
Net carrying amount:								
Beginning balance	37,127,969,964	75,722,222,222	186,233,004,373	134,833,900,575	-	514,772,616	25,157,632,183	459,589,501,933
Ending balance	37,127,969,964	44,388,888,889	162,232,266,659	-	270,636,768,234	13,016,033,080	121,659,370,094	649,061,296,920

(i) This is the value of Adayroi.com, an e-commerce website of the e-commerce project developed by Vinecom LLC.

Details of intangible assets used as collaterals for borrowings and corporate bonds of the Group are disclosed in Note 26.

16. INVESTMENT PROPERTIES

Currency: VND

	Land use rights	*Buildings and structures*	*Machineries & equipment*	*Total*
Cost:				
Beginning balance (Reclassified)	4,900,170,072,460	9,561,123,746,332	1,875,931,740,895	16,337,225,559,687
Additions	3,332,611,432,929	3,148,005,396,101	1,003,806,281,857	7,484,423,110,887
In which:				
Newly constructed	2,468,696,107,481	2,707,798,798,859	934,729,313,414	6,111,224,219,754
Reclassify from tangible fixed assets (Note 14)	18,144,719,369	156,869,919,544	68,240,168,645	243,254,807,558
Increase due to acquisition of subsidiary	845,770,606,079	283,336,677,698	836,799,798	1,129,944,083,575
Decreases	(658,939,414,165)	(4,236,836,698,845)	(733,377,993,307)	(5,629,154,106,317)
In which:				
Reclassify to inventories	(502,635,280,742)	(2,116,390,497,394)	(225,804,363,615)	(2,844,830,141,751)
Reclassify to tangible fixed assets (Note 14)	(156,304,133,423)	(2,120,446,201,451)	(507,573,629,692)	(2,784,323,964,566)
Ending balance	7,573,842,091,224	8,472,292,443,588	2,146,360,029,445	18,192,494,564,257
Accumulated depreciation:				
Beginning balance (Reclassified)	128,186,307,039	438,015,791,263	371,882,236,859	938,084,335,161
Additions	87,435,729,368	323,843,501,321	219,168,155,437	630,447,386,126
In which:				
Depreciation/amortisation for the year	39,788,099,616	313,237,530,574	205,905,638,306	558,931,268,496
Reclassify from tangible fixed assets (Note 14)	2,584,135,475	4,318,685,783	13,197,155,544	20,099,976,802
Increase due to acquisition of subsidiary	45,063,494,277	6,287,284,964	65,361,587	51,416,140,828
Decreases	(11,032,219,955)	(117,089,132,456)	(75,580,048,152)	(203,701,400,563)
In which:				
Reclassify to inventories	-	(81,310,449,140)	(6,754,156,181)	(88,064,605,321)
Reclassify to tangible fixed assets (Note14)	(11,032,219,955)	(35,778,683,316)	(68,825,891,971)	(115,636,795,242)
Ending balance	204,589,816,452	644,770,160,128	515,470,344,144	1,364,830,320,724
Net carrying amount:				
Beginning balance	**4,771,983,765,421**	**9,123,107,955,069**	**1,504,049,504,036**	**15,399,141,224,526**
Ending balance	**7,369,252,274,772**	**7,827,522,283,460**	**1,630,889,685,301**	**16,827,664,243,533**

16. **INVESTMENT PROPERTIES** (continued)

As at 31 December 2015, the fair value of the Group's investment properties is determined as follows:

(i) By an independent valuer in its draft reports:

Investment properties	*VND Billions*
Vincom Dong Khoi (office component)	4,971
Vincom Dong Khoi (retail component)	4,839
Vincom Mega Mall Royal City	4,754
Vincom Mega Mall Times City	2,612
Vincom Ba Trieu – Tower A & B (retail component)	2,172
Vinhomes Nguyen Chi Thanh (retail component)	1,711
Vincom Mega Mall Thao Dien	1,341
Vincom Ba Trieu – Tower C (retail component)	1,204
Vincom Thu Duc	495
Vincom Ngo Quyen, Da Nang	365
Maximark Cong Hoa	318
Vincom Ha Long	311
Vincom Long Bien	293
Vincom Le Thanh Tong, Hai Phong (retail component)	259
Vinhomes Riverside (school component)	251
Vincom Plaza Viet Tri	209
Vincom Plaza Long Xuyen, An Giang	194
Vincom Center Hung Vuong, Can Tho	173
Building 307-309 Vo Van Ngan	140
Vinhome Royal City (school component)	140
Hoan My Hospital	136
Maximark 3/2	128
Maximark Nha Trang	110
Vinpearl Shopping Mall at Hon Tre island, Vinh Nguyen ward, Khanh Hoa province	84
Maximark Phan Rang	41
Maximark Cam Ranh	24

(i) Estimated by the Group:

Investment properties	*VND Billions*
Residential apartments at Royal City project under long-term lease contract (*)	119
Villas in Vinhomes Riverside eco-urban area	2,448

(*) Land use right and assets on the land of residential apartments of Vinhomes Royal City project under a long-term lease contract are being used as collaterals for the loan of a corporate counterparty.

Details of remaining investment properties used as collaterals for borrowings and corporate bonds of the Group are presented in Note 26.

17. CAPITALISED BORROWING COSTS

During the year, the Group capitalised borrowing costs amounting to VND1,481 billion (for period ended 31 December 2014: VND617 billion). These costs related to specific and general borrowings to finance the real estate projects of the Group.

The capitalised borrowing costs in relation to general borrowings are determined by applying a capitalisation rate of 10.69% per annum on the accumulated weighted average expenditure of the real estate projects. The capitalisation rate used is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the year.

18. CONSTRUCTION IN PROGRESS

Details of construction in progress of the Group are presented as below:

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Vinhomes Star project (*)	3,010,584,175,105	-
Vinhomes Paradise project (*)	1,987,225,173,391	-
Vinhomes Central Park project (*)	1,818,156,762,596	2,663,931,085,123
Vinhomes Riverside 2 project	1,135,894,144,276	40,801,352,790
Thao Dien project (*)	844,666,731,848	1,623,262,808,291
Vinhomes Springlake project (*)	817,972,759,456	-
Vinpearl Premium Golf Land project	668,363,446,429	62,659,288,859
Vincom Xuan Khanh Can Tho project	622,457,582,346	501,086,251,562
Vincom Trung Tu project (*)	586,183,027,208	-
Vinhomes Smart City project (*)	561,485,481,324	442,467,019,372
Vinmec Hospital project	509,750,176,708	65,900,291,896
Vincom Plaza Go Vap project	490,336,000,000	-
Vu Yen island eco-urban area project	410,632,423,817	-
Vinpearl Quy Nhon project (*)	400,452,118,618	377,985,958,115
Vinpearl Phu Quoc project	395,053,725,772	222,041,798,848
Vinhomes Riverside Hai Phong project	309,249,657,518	-
Golf Con Au, Can Tho project	264,421,179,531	-
Vincom Bac Ninh project (*)	261,268,168,755	-
Lang Van project	255,707,579,088	232,705,632,840
Times City project	244,612,364,031	784,581,629,027
Hon Mot project (*)	222,061,969,695	193,759,570,979
Vinpearl Condotel Nha Trang project	215,967,772,182	-
Agricultural projects	197,525,140,937	-
Vinhomes Riverside Hotel project	174,164,560,811	169,299,017,912
Vinpearlland amusement park project	152,192,079,793	-
Tay Ho View project	152,852,323,368	136,450,339,308
Vinpearl Premium Golf Land and Vinpearl Nha Trang Spa projects	137,233,168,277	-
Upgrading system of Vinmart supermarket projects	122,032,432,940	12,721,694,241
Vincom Buon Me Thuot project	101,113,430,230	-
Vincom Plaza Bien Hoa project	100,694,000,000	-
Vinpearl Hoi An project	82,574,687,134	77,195,990,564
Vincom Ha Tinh project	79,461,006,322	-
Vincom Hung Vuong, Hue project	71,638,460,640	-
Vincom Ly Bon Thai Binh project	60,826,885,884	-
E-commerce project	25,899,738,346	96,888,466,776
Vinhomes Gardenia project (*)	-	943,994,136,107
Future Property Invest project	-	85,922,322,766
Vinpearl Ha Long project	-	67,929,253,870
Vinhomes Nguyen Chi Thanh project (*)	-	1,315,763,194,052
Vincom Plaza Long Xuyen An Giang project	-	101,750,000,000
Vincom Thu Duc project	-	602,433,027,000
Vinpearl Premium Nha Trang Bay project	-	168,844,771,919
Other projects	624,585,030,478	419,113,367,514
TOTAL	**18,115,293,364,854**	**11,409,488,269,731**

(*) The construction in progress above include the project development right.

Long-term assets in progress used as collaterals for borrowings and corporate bonds of the Group are disclosed in Note 26.

19. LONG-TERM INVESTMENTS

Currency: VND

	Notes	*Ending balance*	*Beginning balance (reclassified)*
Investments in associates	19.1	6,715,538,162,046	1,030,494,731,370
Other long-term investments	19.2	2,882,019,433,681	1,815,581,443,945
Provision for diminution of long-term investments		-	(3,000,000,000)
TOTAL		**9,597,557,595,727**	**2,843,076,175,315**

19. LONG-TERM INVESTMENTS (continued)

19.1 *Investments in associates*

Details of investment in associates of the Group are presented as follows:

Currency: VND

	Foreign Trade Concrete JSC	*Green City Development JSC*	*Thang Long Real Estate Trading Investment JSC*	*Ho Tay Real Estate JSC (i)*	*Hanoi Breeds JSC*	*Vien Dong Pearl Urban Development Investment Company Limited*	*M.Y.M Fashion JSC*	*Nha Trang Port JSC (ii)*	*Can Gio Tourist City Corporation (iii)*	*Total*
As at 1 January 2015	13,352,690,188	943,022,019,919	20,659,825,905	-	47,351,350,371	6,108,844,987	-	-	-	1,030,494,731,370
Transfer from subsidiary to associate	-	-	-	53,040,424,665	-	-	11,232,107,806	-	-	64,272,532,471
Investment during the year	6,300,000,000	-	150,000,000,000	-	-	513,232,500,000	78,000,000,000	88,532,600,000	4,798,892,080,000	5,634,957,180,000
Shared profit/(loss) in the year	4,757,730,314	36,650,307,406	646,595,225	373,611,330	53,509,316	2,986,615,920	(7,632,093,855)	1,391,478,544	-	39,227,754,200
Disposal of associate	-	-	-	(53,414,035,995)	-	-	-	-	-	(53,414,035,995)
As at 31 December 2015	**24,410,420,502**	**979,672,327,325**	**171,306,421,130**	**-**	**47,404,859,687**	**522,327,960,907**	**81,600,013,951**	**89,924,078,544**	**4,798,892,080,000**	**6,715,538,162,046**

(i) On 19 June 2015, General meeting of shareholders of Ho Tay Real Estate JSC ("Ho Tay JSC") approved the increase in its charter capital from VND75 billion to VND200 billion. As the Group refused to subscribe for the new shares, the Group's equity interest in Ho Tay JSC decreased from 70% to 26.25%. As a result, Ho Tay JSC became an associate of the Group. On 30 December 2015, the Group disposed its whole equity interest in Ho Tay JSC to a corporate counterparty with total consideration of VND53 billion.

(ii) On 24 July 2015, the Group acquired 34.64% equity interest in Nha Trang Port JSC through UPCOM stock exchanges with a total consideration of VND89 billion. On 31 December 2015, the Group is in the process of determining the fair value of net assets of the company at the date of acquisition, and applying provisional accounting method to determine goodwill arisen from this transaction.

(iii) On 28 December 2015, the Group acquired 100% equity interest in Dong Phu Hung - Binh Thuan JSC as presented in Note 4. On 31 December 2015, the Group is in the process of determining the fair value of identifiable net assets of Dong Phu Hung - Binh Thuan JSC at the acquisition date, which includes the investment in Can Gio Tourist City Corporation, an associate, with a book value of VND4,799 billion. The investment in Can Gio Tourist City Corporation is currently provisionally accounted for in the 2015 consolidated financial statements.

19. LONG-TERM INVESTMENTS (continued)

19.1 *Investments in associates* (continued)

Details of the associate and the Group's voting right and equity interest in each entity as at 31 December 2015 are presented as follows:

No.	*Associate*	*Voting right (%)*	*Equity interest (%)*	*Head office*	*Principal activities*
1	Foreign Trade Concrete JSC ("Foreign Trade JSC")	30.00	30.00	223 Nguyen Trong Truyen, Ward 10, Phu Nhuan District , Ho Chi Minh City	Manufacturing and trading concrete
2	Green City Development JSC ("Green City JSC")	49.10	46.75	No.72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City	Real estate development
3	Thang Long Real Estate Trading Investment JSC ("Thang Long JSC")	35.00	35.00	No. 13, Hai Ba Trung, Trang Tien Ward, Hoan Kiem District, Hanoi	Real estate development
4	Hanoi Breeds JSC ("Hanoi Breeds JSC")	37.63	19.53	No. 77 Le Hong Phong, Nguyen Trai Ward, Ha Dong District, Hanoi	Breeding livestock
5	Vien Dong Pearl Urban Development Investment Company Limited ("Vien Dong Pearl LLC")	45.00	45.00	No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City	Real estate development
6	Nha Trang Port JSC ("Nha Trang Port JSC")	34.64	30.59	No. 05 Tran Phu, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa	Seaport operation
7	M.Y.M. Fashion JSC ("M.Y.M. Fashion JSC")	39.00	39.00	No. 07, Bang Lang 1 Street, Vinhomes Riverside Eco-urban area, Viet Hung Ward, Long Bien District, Hanoi	Manufacturing clothes, fabrics wholesaler, readymade garment and shoes
8	Can Gio Tourist City Corporation ("Can Gio Tourist JSC")	34.90	34.36	No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City	Real estate development

19. LONG-TERM INVESTMENTS (continued)

19.1 *Investments in associates* (continued)

	Ending balance		*Beginning balance*	
	Number of shares	*Value (VND)*	*Number of shares*	*Value (VND)*
Foreign Trade JSC	1,800,000	24,410,420,502	900,000	13,352,690,188
Green City JSC	73,650,000	979,672,327,325	73,650,000	943,022,019,919
Thang Long JSC	1,750,000	171,306,421,130	1,750,000	20,659,825,905
Nha Trang Port JSC	8,500,000	89,924,078,544	-	-
Hanoi Breeds JSC	676,800	47,404,859,687	676,800	47,351,350,371
Vien Dong Pearl LLC (*)	(*)	522,327,960,907	(*)	6,108,844,987
M.Y.M Fashion JSC (**)	11,700,000	81,600,013,951	(**)	(**)
Can Gio Tourist JSC	69,798,651	4,798,892,080,000	-	-
TOTAL		**6,715,538,162,046**		**1,030,494,731,370**

(*) These are limited liability companies.

(**) At 31 December 2014, this is a subsidiary of the Group.

19. LONG-TERM INVESTMENTS (continued)

19.2 *Other long-term investments*

Details of other long-term investment of the Group into other entities are presented as follows:

	Ending balance				*Beginning balance(Reclassified)*			
	Number of shares	*Voting right (%)*	*Equity interest (%)*	*Value (VND)*	*Number of shares*	*Voting right (%)*	*Equity interest (%)*	*Value (VND)*
Ecology Developing Investment JSC (i)	54,741,497	18.25	18.25	564,728,918,336	80,470,000	18.25	18.25	1,093,496,443,945
Thanh Nien Media JSC	400,000	3.87	3.87	12,400,000,000	400,000	3.87	3.87	12,400,000,000
8/3 Investment JSC	-	-	-	-	300,000	10.00	10.00	3,000,000,000
Thuan Phong Energy Development JSC	300,000	3.00	3.00	3,000,000,000	300,000	3.00	3.00	3,000,000,000
The Vietnam National Textile and Garment Group	50,000,000	10.00	10.00	552,395,000,000	50,000,000	10.00	10.00	551,685,000,000
Ocean Thang Long JSC	-	-	-	-	15,200,000	13.10	13.10	152,000,000,000
Hochiminh City Service Trading JSC (ii)	56,985,344	19.00	19.00	1,749,495,515,345	-	-	-	-
TOTAL				**2,882,019,433,681**				**1,815,581,443,945**

(i) In 2015, Ecology Developing Investment JSC ("Ecology JSC") was demerged into three companies of Ecology Developing Investment JSC (the surviving entity), Hong Thai Developing Trading Investment LLC ("Hong Thai LLC") and Nam Thai Developing Trading Investment LLC ("Nam Thai LLC"). The Group then contributed additional capital to Ecology JSC with amount of VND488 billion and transferred all equity interest in Hong Thai LLC and Nam Thai LLC to individual counterparties.

(ii) On 5 October 2015, the Group acquired 56,985,344 shares, equivalent to 19% of charter capital in Thanh Pho Ho Chi Minh Investment Service Trading JSC from individual counterparties.

19. LONG-TERM INVESTMENTS (continued)

19.2 Other long-term investments (continued)

Currency: VND

	Note	*Ending balance*	*Beginning balance (Reclassified)*
Long-term deposits (*)		1,522,570,241,813	1,664,157,050,271
In which: current portion of long-term deposits	*6.2*	*(1,522,570,241,813)*	*(497,621,378,611)*
TOTAL		-	**1,166,535,671,660**

(*) Current portion of long-term deposits as at 31 December 2015 represents bank deposits with terms from 19 months to 25 months and earn interest ranging from 7.5% to 7.8% per annum. The historical costs of these deposits equals to their book value.

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20. GOODWILL

Currency: VND

Goodwill on acquisition of subsidiaries	*Cost*				*Accumulated amortisation*				*Net carrying amount*	
	Beginning balance (reclassified)	*Additions*	*Disposed*	*Ending balance*	*Beginning balance (reclassified)*	*Amortisation*	*Disposed*	*Ending balance*	*Beginning balance (reclassified)*	*Ending balance*
Hanoi South JSC	2,246,022,053,760	-	-	2,246,022,053,760	677,817,874,772	224,602,205,376	-	902,420,080,148	1,568,204,178,988	1,343,601,973,612
PFV JSC [1]	567,441,137,177	-	-	567,441,137,177	183,201,261,541	56,744,113,718	-	239,945,375,259	384,239,875,636	327,495,761,918
Sai Dong JSC	2,251,823,291,311	-	-	2,251,823,291,311	357,403,239,420	225,182,329,131	-	582,585,568,551	1,894,420,051,891	1,669,237,722,760
Royal City JSC	1,262,707,762,179	-	-	1,262,707,762,179	412,288,964,308	126,270,776,218	-	538,559,740,526	850,418,797,871	724,148,021,653
Vinpearl Da Nang LLC [2]	221,392,584,812	-	(12,001,862,555)	209,390,722,257	88,491,186,148	21,356,960,498	(5,208,189,785)	104,639,956,861	132,901,398,664	104,750,765,396
Tan Lien Phat JSC	498,584,453,672	-	-	498,584,453,672	4,154,870,447	49,858,445,367	-	54,013,315,814	494,429,583,225	444,571,137,858
Vincommerce JSC [2]	553,898,715,800	-	(132,190,896,880)	421,707,818,920	13,050,764,263	54,440,694,748	(6,454,590,537)	61,036,868,474	540,847,951,537	360,670,950,446
Khanh Gia LLC [3]	219,657,806,517	82,216,262,278	(83,392,604,500)	218,481,464,295	1,143,424,198	21,764,408,313	(230,036,330)	22,677,796,181	218,514,382,319	195,803,668,114
Vinlinks JSC [4]	-	212,916,929,493	-	212,916,929,493	-	14,676,805,602	-	14,676,805,602	-	198,240,123,891
An Phong JSC [4]	-	437,342,855,521	-	437,342,855,521	-	5,783,311,684	-	5,783,311,684	-	431,559,543,837
Vinaconex – Viettel JSC [4]	-	2,220,737,168,894	-	2,220,737,168,894	-	555,184,292	-	555,184,292	-	2,220,181,984,602
Dong Phu Hung – Binh Thuan JSC [4]	-	452,448,609,116	-	452,448,609,116	-	377,040,508	-	377,040,508	-	452,071,568,608
Others	63,532,698,829	116,582,929,237	(172,775,220)	179,942,852,846	8,773,464,503	14,751,899,940	(1,427,894)	23,523,936,549	54,759,234,326	156,418,916,297
TOTAL	7,885,060,504,057	3,522,244,754,539	(227,758,139,155)	11,179,547,119,441	1,746,325,049,600	816,364,175,395	(11,894,244,546)	2,550,794,980,449	6,138,735,454,457	8,628,752,138,992

[1] In 2013, PFV Investment and Trading Joint Stock Company ("PFV JSC"), a subsidiary, was merged into the Company.

[2] In 2015, the Group' s equity interest in these subsidiaries decreased through restructuring transactions, resulting adjustments in the goodwill accordingly.

[3] In 2015, Khanh Gia LLC was merged into Vincom Thu Duc LLC. This company was then merged into South Vincom Retail LLC (previously known as Vincom Center B HCMC LLC).

[4] These goodwill are arisen from business combination transactions during the year as presented in Note 4. As at 31 December 2015, the Group applied provisional accounting method to recognise these goodwill.

21. ADVANCE FROM CUSTOMERS

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Downpayment from customers under real estate sale and purchase agreement	19,365,321,728,392	3,299,807,295,075
Advance from customers under other contracts	855,774,737,625	3,281,471,567,064
Purchase of resettlement apartments	-	*7,908,840,016*
Long-term lease of apartments (i)	*191,433,541,758*	*3,110,184,032,352*
Hospitality services	*168,147,343,315*	*113,443,693,274*
Medical services	*32,924,875,970*	*17,150,880,830*
General construction contracts	*417,955,827,622*	*12,000,000,000*
Education services and others	*45,313,148,960*	*20,784,120,592*
TOTAL	**20,221,096,466,017**	**6,581,278,862,139**
In which:		
Advance from customers	*20,221,096,466,017*	*6,575,973,160,023*
Advance from related parties (Note 37)	-	*5,305,702,116*

(i) This represents an advance under the long-term apartment lease contract signed between Royal City JSC and a corporate customer on 1 August 2013 with term of 50 years since the contract date. In case of finding customers who have demand of purchasing apartments, this contract will be amended or terminated.

22. STATUTORY OBLIGATIONS

Currency: VND

	Beginning balance	*Payables for the year*	*Payment made in the year*	*Ending balance*
Payables				
Value added tax	128,974,462,211	2,425,085,574,674	(1,910,883,738,142)	643,176,298,743
Corporate income tax (Note 36)	503,959,105,076	1,578,521,354,312	(1,421,314,104,431)	661,166,354,957
Personal income tax	25,209,166,721	305,891,355,779	(278,024,237,438)	53,076,285,062
Land use fee and land rental fee payable	371,099,590,034	1,899,169,627,264	(2,099,659,452,048)	170,609,765,250
Foreign contractor tax arising from acquring of shares transactions	-	112,752,577,813	-	112,752,577,813
Others	7,862,005,712	212,089,133,933	(182,331,193,101)	37,619,946,544
TOTAL	1,037,104,329,754	6,533,509,623,775	(5,892,212,725,160)	1,678,401,228,369

	Beginning balance	*Receivables for the year*	*Collected in the year*	*Ending balance*
Receivables				
Value added tax	549,937,309,384	193,717,192,768	(83,626,959,038)	660,027,543,114
Overpayment of corporate income tax	23,626,601,879	(5,196,237,134)	-	18,430,364,745
Others	19,522,343,674	(14,901,823,340)	-	4,620,520,334
TOTAL	593,086,254,937	173,619,132,294	(83,526,959,038)	683,078,428,193

23. SHORT-TERM ACCRUED EXPENSES

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Construction costs	3,833,550,276,538	1,254,563,464,393
Accrued costs for properties transferred	1,481,238,686,362	709,720,429,437
Interests	830,480,551,017	1,412,328,936,912
Commission fee	170,787,321,201	8,989,887,304
Severance allowance	15,976,951,769	9,361,134,676
Other accrued expenses	588,861,352,093	101,582,477,169
TOTAL	**6,920,895,138,980**	**3,496,546,329,891**
Of which:		
Short-term accrued expenses due to related parties (Note 37)	*6,476,650,924*	*301,388,889*
Other short-term accrued expenses	*6,914,418,488,056*	*3,496,244,941,002*

24. UNEARNED REVENUE

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Short-term		
Apartments/villas management services	194,671,051,737	36,276,517,999
Education services	365,247,876,157	303,886,910,031
Lease of villa management services	148,083,223,337	-
Office leasing	97,876,548,628	115,135,246,409
Others	250,859,319,417	47,015,166,277
TOTAL	**1,056,738,019,276**	**502,313,840,716**
Long-term		
Apartments/villas management services	1,198,094,154,929	1,074,639,325,548
Education services	90,716,093,933	296,574,236,223
Lease of villa management services	1,319,975,110,242	-
Office leasing	7,668,595,322	58,815,202,020
Others	66,957,578,042	41,467,822,449
TOTAL	**2,683,411,532,468**	**1,471,496,586,240**

25. OTHER PAYABLES

25.1 Other short-term payables

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Payment from customers under deposit, loan and other agreements (i)	24,902,889,733,089	7,847,174,664,786
Other short-term payables	3,651,256,298,590	1,984,454,635,106
Deposits by tenants to be refunded within the next 12 months (Note 25.2)	*198,735,029,285*	*126,677,298,798*
Deposits by counterparties for purchase of the Group's investments	*1,142,312,091,675*	*494,312,091,675*
Payables for acquisition of shares (ii)	*1,082,421,151,363*	-
Payables for collection on behalf	*226,536,581,710*	*150,466,699,390*
Dividends payable	*66,146,583,977*	*38,062,015,345*
Social insurance payable	*12,765,259,655*	*6,572,609,862*
Payable to customers due to cancellation of contracts	*189,536,276,226*	*104,206,086,965*
Apartment maintenance fund held on behalf of customers	*460,188,180,130*	*604,895,150,936*
Payables to customers due to early termination of lease contracts	*23,010,241,318*	*271,317,937,777*
Others	*249,604,903,251*	*187,944,744,358*
	28,554,146,031,679	**9,831,629,299,892**
In which:		
Other short-term payables	*28,517,060,118,470*	*9,830,007,590,431*
Other short-term payables to related parties (Note 37)	*37,085,913,209*	*1,621,709,461*

(i) Including:

- Deposit and loan contracts with total amount of VND16,567 billion from customers for the purpose of signing apartment/villas sale and purchase contracts in real estate projects of the Group;

- Deposits with total amount of VND8,130 billion from corporate counterparties under Deposit Agreements for the purpose of signing Business Cooperation Contract in relation to the development of Vinhomes Central Park project. Following terms of Deposit Agreements, the Group has used a number of apartments being developed in Vinhomes Central Park project as collaterals for these deposits.

(ii) Including:

- Payables to a third party with total amount of VND670 billion to purchase shares of An Phong JSC, after offsetting receivables from this counterparty;

- Payables to a corporate counterparty with total amount of VND413 billion to acquire equity interest in Metropolis Hanoi LLC.

25. OTHER PAYABLES (continued)

25.2 Other long-term liabilities

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Long-term		
Deposits from tenants	585,877,406,008	415,027,848,581
In which: Deposits from tenants to be refunded within the next 12 months (Note 25.1)	*(198,735,029,285)*	*(126,677,298,798)*
	387,142,376,723	**288,350,549,783**
Payment under the office lease contract at Vincom Center Dong Khoi (i)	3,988,274,000,000	4,612,274,000,000
Other long-term liabilities	30,788,236,251	41,562,659,358
TOTAL	**4,406,204,612,974**	**4,942,187,209,141**

(i) This is the advance from a customer under the Vincom Center Dong Khoi Office Lease Contract signed between Times Trading LLC and a corporate customer with lease term to 2058.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
as at 31 December 2015 and for the year then ended

26. LOANS AND FINANCE LEASES

26.1 Short-term loans

Currency: VND

	Notes	*Beginning balance*		*Movement during the year*		*Ending balance*	
		Balance (reclassified)	*Payable amount*	*Increase*	*Decrease*	*Balance*	*Payable amount*
Current portion of long-term loans from banks	*26.2.1*	1,176,868,123,531	1,176,868,123,531	2,130,548,540,783	(2,702,946,745,656)	604,469,918,658	604,469,918,658
Short-term loans from banks	*26.1.1*	-	-	5,707,884,582,328	(5,347,436,706,892)	360,447,875,436	360,447,875,436
Others	*26.1.2*	122,200,000,000	122,200,000,000	614,103,292,607	(276,603,292,607)	459,700,000,000	459,700,000,000
TOTAL		**1,299,068,123,531**	**1,299,068,123,531**	**8,452,536,415,718**	**(8,326,986,745,155)**	**1,424,617,794,094**	**1,424,617,794,094**
In which:							
Short-term loans from related parties	*37*	*10,000,000,000*	*10,000,000,000*	*475,000,000,000*	*(60,300,000,000)*	*424,700,000,000*	*424,700,000,000*
Others		*1,289,068,123,531*	*1,289,068,123,531*	*7,977,536,415,718*	*(8,266,686,745,155)*	*999,917,794,094*	*999,917,794,094*

26. LOANS AND FINANCE LEASES (continued)

26.1 Short-term loans (continued)

26.1.1 Short-term loans from banks

	Ending balance				
Lender	*USD*	*VND equivalent*	*Maturity date*	*Interest rate*	*Collateral*
Vietnam Technological and Commercial Joint Stock Bank	8,255,975	186,007,121,932	6 months from disbursement date	Upon each disbursement	(i)
Bank for Investment and Development of Vietnam – Quang Trung Branch	2,610,482	58,840,271,482	6 months from disbursement date	Upon each disbursement	(i)
Vietnam Joint Stock Commercial Bank for Industry and Trade – Ho Chi Minh City Branch 1		38,326,794,490	From 4 January 2016 to 4 March 2016	5.8% per annum	None
Bank for Investment and Development of Vietnam – Ho Chi Minh City Branch		31,254,098,398	From 12 February 2016 to 13 April 2016	6.5% per annum	None
Maybank Vietnam		22,324,853,471	From 11 January 2016 to 9 June 2016	From 6% to 6.25% per annum	None
Joint Stock Commercial Bank for Foreign Trade of Vietnam – Binh Tay Branch		19,451,714,857	From 3 February 2016 to 3 May 2016	From 5.6% to 6.0% per annum	(ii)
Others		4,243,020,806	6 months from disbursement date	From 6% to 7.5% per annum	None
TOTAL	10,866,457	360,447,875,436			

(i) These loans are guaranteed by the Company to pay irrevocable letter of credit of VinEco LLC and VinEco Tam Dao LLC.

(ii) This loan is secured by term deposit contract under asset collateral contract owned by An Phong JSC.

26.1.2 Other short-term loans

Including unsecured loans from an individual counterparty and a related party (Note 37) bearing interest rates of 15% and 7% per annum respectively.

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans

Currency: VND

	Notes	*Beginning balance*		*Movement during the year*		*Ending balance*	
		Balance (reclassified)	*Payable amount*	*Increase*	*Decrease*	*Balance*	*Payable amount*
Long-term loans from bank	26.2.1	8,068,650,703,392	8,068,650,703,392	6,417,772,995,895	4,090,186,743,855	10,396,236,955,432	10,396,236,955,432
Convertible loan	26.2.1	413,789,273,050	413,789,273,050	25,489,669,349	-	439,278,942,399	439,278,942,399
International syndicated loan	26.2.1	2,408,630,311,357	2,408,630,311,357	141,197,472,852	2,549,827,784,209	-	-
Corporate bonds	26.2.2	17,209,995,159,443	17,209,995,159,443	9,778,699,214,831	4,701,525,747,118	22,287,168,627,156	22,287,168,627,156
TOTAL		**28,101,065,447,242**	**28,101,065,447,242**	**16,363,159,352,927**	**11,341,540,275,182**	**33,122,684,524,987**	**33,122,684,524,987**

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans (continued)

26.2.1 Long-term loans from banks

Lender	*Ending balance* *USD*	*VND equivalent*	*Maturity date*	*Interest rate*	*Collateral*
Bank for Investment and Development of Vietnam – Quang Trung Branch		535,448,500,948	From 18 January 2019 to 31 December 2024	12-month VND saving rate + 1% to 4.5% per annum	(i)
In which: current portion		*(147,363,803,719)*			
Bank for Investment and Development of Vietnam – Khanh Hoa Branch	298,931	86,822,061,438	12 March 2017	Fixed rate 6.5% and 12-month VND saving rate + 4% per annum	(ii)
In which: current portion	*(200,400)*	*(64,196,199,349)*			
Vietnam Joint Stock Commercial Bank for Industry and Trade		4,825,888,573,496	From 6 January 2016 to 29 July 2024	Equivalent VND saving rate + 3.5% to 6% per annum	(iii)
In which: current portion		*(319,234,594,615)*			
Joint Stock Commercial Bank for Foreign Trade of Vietnam		4,158,076,407,775	From 7 May 2020 to 30 May 2029	Fixed rate 7% and equivalent VND saving rate + 3% to 3.6% per annum	(iv)
In which: current portion		*(73,675,321,108)*			
Saigon Thuong Tin Joint Stock Commercial Bank		1,394,471,330,500	23 May 2019	Fixed rate 11.5% in the first 12 months. From 13th month onwards: equivalent VND saving rate + 4% per annum	(v)
Foreign convertible loan	20,000,000	439,278,942,465	24 October 2019	Fixed rate 8.75%	(vi)
TOTAL	20,098,531	10,835,515,897,831			

(i) Bank for Investment and Development of Vietnam – Quang Trung Branch

The first loan is secured by the land use right and the assets on the land, real estates, medical equipments of Vinmec International General Hospital at 458 Minh Khai street, Vinh Tuy ward, Hai Ba Trung district, Hanoi.

The second loan is secured by the land use right and the assets on the land, real estates, rights and other benefits relating to Vinmec International General Hospital Nha Trang project and financial guarantee from a subsidiary.

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans (continued)

26.2.1 Long-term loans from banks (continued)

(ii) Bank for Investment and Development of Vietnam – Khanh Hoa Branch

This loan is secured by 19,502,210 shares owned by the Company in Vinpearl JSC and 10,103,098 shares owned by Vinpearl Hoi An LLC (Note 29.5).

(iii) Vietnam Joint Stock Commercial Bank for Industry and Trade

The first loan is secured by all asset rights, benefits, compensation and other payments in relation to Vinhomes Central Park project at present and in the future, excluding those collateral assets presented in Note 26.2.1 - (iv).

The second loan is secured by all properties of Vinhomes Riverside project developed and owned by Sai Dong JSC, a subsidiary, a real estate developer including all renovation and other assets already constructed, or to be formed in future, excluding the villa, shopping mall areas, school and other components belong to the project; land use right for the 145 ha of land at Vinhomes Riverside project but do not include E3, E6, G1, G2 and a part of G3; all assets formed by the project expenditure; all asset rights, benefits, compensation and other payments in relation to Vinhomes Riverside project at present and in the future; 25,281,780 shares of Vingroup JSC owned by a subsidiary (Note 29.5); land use right and assets on the land at No.7 Tran Phu street, Nha Trang city, Khanh Hoa province; all rights arising from the transfer agreement of land use rights with attached infrastructure between Sai Dong JSC and a number of secondary investors.

The third loan is secured by land use rights and assets on land at No. 4A Hoang Viet street, Ward 04, Tan Binh district, Ho Chi Minh city; and assets rights arising from a business cooperation contract signed between An Phong JSC and Dong Hai One Member LLC.

The fourth loan is secured by land use rights and assets attached to it, as well as all machineries, equipments under Maximark Phan Rang shopping mall project of An Phong JSC.

(iv) Joint Stock Commercial Bank for Foreign Trade of Vietnam

The first loan is secured by the land use rights and assets on the land of Tan Cang Sai Gon Complex project ("Vinhomes Central Park project"); Buildings constructed on the land area of Vinhomes Central Park project, including B5.1-3; B5.2 areas and other assets constructed on these areas, exluding the apartment component belong to B5.1-1, B5.1-2, B5.1-3, B5.1-5, B5.1-6, B5.3 and other assets which are constructed permanently on these areas; All other rights, benefits, reimbursements and other payments received or will be received in exchange or replacement for any rights and assets mentioned above.

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans (continued)

26.2.1 Long-term loans from banks (continued)

(iv) Joint Stock Commercial Bank for Foreign Trade of Vietnam (continued)

The second loan is secured by the rights, ownership and benefits of an owner in relation to its charter capital contribution in Vinpearl Phu Quoc LLC; Any dividends declared by Vinpearl Phu Quoc LLC but not yet paid to an owner; The construction works of Project Stage 1 of the Vinpearl Phu Quoc project excluding the villa component; Mortage assets under loan contract No. 01/2010/HDTC/VCB-VPLDN ("Primary contract") dated 6 September 2010 and appendix PL01-01/2014/HDTC/VCB.HGM-VPLDN after being released from all liabilities associated to the Primary contract; Mortgage contracts relating to Project Vinpearl Phu Quoc Stage 1 along with the entire accounts receivable and contract rights arising from the mortgage contracts; The entire rental and other fees that customers or users of services in the components of Phase 1 of the Project have to pay; Insurance contracts and proceeds from insurance contracts; The entire bank accounts and their balances; All approvals issued now or in the future for the benefit of Vinpearl Phu Quoc LLC; Machineries and equipment owned by Vinpearl Phu Quoc LLC; Intellectual property rights and all other intangible assets of Vinpearl Phu Quoc LLC not belong to intellectual property rights.

The third loan is secured by machineries and equipments associated with Vinpearl Ha Long Luxury Resort project; Rights to receive the insurance benefits according to insurance contracts related to Vinpearl Ha Long Luxury Resort; and financial guarantee from the Company.

The fourth loan is secured by machineries used in business operations of Maximark District 2 and all assets associated with Homyland 2 project of An Phong JSC.

(v) Saigon Thuong Tin Joint Stock Commercial Bank

Collateral for this loan includes property rights arising from the sales and purchase contracts of 111 villas in Vinhomes Riverside Eco-urban Area owned by Vinhomes 1 LLC and conveyance documents of these sale and purchase contracts.

(vi) Convertible loan from WP Investments III B.V. ("Warburg Pincus") and Credit Suisse AG, Singapore Branch ("Credit Suisse")

These are loans from Credit Suisse and Warburg Pincus under Convertible Loans Agreement between Vincom Retail JSC, a subsidiary and two counterparties in 2013 and 2014 with the amount of USD15 million and USD5 million respectively, equivalent to VND376,600,000,000 and VND112,250,000,000, respectively (not excluding borrowing costs incurred). These convertible loans bear an interest rate of 8.75% per annum and can be fully or partially converted into preference shares of Vincom Retail JSC three months after the earlier of (i) the completion date of issuing preference shares of Vincom Retail JSC to Credit Suisse and Warburg Pincus; and (ii) 31 March 2014. As at 31 December 2015, this loan has not been converted into preference shares of Vincom Retail JSC.

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans (continued)

26.2.2 Corporate bonds

(a) Domestic corporate bonds

Currency: VND

Lender	*Ending balance*	*Term and maturity*	*Interest rate*	*Collaterals*
Vietnam Joint Stock Commercial Bank for Industry and Trade	3,484,743,905,651	From 3 years to 4.5 years	12-month interest paid-in-arrears VND saving rates (+) 3% to 6% per annum	(i)
Bank for Investment and Development of Vietnam	981,666,450,740	From 3 years to 5 years	12-month interest paid-in-arrears VND saving rates (+) 5.5% per annum	(ii)
Vietnam Technological and Commercial Joint Stock Bank	11,694,039,772,462	From 2 years to 5 years	12-month interest paid-in-arrears VND saving rates (+) 4% to 5% per annum	(iii)
Bank for Foreign Trade of Vietnam	1,787,037,548,000	5 years	6-month interest paid-in-arrears VND saving rates (+) 4% per annum	(iv)
TOTAL	**17,947,487,676,853**			

(i) Vietnam Joint Stock Commercial Bank for Industry and Trade

The first bond is secured by assets owned by subsidiaries, including (*) 2 schools in T35, T36 at the Vinhomes Times City Project; (**) Land lot No. 01 under the map No. 171/2014/TD.BD with an area of 4,302m2, land lot No. 01 under the map No. 172/2014/TD.BD with an area of 6,949m2, land lot No. 01 under the map No. 173/2014/TD.BD with an area of 2,138m2 at An Vien project, Vinh Nguyen ward, Nha Trang city, all assets, rights and benefits formed and to be formed on and related to these lands; (***) Land lot with an area of 151,362m2 at Area 7, Hon Tre island, Vinh Nguyen ward, Nha Trang city, all assets, rights, benefits formed and to be formed on and related to these lands including construction work for 6-star Luxury hotel, Spa Luxury complex and other supporting components; and other rights, benefits related to the land and its associated assets.

The second bond is secured by assets on the land which are part of the shopping mall (including parking areas) at Tower A, B, and C of Vincom Ba Trieu project, owned by North Vincom Retail LLC, a subsidiary.

(ii) Bank for Investment and Development of Vietnam

This bond is secured by: the asset on the land of Vincom Mega Mall Royal City including parking areas; Vincom Mega Mall Royal City's revenue account and all incomes and benefits arising from employing the assets on the land.

26. LOANS AND FINANCE LEASES (continued)

26.2 Long-term loans (continued)

26.2.2 Corporate bonds (continued)

(a) Domestic corporate bonds (continued)

(iii) Vietnam Technological and Commercial Joint Stock Bank

The first bond is secured by the trading center, service and underground parking of Vincom Dong Khoi Tower, 11,322,000 shares of the Company owned by Vinpearl JSC, a subsidiary (Note 29.5);

The second bond is secured by real estates, estates and rights arising from: (*) land lot No. 00 at CC-1 and CC-2 (KT-A Area) at the An Vien project, Vinh Nguyen - Vinh Truong ward, Nha Trang city, Khanh Hoa province with total area of 3,997m2; (**) land lot No.01, under the map No. 673/2011/TD.BD, land lot No. 01 (Area C, D, E, F, G), under the map No 1702/2015SDD, land lot No. 01 (Area B), under the map No 1703/2015SDD at Hon Tre Island, Vinh Nguyen ward, Nha Trang city, Khanh Hoa province with total area of 1,603,910m2; (***) all associated assets on land of VAP Project and 5-star hotel Project (including mortgaged land), which are not exclusively reserved for Vinpearl Luxury Nha Trang and Villas area at Hon Tre island, Nha Trang city, Khanh Hoa province; and (****) all asset rights (excluding asset rights related to Vinpearl Luxury Nha Trang Project and Villas area), and all other rights, benefit, reimbursement right on other payments granted to these subsidiaries;

The third bond is secured by guarantee obligation of a subsidiary.

(iv) Joint Stock Commercial Bank for Foreign Trade of Vietnam

This bond is secured by land use rights of Vinpearl Nha Trang Bay Resport & Villas and Vinpearl Premium Land (except for the villas areas of these projects), all machineries, equipment of Vinpearl Nha Trang Bay Resort & Villas, as well as financial guarantee of the Company.

(b) International bonds

International bonds with face value of USD200 million were issued in November 2013 for a maturity term of 4.5 years. These bonds are unsecured, bearing fixed interest rate of 11.625% per annum and the interest is paid twice a year.

The group issued these bonds to meet the needs of working capital and providing capital for real estate projects and other projects of the Group.

27. SHORT-TERM PROVISION

Currency: VND

	Ending balance	*Beginning balance (reclassified)*
Warranty provision	120,697,938,748	99,627,506,502
TOTAL	**120,697,938,748**	**99,627,506,502**

Warranty provision

Based on the past experience of the level of repairment for apartments and villas sold, the Group recognised a warranty provision for expenses which may occur in relation to apartments and villas sold during the year.

28. CONVERTIBLE BOND

Convertible bonds amounting to USD300 million were issued in April and July 2012 with a term of 5 years. This type of bond is unsecured, bearing fixed interest rate of 5% per annum.

Management has assessed that there is no equity component in these convertible bonds (since there is no known fixed number of shares to be converted on issue date) and as a result, has recognised the entire convertible bonds as financial liabilities.

Following the terms of these convertible bonds, the bondholders have the right to convert the bonds into ordinary shares of the Company at the price which is subject to annual adjustment on 3 October, starting on 3 October 2012 until 3 October 2016. The balance of these bonds as at 31 December 2015 is USD106,300,000.

Currency: USD

		Movement during the year			
	Beginning balance	*New issuance*	*Converted to shares*	*Due but not yet converted*	*Ending balance*
Value	163,200,000	-	(56,900,000)	-	106,300,000

28. CONVERTIBLE BOND (continued)

Currency: VND

	Current year	*Previous year (Reclassified)*
Initial recognition of convertible bond after deducting issuance costs	5,939,186,943,335	5,939,186,943,335
Equity component	-	-
Liability component at initial recognition	5,939,186,943,335	5,939,186,943,335
Add: Accumulated amortisation of bond issuance costs		
Beginning balance	162,522,147,579	87,116,756,481
Amortisation in the year	132,515,669,668	75,405,391,098
Ending balance	295,037,817,247	162,522,147,579
Minus: Accumulated conversion at the end of the year	(4,048,330,000,000)	(2,859,120,000,000)
Add: Unrealised foreign exchange loss arising from revaluation of ending balance	182,189,341,667	89,583,200,000
Add: Realised foreign exchange loss during the year	14,317,658,333	10,111,800,000
Liability component at the end of the year	**2,382,401,760,582**	**3,342,284,090,914**

During the year, the bondholders converted bonds amounting to USD59,900,000 into 37,269,063 ordinary shares at VND39,000/share for the period from 1 January to 25 April 2015 and at VND31,000/share from thereon. Consequently, issued share capital of the Company increased by VND372,690,630,000 and share premium of the Company increased by VND710,507,720,930.

As at 31 December 2015, the remaining balance of unconverted bonds was USD106,300,000. From 22 January to 25 February 2016, the bondholders have converted all of these remaining bonds balance into ordinary shares of the Company. Accordingly, USD106,300,000 are converted into 71,666,764 ordinary shares at the conversion price of VND31,000/share. Consequently, share capital of the Company increased by VND716,667,640,000 (equivalent to 71,666,764 ordinary shares at par value of VND10,000/share).

29. OWNER'S EQUITY

29.1 Increase and decrease in owner's equity

Currency: VND

	Issued share capital	*Share premium*	*Treasury shares*	*Other funds belonging to owners' equity*	*Undistributed earnings*	*Non-Controlling Interests (reclassified)(i)*	*Total*
Previous year *(Reclassified)*							
Beginning balance	9,296,036,790,000	1,781,641,494,624	(4,351,625,014,572)	17,845,114,930	7,727,938,813,282	4,314,623,590,896	18,786,660,789,160
- Net profit for the year	-	-	-	-	3,158,582,676,074	617,463,065,409	3,776,045,741,483
- Increase from convertible bonds	722,201,960,000	2,095,118,040,000	-	-	-	-	2,817,320,000,000
- Other funds	-	-	-	5,000,000,000	(5,000,000,000)	-	-
- Capital contribution from non-controlling interests	-	-	-	-	-	2,948,518,325,753	2,948,518,325,753
- Re-issuance of treasury shares	-	29,926,107,875	1,376,700,940,088	-	-	1,110,846,866	1,407,737,894,829
- Investment in new subsidiaries	-	-	-	-	-	1,771,122,364,556	1,771,122,364,556
- Piecemeal acquisition of equity interest in existing subsidiaries	-	-	-	-	-	(1,683,527,470,290)	(1,683,527,470,290)
- Partial disposal of existing subsidiaries	-	675,848,507,568	-	-	-	(453,311,293,506)	222,537,214,062
- Disposal of subsidiaries	-	-	-	-	-	(3,223,906,441)	(3,223,906,441)
- Stock dividends	4,527,312,230,000	-	-	-	(4,527,312,230,000)	-	-
- Dividend declared to non-controlling interests	-	-	-	-	-	(735,179,143,566)	(735,179,143,566)
- Cash dividends	-	-	-	-	(1,844,966,743,620)	-	(1,844,966,743,620)
- Dividends advanced to non-controlling interests in 2013	-	-	-	-	(288,851,000,000)	288,851,000,000	-
- Other decreases	-	-	-	-	(356,390,149)	-	(356,390,149)
Ending balance	**14,545,550,980,000**	**4,582,534,150,067**	**(2,974,924,074,484)**	**22,845,114,930**	**4,220,035,125,587**	**7,066,647,379,677**	**27,462,688,675,777**
Current year							
Beginning balance	14,545,550,980,000	4,582,534,150,067	(2,974,924,074,484)	22,845,114,930	4,220,035,125,587	7,066,647,379,677	27,462,688,675,777
- Net profit for the year	-	-	-	-	1,215,774,826,080	285,700,617,371	1,501,475,443,451
- Increase from convertible bonds (Note 28)	372,690,630,000	710,507,720,930	-	-	-	-	1,083,198,350,930
- Other funds	-	-	-	5,000,000,000	(5,000,000,000)	-	-
- Stock dividends (ii)	3,763,639,260,000	-	-	-	(3,763,639,260,000)	-	-
- Capital contribution from non-controlling interests	-	-	-	-	-	7,544,319,623,168	7,544,319,623,168
- Investment in new subsidiaries	-	-	-	-	-	635,327,457,691	635,327,457,691
- Piecemeal acquisition of equity interest in existing subsidiaries	-	-	-	-	(172,893,467,524)	47,496,474,797	(125,396,992,727)
- Partial disposal of existing subsidiaries without loss of control	-	477,565,957,602	-	-	(70,917,138,764)	(273,278,149,441)	133,370,669,397
- Disposal of subsidiaries	-	-	-	-	-	(136,460,041,659)	(136,460,041,659)
- Dividend declared to non-controlling interests	-	-	-	-	-	(553,515,146,415)	(553,515,146,415)
- Adjustment for profit after tax attributable to non-controlling interest in prior year	-	-	-	-	178,055,416,737	(178,055,416,737)	-
- Deferred taxed assets arising from treasury shares held by subsidiaries (Note 36.3)	-	28,119,635,709	-	-	-	3,715,537,715	31,835,173,424
Ending balance	**18,681,880,870,000**	**5,798,727,464,308**	**(2,974,924,074,484)**	**27,845,114,930**	**1,601,415,502,116**	**14,441,898,336,167**	**37,576,843,213,037**

29. OWNER'S EQUITY (continued)

29.1 Increase and decrease in owner's equity (continued)

(i) Included:

- Capital contributions of VND5,925 billion (equivalent to USD279 million) from Warburg Pincus and Credit Suisse into Vincom Retail JSC, a subsidiary, in accordance with the agreements signed between the Company, Vincom Retail JSC and other companies within the Group with Warburg Pincus and Credit Suisse on 28 May 2013 and 12 July 2013 together with subsequent amendments. In which, capital contribution in the year is VND2,152 billion (equivalent to 99 million USD). Vincom Retail JSC issued preference shares and ordinary shares to Warburg Pincus and Credit Suisse. Preference shares issued by Vincom Retail JSC are dividend preference shares, convertible into the ordinary shares of Vincom Retail JSC and entitled to other privileges.

  Pursuant to the Mortgage Agreement between Vincom Retail JSC, Warburg Pincus and Credit Suisse dated 12 July 2013 and subsequent amendments in relation to the issuance of preference shares by Vincom Retail JSC and convertible loans as presented in Note 26.2.1, the entire equity interest of Vincom Retail JSC in Vincom Center Ba Trieu LLC, Vincom Center B HCMC LLC, Hai Phong Land LLC and 50% equity interest in Vincom Megamall Times City LLC have been used as collaterals for irrevocably guaranteeing the Group's obligations under the transaction documents and Founders and the Group's obligations in relation to the put options granted to Warburg Pincus and Credit Suisse. As at 31 December 2015, the Group is in discussion with Warburg Pincus and Credit Suisse on the replacement of the collaterals mentioned above with the entire equity interest held by Vincom Retail JSC in North Vincom Retail LLC since the above companies have been merged into North Vincom Retail LLC.

- Captial contributions of VND3,235 billion from Continental Pacific Invesment LLC ("Continental Pacific LLC") in Vinmec JSC, a subsidiary, in accordance with the agreements signed between Vinmec JSC and other companies with Continental Pacific LLC on 10 December 2015. Vinmec JSC issued preference shares and ordinary shares to Continental Pacific LLC. Preference shares issued by Vinmec JSC are dividend preference shares, convertible into ordinary shares of Vinmec JSC and entitled to other privileges. Pursuant to the Mortgage Agreement between Royal City JSC, a subsidiary, and Continental Pacific LLC on 10 December 2015 in relation to the issuance of preference shares of Vinmec JSC, all investments of Royal City JSC in Vincom Retail JSC are used as collaterals to guarantee Vinmec JSC's obligations under the transaction documents and for the Founders and a corporate counterparty's obligations in relation to put options granted to Continental Pacific LLC.

(i) On 23 April 2015, the General Shareholder Meeting of the Company adopted the Resolution No. 01/2015/NQ-DHDCD-VINGROUP on the declaration of stock dividends at the ratio of 1,000:258 (each existing shareholder owning 1,000 shares will receive dividends of 258 shares). Accordingly, the number of additional shares that the Company issued was 376,363,926 under the Notification No. S26/2015-VIC/VSD dated 6 July 2015 of the Securities Depository Center.

29. OWNER'S EQUITY (continued)

29.2 Capital transactions with owners

Currency: VND

	Current year	*Previous year*
Issued share capital		
Beginning balance	14,545,550,980,000	9,296,036,790,000
Increase	4,136,329,890,000	5,249,514,190,000
Decrease	-	-
Ending balance	18,681,880,870,000	14,545,550,980,000

29.3 Dividend

Currency: VND

	Current year	*Previous year*
Dividend declared and paid during the year	**3,763,639,260,000**	**6,372,278,973,620**
Dividend declared after the date of reporting period and not yet recognised as liability as at 31 December 2015	-	-
Cash dividend per ordinary share	-	*1,844,966,743,620*
Stock dividend per ordinary share (in 2015: VND2,580 per share; in 2014: VND4,870 per share)	*3,763,639,260,000*	*4,527,312,230,000*

29.4 Ordinary and preference shares

	Ending balance	*Beginning balance*
Authorised shares	1,868,188,087	1,454,555,098
Issued shares	1,868,188,087	1,454,555,098
Ordinary shares	*1,868,188,087*	*1,454,555,098*
Preference shares	-	-
Shares in circulation	1,735,156,855	1,348,806,899
Ordinary shares	*1,735,156,855*	*1,348,806,899*
Preference shares		-
Repurchased shares (treasury shares)	133,031,232	105,748,199
Ordinary shares	*133,031,232*	*105,748,199*
Preference shares	-	-

Par value of the outstanding ordinary share is VND10,000 per share (in 2014: VND10,000 per share).

29. OWNER'S EQUITY (continued)

29.5 Treasury shares

As at 31 December 2015, the number of shares of the Company held by the subsidiaries and associates is as follows:

- Vinpearl JSC held 66,217,327 shares, in which 19,502,210 shares are used as collaterals for the loan of Vinpearlland LLC, a subsidiary (Note 26.2.1) and 11,322,000 shares are used as collaterals for the bond obligation as presented in Note 26.2.2.
- Royal City JSC, a subsidiary, held 44,439,583 shares; in which 25,281,780 shares are used as collaterals for the loan of Sai Dong JSC, a subsidiary, from Vietnam Joint Stock Commercial Bank for Industry and Trade (Note 26.2.1) and 3,045,214 shares are used as collaterals for the loan obligations of the Company and the Groups's subsidiaries.
- Vinpearl Hoi An LLC, a subsidiary, held 13,642,392 shares, in which 10,103,098 shares are used as collaterals for the bank loan of Vinpearlland LLC (Note 26.2.1).
- Xavinco JSC, a subsidiary, held 8,731,930 shares; in which 3,793,000 shares are used as collaterals for future contractual obligations of the Company.

30. REVENUES

30.1 Revenue from sale of goods and rendering of services

Currency: VND

	Current year	*Previous year (reclassified)*
Gross revenue	**34,054,968,884,836**	**27,726,701,600,235**
of which:		
Revenue from sale of inventory property	*21,179,148,427,947*	*21,771,825,649,847*
Revenue from sale of goods in supermarkets, convenience stores and retail outlets	*4,312,995,120,187*	*422,544,558,414*
Revenue from rendering hotel, amusement park and related services	*2,847,874,120,764*	*2,115,560,587,606*
Revenue from leasing activities and rendering related services	*2,655,125,765,258*	*2,193,750,851,580*
Revenue from rendering construction and related services	*1,028,312,653,853*	*17,788,745,325*
Revenue from rendering hospital and related services	*770,606,961,951*	*656,565,516,769*
Revenue from rendering education and related services	*514,231,160,146*	*229,548,890,248*
Others	*746,674,674,730*	*319,116,800,446*
Less sales deduction	**(7,002,571,734)**	**(3,068,229,199)**
Net revenue	**34,047,966,313,102**	**27,723,633,371,036**
of which:		
Revenue from sale of inventory property	*21,179,148,427,947*	*21,771,825,649,847*
Revenue from sale of goods in supermarkets, convenience stores and retail outlets	*4,305,993,748,453*	*421,051,494,099*
Revenue from rendering hotel, amusement park and related services	*2,847,874,120,764*	*2,113,985,422,722*
Revenue from leasing activities and rendering related services	*2,655,125,765,258*	*2,193,750,851,580*
Revenue from rendering construction and related services	*1,028,312,653,853*	*17,788,745,325*
Revenue from rendering hospital and related services	*770,605,761,951*	*656,565,516,769*
Revenue from rendering education and related services	*514,231,160,146*	*229,548,890,248*
Others	*746,674,674,730*	*319,116,800,446*
In which		
Sales to others	*33,950,819,883,198*	*27,669,720,554,184*
Sales to related parties	*97,146,429,904*	*53,912,816,852*

30. REVENUES (continued)

30.2 Revenue and expense relating to investment properties

Currency: VND

	Current year	*Previous year (reclassified)*
Rental income from investment properties	2,655,125,765,258	2,193,750,851,580
Direct operating expenses of investment properties that generated rental income during the year	1,299,884,812,167	949,593,718,246
Direct operating expenses of investment properties that did not generate rental income during the year	13,930,867,408	4,990,754,151
Income from trading of investment properties	-	298,601,954,166

30.3 Finance income

Currency: VND

	Current year	*Previous year*
Interest income	1,637,439,302,366	1,135,822,131,296
Disposal of held-for-trading securities (Note 6.1)	38,910,393,500	-
Realised foreign exchange gain	30,813,033,113	25,073,872,348
Dividend income	8,460,239,107	6,283,198,881
Re-measurement of previously hold equity interest in an associate	-	49,000,000,000
Disposal of other investments	208,207,626,821	111,050,324,885
Other financial income	7,689,485,415	18,792,563,626
TOTAL	**1,931,520,080,322**	**1,346,022,091,036**

31. COST OF GOODS SOLD AND SERVICES RENDERED

Currency: VND

	Current year	*Previous year (Reclassified)*
Cost of inventory property sold	12,594,041,335,413	13,691,661,203,482
Cost of goods sold in supermarkets, convenience stores and retail outlets	3,762,913,601,872	396,763,214,198
Cost of rendering hotel, amusement park and related services	2,214,225,322,491	1,275,315,373,836
Cost relating to the leasing activities and rendering related services	1,313,815,679,575	954,584,472,397
Cost of rendering construction and related services	1,024,524,980,366	17,786,966,450
Cost of rendering hospital and related services	552,822,011,722	490,626,247,256
Cost of rendering education and related services	351,757,050,359	143,803,619,760
Others	524,833,579,693	314,370,382,537
TOTAL	**22,338,933,561,491**	**17,284,911,479,916**

32. FINANCE EXPENSES

Currency: VND

	Current year	*Previous year*
Loan interest	2,402,860,475,537	2,711,269,664,974
Amortisation of loan arrangement and bond issuance costs	319,079,813,333	205,141,970,088
Realised foreign exchange losses	145,703,080,204	3,958,699,850
Unrealised foreign exchange losses	392,125,548,103	153,521,258,290
Provision (reversal)/provision for diminution in value of investments	(16,848,788,998)	25,260,645,258
Early settlement discount	-	124,052,174,708
Loss on transfer of equity interest in other entities	942,277,735	256,429,191,919
Others	38,212,510,062	11,418,981,973
TOTAL	**3,282,074,915,976**	**3,491,052,587,060**

33. SELLING AND GENERAL AND ADMINISTRATIVE EXPENSES

Currency: VND

	Current year	*Previous year*
Selling expenses during the year		
- Labor costs	609,393,418,962	91,994,748,152
- External services expense	1,593,620,134,637	355,945,073,967
- Others	754,812,122,840	291,392,654,058
	2,957,825,676,439	**739,332,476,177**
General and Administrative expenses during the year		
- Labor costs	1,110,047,951,059	403,091,427,652
- Depreciation and amortisation	973,405,400,852	710,198,947,399
- External services expense	1,069,392,897,794	550,394,812,290
- Expense for charity and supportive activities	360,568,804,205	298,584,453,672
- Others	409,358,100,202	208,447,282,449
	3,922,773,154,112	**2,170,716,923,462**
TOTAL	**6,880,598,830,551**	**2,910,049,399,639**

34. OTHER INCOME AND OTHER EXPENSES

Currency: VND

	Current year	*Previous year (Reclassified)*
Other income	**283,039,374,788**	**241,964,963,890**
Gains from disposal of fixed assets	35,700,385,497	24,328,372,540
Penalties received	70,708,814,696	171,712,796,402
Gains from bargain purchase on business combination (Note 4)	123,824,134,645	-
Others	52,806,039,950	45,923,794,948
Other expenses	**948,045,248,993**	**207,155,661,595**
Loss from disposal of fixed assets	72,547,843,357	21,224,154,155
Contract penalties and other fines	838,917,328,631	151,817,772,986
Others	36,580,077,005	34,113,734,454
NET OTHER PROFIT (LOSS)	**(665,005,874,205)**	**34,809,302,295**

35. PRODUCTION AND OPERATING COSTS

Currency: VND

	Current year	*Previous year (Reclassified)*
Raw materials	5,631,331,843,325	879,029,080,377
Cost of developing inventory properties	22,299,459,268,555	10,082,169,661,584
Labour costs	2,273,760,802,057	1,694,145,663,642
Depreciation and amortisation	2,339,355,227,442	1,577,833,100,022
Expenses for external services	4,006,701,892,764	1,561,742,854,969
Others (excluding finance expenses)	2,374,341,291,041	940,236,561,463
TOTAL	**38,924,950,325,184**	**16,735,156,922,057**

36. CORPORATE INCOME TAX

The statutory corporate income tax ("CIT") rate applicable to the Company and its subsidiaries is 22%, except for the following entities:

- Vinpearl Nha Trang LLC, Vinpearl Phu Quoc LLC and Vinpearlland LLC (branches in Nha Trang and Phu Quoc) apply the incentive tax rate of 5%.
- Vinmec JSC applies the incentive tax rate of 10%;
- VinEco LLC applies the incentive tax rate of 15%;
- Phu Quoc Tourism JSC, Vineco Tam Dao LLC và Vinschool LLC are in the tax exemption period;
- A number of entities in the Group whose the previous year turnover of less than VND20 billion are applying tax rate of 20%.

The tax returns filed by the Company and its subsidiaries are subject to examination by the tax authorities. As the application of tax laws and regulations is susceptible to varying interpretations, the amounts reported in the consolidated financial statements could be changed at a later date upon final determination by the tax authorities.

36. CORPORATE INCOME TAX (continued)

36.1 CIT expense

Currency: VND

	Current year	*Previous year*
Current tax expense	1,424,642,826,631	1,653,273,503,894
Deferred tax income	(74,017,304,681)	(19,638,606,879)
	1,350,625,521,950	**1,633,634,897,015**

36.2 Current tax

The current CIT payable is based on taxable profit for the current year. The taxable profit of the Group for the year differs from profit as reported in the consolidated 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 not taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted by the balance sheet date.

Reconciliation between the profit before tax and taxable profit is presented below:

36. CORPORATE INCOME TAX (continued)

36.2 Current tax (continued)

Currency: VND

	Current year	*Previous year (Reclassified)*
Profit before tax	**2,852,100,965,401**	**5,409,680,638,498**
Adjustments to increase/(decrease) accounting profit		
Dividend income	(8,460,239,107)	(6,283,198,881)
Share in (profit)/loss of associates	(39,227,754,200)	8,770,659,254
Gain from acquisition of subsidiaries	(123,824,134,645)	-
Reversal of provision for the investment in subsidiary	-	(74,376,020,041)
Gain from re-measurement of previously held equity interest in associate	-	(49,000,000,000)
Difference in loss/(profit) from acquisition and disposal of equity interest without changing control in subsidiaries between consolidated and separate financial statements	63,205,309,373	291,421,328,258
Difference in profit from disposal of equity interest in Nam Thai and Hong Thai LLC between consolidated and separate financial statements	(159,143,561,819)	-
Difference in profit from disposal of subsidiaries with loss of control between consolidated and separate financial statements	(22,508,391,039)	787,985,225
Revaluation of land use right for villa sold at Vinpearl Da Nang LLC	5,256,244,987	15,768,734,962
Interest expenses on loans corresponding to un-contributed chartered capital	50,357,254,274	42,237,330,451
Amortisation of land development right	1,218,786,344,912	84,087,059,015
Amortisation of goodwill on consolidated financial statements	816,364,175,395	649,042,000,804
Unrealised profit of subsidiaries	331,037,131,619	104,711,429,420
Donations	158,874,222,631	285,865,183,534
Profit from re-issuing treasury shares held by subsidiaries	-	14,872,172,856
Taxable income from merger between the Company and PFV JSC	-	163,090,875,120
Gain/(loss) from changing in capital contribution amount in subsidiaries	113,562,667,611	(99,305,922,543)
Unallocated loss from merger of subsidiaries	632,542,971,011	-
Loss from merger of subsidiaries	(778,781,518,336)	-
Revert amortisation of issuance cost of preference shares issued by a subsidiary	(30,079,843,225)	(26,416,980,585)
Adjustment of the profit related to Tri An program	(13,636,008,429)	(50,234,514,279)
Allocation of revaluation of assets arising from mergers	(1,132,845,814,925)	-
Others	44,159,375,675	46,722,887,059
Losses of subsidiaries	2,212,671,473,948	1,186,581,865,797
Tax loss carried forward	(60,012,625,116)	(215,557,714,205)
Estimated current taxable profit	**6,130,398,245,996**	**7,782,465,799,719**
In which:		
Taxable profit subject to 22% tax rate (normal business activities and other activities)	1,647,457,168,838	1,558,013,085,123
Taxable profit subject to 22% tax rate (real estate activities)	4,613,750,710,512	5,766,957,895,424
Taxable profit subject to 20% tax rate	62,252,432,906	14,888,632,763
Taxable profit subject to 10% tax rate (hospitality activities)	159,161,197,699	451,531,057,425
Taxable profit subject to 0% tax rate (education activities)	53,297,622,250	14,360,822,188
Losses ineligible for offsetting against taxable income	(405,520,886,309)	(23,285,693,204)
Estimated current Corporate Income Tax	**1,405,832,339,830**	**1,659,624,448,015**

36. CORPORATE INCOME TAX (continued)

36.2 Current tax (continued)

Currency: VND

	Current year	*Previous year (reclassified)*
Estimated current Corporate Income Tax	**1,405,832,339,830**	**1,659,624,448,015**
Adjustment for CIT incentive	(9,380,219,059)	(22,576,552,871)
Adjustment for CIT from re-issue of treasury shares by subsidiaries	-	(3,271,878,027)
Adjustment for under accrual of tax from previous years	28,190,705,860	19,497,486,777
Net estimated current Corporate Income Tax charged to the consolidated income statement	**1,424,642,826,631**	**1,653,273,503,894**
CIT payables at the beginning of year	503,959,105,076	896,557,840,180
CIT over paid at the beginning of year	(23,626,601,879)	-
Adjustment for CIT from re-issue of treasury shares by subsidiaries	-	3,271,878,028
CIT obligation arising from acquisition of new subsidiaries	9,930,175,099	4,315,419,967
Other adjustments	(12,864,621,733)	(15,880,611,827)
Provisional CIT for down payment from customers	214,960,761,914	43,836,133,922
Finalised CIT for down payment from customers	(52,951,550,462)	(194,473,147,303)
CIT paid during the year	(1,421,314,104,431)	(1,910,568,513,664)
CIT payable at the end of the year	**642,735,990,215**	**480,332,503,197**
In which:		
CIT payable at the end of the year (Note 22)	*661,166,354,957*	*503,959,105,076*
CIT overpaid at the end of the year	*(18,430,364,742)*	*(23,626,601,879)*

36. CORPORATE INCOME TAX (continued)

36.3 Deferred tax

The following are the deferred tax assets and deferred tax liabilities recognised by the Group, and the movements thereon, during the current and previous year:

Currency: VND

	Consolidated balance sheet		*Consolidated income statement*	
	Ending balance	*Beginning balance*	*Current year*	*Previous year*
Deferred tax assets				
Temporary difference of unrealised profit from internal transactions inside the Group	80,540,170,317	23,036,514,474	57,503,655,845	23,036,514,474
Selling expenses allowable for capitalisation for tax purpose in current year	13,013,856,584	-	13,013,856,584	-
Temporary difference relating to treasury shares held by subsidiaries (Note 29.1)	31,835,173,424	-	-	-
Difference relating to assets used as capital contribution to subsidiaries	27,177,901,153	28,080,276,384	(902,375,231)	(859,956,016)
Temporary difference relating to reduction in value of assets used as capital contribution to ISADO	11,250,599,073	-	11,250,599,073	-
Temporary differences in internal capital contribution to Vincom Long Bien LLC	4,542,935,175	4,635,648,138	(92,712,963)	4,635,648,138
Accrued advertising expenses and other expenses for sold investment properties	-	-	-	(12,755,197,365)
Temporary difference relating to Vincom Center Ba Trieu – Tower C	-	-	-	18,667,899,251
Others	1,797,321,735	831,973,191	965,348,544	(96,495,723)
Deferred tax liabilities				
Differences in internal capital contribution to Vincom Megamall Times City	(12,544,961,545)	(24,496,832,647)	11,951,871,101	(24,496,832,647)
Differences arising from fair value adjustment of assets acquisition from Khanh Gia JSC	-	(77,223,969,220)	-	-
Differences in revaluation of Vinpearl Da Nang LLC' assets at acquisition date	(47,631,013,288)	(49,106,901,690)	1,475,888,403	3,893,761,097
Deferred tax liabilities relating to bond issuance cost in subsidiaries	(3,210,666,000)	-	(3,210,666,000)	-
Temporary difference from revaluation of project development right of Hon Mot Project	(13,510,761,290)	(16,563,124,040)	3,052,362,750	7,613,285,672
Temporary difference of the unearned revenue in Tri An-Tan Gia program	(19,832,420,863)	-	(19,832,420,863)	-
Differences arising from fair value adjustment of assets as acquisition of An Phong JSC (*)	(265,728,153,616)	-	-	-
Differences arising from fair value adjustment of assets as acquisition of Dong Phu Hung Binh Thuan JSC (*)	(2,927,921,312)	-	-	-
Differences arising from fair value adjustment of assets as acquisition of Hanoi Entertainment Culture Sport Center JSC(*)	(106,823,200,000)	-	-	-
Others	(2,136,854,561)	(978,752,000)	(1,158,102,562)	-
Net deferred tax liabilities	**(304,187,995,014)**	**(111,785,167,410)**		
Deferred tax income			**74,017,304,681**	**19,638,606,879**
Reflected in the consolidated financial statements as follows:				
Deferred tax assets	170,157,957,461	56,584,412,185		
Deferred tax liabilities	(474,345,952,476)	(168,369,579,595)		
Net deferred tax liabilities	**(304,187,995,015)**	**(111,785,167,410)**		

(*)These are deferred tax liabilities arising from business combination transactions, presented in Note 4.

36. CORPORATE INCOME TAX (continued)

36.4 *Unrecognised deferred tax*

Tax losses carried forward

The Company and its subsidiaries are entitled to carry each individual tax loss forward to offset against taxable profits arising within five years subsequent to the year in which the loss was incurred. At the balance sheet date, the Company and its subsidiaries had aggregated accumulated tax losses of VND4,600 billion available for offset against future taxable profits.

These are estimated tax loss as per the Company and its subsidiaries' corporate income tax declarations which have not been audited by the local tax authorities as of the date of these consolidated financial statements. No deferred income tax assets were recognised in respect of the accumulated tax losses because future taxable profit of these subsidiaries cannot be ascertained at this stage.

37. TRANSACTIONS WITH RELATED PARTIES

Significant transactions with related parties during the year were as follows:

Related parties	*Relationship*	*Transactions*	*Current year VND*	*Previous year VND*
Vietnam Investment Group Joint Stock Company	Under common owners	Receivables from transfer of properties	-	163,028,002,628
		Collection from transfer of properties	(163,028,002,628)	-
Green City Development JSC	Associate	Advance for business cooperation contract	-	266,500,000,000
		Borrowings	-	(300,000,000,000)
		Repayment of principal	-	300,000,000,000
		Lending	500,000,000,000	-
		Collection of loans principal	(500,000,000,000)	-
Hanel One Member LLC	Major shareholder of subsidiary (up to 18 August 2014)	Dividend payable	-	(285,000,000,000)
		Dividend paid	-	285,200,000,000
		Collection of deposits for purchasing share	-	(200,000,000,000)
		Borrowings	-	(240,000,000,000)
		Payable for share acquisition	-	(564,144,000,000)
		Payment for share acquisition	-	564,144,000,000
Vien Dong Pearl LLC	Associate	Borrowings	(475,000,000,000)	(10,000,000,000)
		Repayment of principal	60,300,000,000	-
Foreign Trade Concrete JSC	Associate	Payable for purchase of concrete	(113,586,469,600)	-
		Payment for purchase of concrete	97,033,262,542	-
Kindheart Foundation	Under common owners	Charity expenses payable	(201,694,581,574)	(287,168,365,249)
		Charity expenses transferred	69,100,359,367	296,399,766,898

37. TRANSACTIONS WITH RELATED PARTIES (continued)

Terms and conditions of transactions with related parties:

During the year, the Group provided unsecured loans to related parties at interest rates of 7% per annum, and received loans from related parties at interest rates of 7% per annum. These unsecured loans is to be settled in cash or offsetting against receivables/liabilities.

During the year the Group also sold/purchased goods and rendering/purchased services to/from related parties based on the price offered to third parties.

During the year, the Group has not made provision for doubtful debts relating to amounts due from related parties (31 December 2014: nil). This assessment is undertaken each financial period through the examination of the financial position of the related parties and the market in which the related parties operate.

Amounts due to and due from related parties as at 31 December 2015 were as follows:

Related parties	*Relationship*	*Transactions*	*Ending balance VND*	*Beginning balance VND*
Short-term trade receivables (Note 7.1)				
Vietnam Investment GroupJoint Stock Company	Under common owners	Receivable from transfer of properties	-	163,028,002,628
		Services fee receivables	3,438,885,092	-
Kindheart Foundation	Under common owners	Construction fee receivables	68,893,191,610	27,409,932,592
		Receivables from medical tests	1,056,070,017	2,181,926,786
Other related parties	Other related parties	Services fee receivables	3,329,029,126	102,075,132
			76,717,175,845	**192,721,937,138**
Short-term loan receivables (Note 8)				
Thang Long JSC	Associate	Short-term loans	55,204,181,818	16,204,181,818
			55,204,181,818	**16,204,181,818**
Other receivables (Note 9)				
Other related parties	Other related parties	Other receivables	5,432,460,002	725,964,500
Kindheart Foundation	Under common owners	Charity expenses receivables	5,526,579,317	109,756,106,884
			10,959,039,319	**110,482,071,384**
Short-term trade payables				
Foreign Trade JSC	Associate	Payables for construction materials	14,494,336,920	-
			14,494,336,920	-
Advance from customers (Note 21)				
Other related parties	Other related parties	Down payment for apartments in Times City and Royal City project	-	5,305,702,116
			-	**5,305,702,116**

37. TRANSACTIONS WITH RELATED PARTIES (continued)

Related parties	*Relationship*	*Transactions*	*Ending balance VND*	*Beginning balance VND*
Short-term accrued expenses (Note 23)				
Vien Dong Pearl LLC	Associate	Interest payables	5,025,300,000	301,388,889
Other related parties	Other related parties	Other payables	1,451,350,924	-
			6,476,650,924	**301,388,889**
Other short-term payables (Note 25)				
Key members of management	Key members of management	Down payments for beach villas of Vinpearl Phu Quoc Project	17,556,468,800	-
M.Y.M Fashion JSC	Associate (since 10 Dec 2015)	Centralized cash flow management payable	18,178,161,051	-
		Payable for collection on behalf	86,238,674	
Other related parties	Other related parties	Other receivables	1,265,044,684	1,621,709,461
			37,085,913,209	**1,621,709,461**
Short-term loans (Note 26.1)				
Vien Dong Pearl LLC	Associate	Short-term loans	424,700,000,000	10,000,000,000
			424,700,000,000	**10,000,000,000**

Details on loans and interest rate to related parties are as follows:

Related parties	*Relationship*	*Interest rate*	*Maturity date*	*Collateral*	*Lending receivables VND*
Short-term loan receivables (Note 8)					
Thang Long JSC	Associate	7% per annum	2 December 2016	None	55,204,181,818
					55,204,181,818

Details on loans and interest rate from related parties are as follows:

Related parties	*Relationship*	*Interest rate*	*Maturity date*	*Collateral*	*Lending receivables VND*
Short-term loans (Note 26)					
Vien Dong Pearl LLC	Associate	7% per annum	5 May 2016	None	424,700,000,000
					424,700,000,000

Transactions with other related parties

Remuneration to members of the Board of Directors and Board of Management of the Company:

Currency: VND

	Current year	*Previous year*
Salaries and bonus	24,709,478,446	19,220,752,820
	24,709,478,446	**19,220,752,820**

38. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing net profit/(loss) after tax for the year attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit/(loss) after tax attributable to ordinary shareholders of the Group (after adjusting for dividend on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and share data used in the basic and diluted earnings per share computations:

Currency: VND

	Current year	*Previous year (Restated)*
Net profit after tax attributable to ordinary shareholders	1,215,774,826,080	3,158,582,676,074
Net profit attributable to ordinary shareholders adjusted for the effect of dilution	**1,215,774,826,080**	**3,158,582,676,074**
Weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share	1,536,160,288	872,698,394
Effect of bonus issues in July 2015	376,363,926	376,363,926
Effect of bonus issues in July 2014	-	418,098,151
Weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share	**1,912,524,214**	**1,667,160,471**
Basic earnings per share	**636**	**1,895**
Diluted earnings per share	**636**	**1,895**

Convertible bonds (Note 28), preference shares and convertible loans issued by Vincom Retail JSC, a subsidiary, could potentially dilute basic earnings per share in the future, but they were not included in the calculation of diluted earnings per share because they are anti-dilutive for the years presented.

39. COMMITMENTS AND CONTINGENCIES

Capital expenditure commitments relating to on-going real estate projects

The Group has entered into a number of contracts relating to the development of some real estate projects. The remaining commitment on these contracts amounted to approximately VND20,478 billion as at 31 December 2015, in which commitments related to land use right are VND 786 billion.

Commitment under operating leases where the Group is a lessor

The Group, as lessor, lets out office, retail and mixed use spaces under operating lease agreements. The future minium rental receivables under the agreement as at the balance sheet date are as follows:

Currency: VND

	Ending balance	*Beginning balance*
Less than 1 year	1,550,500,448,342	1,213,400,118,896
From 1 to 5 years	2,605,382,920,856	1,930,482,028,651
More than 5 years	1,770,642,136,912	1,360,077,632,919
TOTAL	**5,926,525,506,110**	**4,503,959,780,466**

Under the business co-operation contract signed in February 2012 between the subsidiaries within the Group and Thien Huong Investment JSC ("Thien Huong") regarding the school operation in Vinhomes Riverside and Vinhomes Royal City projects, the Group is entitled to share of Thien Huong's revenue, which is equal to 15% of revenue and can be adjusted according to the agreement. The duration of the co-operation agreement is from February 2012 to the end of August 2043.

Commitment under operating leases where the Group is a lessee

The Group, as lessee, entered into certain operating lease agreements with the minimum lease commitments under these agreements at 31 Dec 2015 as follows:

Currency: VND

	Ending balance	*Beginning balance*
Less than 1 year	385,904,000,252	351,658,622,267
From 1 to 5 years	1,315,048,177,986	655,215,574,220
More than 5 years	3,858,014,544,056	3,797,111,323,359
TOTAL	**5,558,966,722,294**	**4,803,985,519,846**

Under the co-operation contracts signed in May 2015 between An Phong JSC and a corporate counterparty regarding the co-operation in constructing and exploiting Dong Tan Shopping Mall Project, this corporate counterparty will be entitled to the adjusted rental fee. Duration of the contract is 35 years from the completion and finalization date of the project; after that, two parties sign lease contract.

39. **COMMITMENTS AND CONTINGENCIES** (continued)

Other commitments

Commitments related to the real estate project at 233 and 233B Nguyen Trai, Thanh Xuan, Hanoi

In accordance with the co-operation agreement dated 20 April 2015 between Xavinco JSC and a corporate counterparty regarding the development of a real estate project, Xavinco JSC committed to provide financial support to the counterparty carrying out relocation with an amount of VND71 billion as well as to provide loan to this counterparty to make capital contribution into Xalivico JSC with an amount of VND130 billion. The remaining commitments as at 31 December 2015 are VND166 billion.

Commitments under the contract to purchase shares of VEFAC JSC

According to the Share Transfer Contract for strategic investor signed between the Company and VEFAC One Member LLC dated 13 March 2015, the Company committed to raise 100% of financing source for the development of National Exhibition Center Project following the approved master plan. The Company also commits to complete phase 1 of National Exhibition Center Project within 3 years of receiving the site except for objective conditions.

Commitment for site clearance compensation for Vu Yen Island project

Pursuant to the Official Letter No. 3070/UBND-DC2 on the advance for site clearance and land compensation for Vu Yen Island Project, a complex of entertainment facilities, residential areas and ecological park in Hai An ward and Thuy Nguyen district, Hai Phong City, the Group committed to perform site clearance and land compensation amounted to VND351.8 billion. As at 31 December 2015, the remaining commitments amount are VND132.5 billion.

Commitment for site clearance and land compensation for Vinhomes Riverside Hai Phong Urban Area

Pursuant to the Official Letter No. 2294/QD-UBND of Hong Bang District People Committee dated 17 November 2015 on the approval of site clearance and land compensation for Hai Phong Cement Urban Area project at Thuong Ly ward, Hong Bang district, the Group committed to site clearance and land compensation amounted to VND728.3 billion. As at 31 December 2015, the remaining commitements amount are VND428.3 billion.

Commitments for the share transfer of an associate from individuals

Under deposit contracts for share transfer dated 25 November 2015 between the Group and individuals, the Company commits to purchase 40% voting shares of the associate's share capital. The value of this contract is VND1,320 billion. As at 31 December 2015, the Company has transferred the deposits to these individuals which amounted to VND400 billion.

39. COMMITMENTS AND CONTINGENCIES (continued)

Other commitments (continued)

Commitments for the additional share transfer of long-term investment of the Group

Under deposit contracts for share transfer dated 25 November 2015 between the Company and individual counterparties, the Company commits to purchase 125,923,258 shares, equivalent to 41.97% of charter capital of a company which is currently a long-term investment of the Group. The value of this contract is VND3,194 billion. As at 31 December 2015, the Company has transferred the deposits to these individuals which amounted to VND3,000 billion.

Commitment for the share transfer in a potential project

Under deposit contracts between Vincom Retail JSC, a subsidiary, and a corporate counterparty in Hanoi, Vincom Retail JSC commits to acquire the entire shares of a company which will be established with the aim of developing shopping mall project in Co Nhue ward, Bac Tu Liem district, Hanoi city after all signing contract conditions are completed.

Commitments for the additional share transfer of an existing subsidiary from counterparties

According to share transfer contract dated 28 September 2015 between the Company and an individual counterparty, the Company commits to acquire 26,379,686 shares, equivalent to 31.72% of an existing subsidiary's share capital. The value of this contract is VND852.7 billion. As at 31 December 2015, this transaction has not been completed and the Company has not paid the consideration of this transaction.

Commitment to results of the auction of shares in batches

According to the announcement of shares auction in batches on 31 December 2015 of the Ho Chi Minh City Stock Exchange, Dong Phu Hung - Binh Thuan JSC, a subsidiary, have successfully bidded 45,695,000 shares of a State-owned Company which operates in construction field. Remaining amount to be paid under this announcement is VND320.4 billion.

39. COMMITMENTS AND CONTINGENCIES (continued)

Other commitments (continued)

Commitments related to business cooperation and leasing contracts of An Phong JSC

Under the business co-operation contract and the lease contracts of a number of commercial centers between An Phong JSC and corporate counterparties in Ho Chi Minh City and Dong Nai, An Phong JSC commits to transfer back the construction and fixed equipment attached to the existing structure to the lessors or the counterparties without any additional conditions at the end of the contract period.

Commitment to transfer a certain part of Vincom Ba Trieu Tower A&B

On 31 July 2006, the Company had transferred certain parts of the Vincom City Towers to a corporate counterparty. According to the Transfer Agreement, the Group has committed to transfer the ownership of the following investment properties to this corporate counterparty on 20 July 2052:

(i) The ownership of half of the commercial area (from 1st floor to 6th floor of Vincom City Towers (the "Towers"), except for the reception and elevator waiting area of 160m2 on the 1st floor); and

(ii) The ownership of 31.156% of the basement 1 and basement 2 of the towers.

Commitment to the Hanoi People's Committee ("HPC")

In accordance with Decision No.1853/QD-UBND dated 22 April 2011 issued by the HPC, Sai Dong JSC is obligated to return land lot No. G4-HH16 (with an estimated area of 43,542m2) and land lot No. G4-NT (with an estimated area of 5,293m2) in the Vinhomes Riverside project to the HPC for building kindergartens.

Commitment under interest support contracts to buyers of apartments at Vinhomes Royal City project

Royal City JSC has entered into three-party (3) agreements with the buyers of the apartments at Vinhomes Royal City project and certain banks who provide loans to these customers to finance for their apartment purchase. Under this agreement, there are some key terms as follows:

(i) The banks will provide loans to the buyers to finance for the purchase of the apartments at Royal City; and

(ii) In case the buyers breach the terms and conditions of the loan agreement signed with the banks, Royal City JSC might be required by the banks to buy back the apartments at a price of at least 80% of the amount of down payments received by Royal City JSC under the apartment sale agreement.

40. SEGMENT INFORMATION

For the management purpose, the operating businesses are organised and managed separately according to the nature of the products and services provided, and consist of business segments as follows:

- Sales of inventory properties: including developing and trading apartments and villas at real estate projects of the Group as well as other investment activities in real estate sector;
- Leasing investment properties and related services: including leasing of office and retail areas and rendering related services at investment properties owned by the Group;
- Hospitality, entertainment and related services: including provision of hotel and related services at the hotels and resorts owned by the Group;
- Health care and related services: including provision of health care and related services at Vinmec International General Hospital;
- Education and related services: including provision of education and related services at Vinschool system and Vinacademy of the Group;
- Retail services: including provision of retailing and supermarket, convenience stores; fashion showrooms; and
- Others: including provision of management, construction services, security, agriculture and other services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
as at 31 December 2015 and for the year then ended

40. SEGMENT INFORMATION (continued)

The following tables present revenue and profit and certain assets and liability information regarding the Group's business segment as at 31 Dec 2015 and the same fiscal year ended.

Currency: VND

	Sales of inventory properties	*Leasing investment properties and related services*	*Hospitality, entertainment and other services*	*Health care and related services*	*Education and related services*	*Retail services*	*Others*	*Adjustment and elimination*	*Total*
Net revenue									
Net sale to external customers	21,179,148,427,947	2,655,125,765,258	2,847,874,120,764	770,605,761,951	514,231,160,146	4,305,993,748,453	1,774,987,328,583	-	34,047,965,313,102
Net inter-segment sales (1)	-	850,111,255,083	464,069,508,360	15,633,050,742	46,894,633,522	2,208,951,791,935	7,471,388,184,883	(11,057,048,424,525)	-
Net total revenue	21,179,148,427,947	3,505,237,020,341	3,311,943,629,124	786,238,812,693	561,125,793,668	6,514,945,540,388	9,246,375,513,466	(11,057,048,424,525)	34,047,965,313,102
Results									
Depreciation and amortization	100,874,571,752	458,507,413,184	460,483,888,160	148,113,189,361	25,101,485,382	323,036,880,315	6,873,523,894	-	1,522,991,052,048
Share in profit/loss of associates	45,414,860,194	-	1,391,478,544	-	-	(7,578,584,538)	-	-	39,227,754,200
Segment profit/(loss) (2)	6,174,861,834,750	1,368,494,771,966	(140,509,261,243)	(90,643,874,579)	87,822,714,692	(1,610,549,072,792)	858,459,408,663	(3,795,835,556,056)	2,852,100,965,401
Assests									
Investment in associates	6,496,609,209,864	-	89,924,078,544	-	-	129,004,873,638	-	-	6,715,538,162,046
Capital expenditure	6,862,452,727,850	4,306,792,777,837	5,762,322,502,878	1,823,225,828,637	112,475,058,169	2,289,101,339,504	8,579,822,904	-	21,164,950,057,779
Total assests (3)	56,248,072,470,817	26,715,981,177,526	15,260,298,680,402	2,834,470,320,509	327,527,272,723	8,319,664,283,026	2,282,046,163,124	33,506,612,210,092	145,494,672,578,219
Total liabilities (4)	45,465,420,419,647	8,876,595,115,394	8,575,497,722,022	217,894,879,960	494,178,720,546	1,075,423,483,717	3,299,887,212,371	39,912,931,811,525	107,917,829,365,182

40. **SEGMENT INFORMATION** (continued)

1. Net inter-segment sales are eliminated in consolidation.

2. Segment profit does not include finance income (VND1,931,520,080,322), finance expense (VND3,282,074,915,976), other income (VND283,039,374,788) and other expense (VND948,045,248,993).

3. Segment assets do not include deferred tax assets (VND170,157,957,461), short-term investments (VND11,142,979,590,895), short-term loan receivables (VND1,696,059,531,426), long-term investments (VND9,597,557,595,727), long-term loan receivables (VND62,559,839,165), interest receivables (VND890,625,661,389), dividend receivables (VND36,115,522,222), value-added tax deductible (VND660,027,543,114), tax and other receivables from the State (VND23,050,885,079), dividend advance to preference share shareholders (VND 598,725,944,622) and goodwill (VND8,628,752,138,992) because these assets are managed on a group basis.

4. Segment liabilities do not include long-term loans and finance lease obligations (VND33,122,684,524,987), convertible bonds (VND2,382,401,760,582), statutory obligations (VND1,678,401,228,369), short-term loan and finance lease obligations (VND1,424,617,794,094), accrued interest expenses (VND830,480,551,017) and deferred tax liabilities (VND474,345,952,476) because these liabilities are managed on a group basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
as at 31 December 2015 and for the year then ended

40. SEGMENT INFORMATION (continued)

The following tables present revenue and profit and certain assets and liability information regarding the Group's business segment as at 31 Dec 2014 and the same fiscal year ended.

Currency: VND

	Sales of inventory property	*Leasing investment properties and related services*	*Hospitality, entertainment and other services*	*Health care and related services*	*Education and related services*	*Retail services*	*Others*	*Adjustment and elimination*	*Total*
Net revenue									
Net sales to external customers	21,771,825,649,847	2,193,750,851,580	2,113,985,422,722	656,565,516,769	229,548,890,248	421,051,494,099	336,905,545,771	-	27,723,633,371,036
Net inter-segment sales (1)	-	778,696,934,946	140,427,399,342	13,829,514,224	1,012,350,000	33,237,828,095	2,720,931,430,969	(3,688,135,457,576)	-
Net total revenue	21,771,825,649,847	2,972,447,786,526	2,254,412,822,064	670,395,030,993	230,561,240,248	454,289,322,194	3,057,836,976,740	(3,688,135,457,576)	27,723,633,371,036
Results									
Depreciation and amortization	33,861,787,629	499,559,630,229	250,609,520,696	127,129,037,014	465,525,772	15,027,677,554	7,261,606,505	-	933,914,785,399
Share in profit/(loss) of associates	28,151,206,086	-	-	-	-	(36,911,617,847)	(10,247,493)	-	(8,770,659,254)
Segment profit/(loss) (2)	6,236,265,479,301	1,523,684,933,913	535,185,661,521	125,117,740,541	8,205,664,579	(279,389,952,870)	(109,352,830,764)	(2,630,036,257,723)	5,409,680,638,498
Assets									
Investments into associates	969,790,690,811	-	-	-	-	-	60,704,040,559	-	1,030,494,731,370
Capital expenditure	5,357,291,594,402	8,134,749,001,327	3,427,470,280,653	133,060,636,629	2,104,188,059	74,290,974,225	311,634,614,363	-	17,440,801,289,658
Total assets (3)	34,565,832,609,609	19,649,428,305,920	9,553,884,758,603	1,806,462,302,241	511,016,126,089	1,752,055,835,750	3,682,215,749,910	18,548,870,817,341	90,069,766,505,463
Total liabilities (4)	10,864,098,980,39	12,158,692,320,971	1,847,759,303,370	96,884,073,978	628,706,951,062	323,223,295,392	1,337,482,396,566	35,360,220,507,948	62,607,077,829,686

40. SEGMENT INFORMATION (continued)

1. Net inter-segment sales are eliminated in consolidated financial statements.
2. Segment profit does not include finance income (VND1,346,022,091,036), finance expenses (VND3,491,052,587,060), other income (VND241,964,963,890) and other expenses (VND207,155,661,595).
3. Segment assets do not include deferred tax assets (VND56,584,412,185), short-term investments (VND4,088,913,717,901), short-term loan receivables (VND2,079,257,521,068), long-term investments (VND4,009,611,846,975), long-term lending receivable (VND939,532,495,238), interest receivables (VND428,978,175,621), dividend receivables (VND36,115,522,222), value-added tax deductible (VND549,937,309,384), tax and other receivables from the State (VND43,148,945,553), dividend advance to preference share shareholders (VND178,055,416,737) and goodwill (VND6,138,735,454,457) because these assets are managed on a group basis.
4. Segment liabilities do not include long-term loans and finance lease obligations (VND28,101,065,447,242), convertible bonds (VND3,342,284,090,914), statutory obligations (VND1,037,104,329,754), short-term loans and finance lease obligations (VND1,299,068,123,531), accrued interest expenses (VND1,412,328,936,912) and deferred tax liabilities (VND168,369,579,595) because these liabilities are managed on a group basis.

The Group monitors operating results separately for each business segment for the purpose of making resources allocation decision and operating result assessment. The result of each segment will be assessed based on profit/loss and determined consistently with profit/loss of the Group in the consolidated financial statements. However, financial activities of the Group (including finance income and finance expenses) are managed centrally and not allocated for each business segment.

Transfer prices applied between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, segment expenses and segment results include transfers between business segments. Those transfers are eliminated in the preparation of the consolidated financial statements.

41. NOTES TO CASH FLOW MOVEMENT

Currency: VND

	Current year	*Previous year*
Code 02 - Depreciation of fixed assets and investment properties and amortisation of intangible assets (including amortisation of goodwill)		
Depreciation and amortisation (Note 14,15 and 16)	1,522,991,052,048	933,914,785,399
Goodwill amortisation (Note 20)	816,364,175,395	649,042,000,805
Gains from bargain in purchase	(123,824,134,645)	-
Total	**2,215,531,092,798**	**1,582,956,786,204**
Code 05 - Profits from investing activities		
Loss/(gain) on disposal of fixed assets (Note 34)	36,847,457,860	(3,104,218,385)
Gain on disposal of investment properties	-	(274,729,598,999)
(Gain)/loss on disposal of equity investments in other entities	(246,175,742,586)	77,979,864,849
Share of (profit)/loss of associate (Note 19.1)	(39,227,754,200)	8,770,659,254
Interest and dividend income (Note 30.3)	(1,645,899,541,473)	(1,142,105,330,177)
Total	**(1,894,455,580,399)**	**(1,333,188,623,458)**

41. NOTES TO CASH FLOW MOVEMENT (continued)

Currency: VND

	Current year	*Previous year*
Code 23 - Loans to other entities and payments for purchase of debt instruments of other entities		
Disbursement of loans	(6,777,600,000,000)	(885,106,000,000)
Short-term deposits	(12,103,288,911,471)	(3,509,011,030,716)
Total	**(18,880,888,911,471)**	**(4,394,117,030,716)**
Code 24 - Collections from borrowers and proceeds from sale of debt instruments of other entities		
Collection of loans	2,669,609,550,761	1,711,688,675,151
Withdrawal of short-term deposits	6,171,224,825,237	2,232,617,805,005
Total	**8,840,834,375,998**	**3,944,306,480,156**
Code 25 - Payments for investments in other entities (net of cassh hold by entity being acquired)		
Acquisition of subsidiaries (after deducting cash balance of subsidiaries at acquisition date)	(12,939,136,407,998)	(2,359,415,821,372)
Acquisition of additional shares in existing subsidiaries	(523,718,706,200)	(3,025,235,910,444)
Advance/deposit to acquire subsidiaries	(3,621,128,422,500)	-
Payments for equity investments in other entities	(3,077,484,315,345)	(1,529,685,000,000)
Advance for business co-operation contracts	(23,954,604,785)	(5,800,000,000,000)
Total	**(20,185,422,456,828)**	**(12,714,336,731,816)**
Code 26 - Proceeds from sales of investments in other entities (net of cash held by entity being disposed)		
Collection of advances for business cooperation contracts	-	266,500,000,000
Proceeds from disposals of subsidiaries, after deducting cash disposed	1,960,679,834,204	354,099,660,000
Proceeds from disposals of equity investments in other entities	1,186,277,993,558	465,000,000,000
Collection of deposits for transfer of equity investments	-	232,200,000,000
Proceeds from deposit for transfer of equity investments	648,000,000,000	474,312,091,675
Collection of deposit in real-estate investment projects	655,302,896,515	800,000,000,000
Total	**4,450,260,724,277**	**2,592,111,751,675**
Code 31 - Capital contribution and issuance of shares		
Capital contributions from non-controlling shareholders	7,544,319,623,168	2,948,518,325,753
Proceeds from re-issue of treasury shares	-	1,411,009,772,856
Total	**7,544,319,623,168**	**4,359,528,098,609**
Code 36. Dividends paid to equity holders of the parent		
Dividend, profits paid to owners of parent company	-	(1,844,966,743,620)
Dividend, profits paid to non-controlling shareholders	(974,185,674,300)	(521,509,281,485)
Total	**(974,185,674,300)**	**(2,366,476,025,105)**

42. RESTATEMENT OF CORRESPONDING FIGURES

42.1. Restatement following completion of the provisional accounting for business combination

On 24 May 2014, the Group disposed of its 49% equity interest in Eight Lions JSC and together with the establishment of New Eight Lions JSC on 19 May 2014 to purchase inventories, fixed assets and distribution right from Eight Lions JSC. These transactions have been assessed as the acquisition of a business. Accordingly, the company has applied provisional accounting for this transaction on the consolidated financial statements as at 2014 since the Group is still in the process of determining the fair value of net assets acquired.

In 2015, the Group has completed the determination of fair value of net assets acquired from this transaction and accordingly, recorded an additional intangible asset, which is the distribution right, at VND94 billion, decreased goodwill from VND100 billion to VND6 billion and also adjusted other related accounts on retrospective basis.

Currency: VND

Code	*CONSOLIDATED BALANCE SHEET*	*Beginning balance (previously presented)*	*Restatement*	*Beginning balance (restated)*
227	Intangible assets	520,367,279,711	75,722,222,222	596,089,501,933
228	Cost	613,140,927,890	94,000,000,000	707,140,927,890
229	Accumulated amortization	(92,773,648,179)	(18,277,777,778)	(111,051,425,957)
269	Goodwill	6,214,457,676,679	(75,722,222,222)	6,138,735,454,457

42.2. Reclassification following application of Circular 200 and others

Certain corresponding figures on the consolidated financial statements have been represented to reflect the presentation of the current period's consolidated financial statements as a result of applying Circular 200. Details are as follows:

Currency: VND

Code	*CONSOLIDATED BALANCE SHEET Description*		*Beginning balance (previously presented)*	*Reclassification*	*31 December 2014 (Reclassified)*
	Short-term investment	(1)	6,245,416,256,669	(6,245,416,256,669)	(**)
121	Held-for-trading securities	(1)	(*)	105,781,413,500	105,781,413,500
	Provision for diminution in value of short-term investments	(2)	(77,245,017,700)	77,245,017,700	(**)
122	Provision for held-for-trading securities	(2)	(*)	(31,336,416,600)	(31,336,416,600)
123	Held-to-maturity investments	(1)	(*)	4,014,468,721,001	4,014,468,721,001
135	Short-term loan receivables	(1)	(*)	2,125,166,122,168	2,125,166,122,168
136	Other short-term receivables	(4)	626,203,073,987	85,946,950,764	712,150,024,751
137	Provision for doubtful debts	(2)	(54,815,552,602)	(45,908,601,100)	(100,724,153,702)
141	Inventories	(3)	16,653,246,649,293	(331,307,723,610)	16,321,938,925,683
149	Provision for obsolete inventories	(3)	(54,895,665,767)	47,840,495,143	(7,055,170,624)
151	Short-term prepaid expenses	(5)	175,767,407,122	157,539,742,904	333,307,150,026
153	Tax and other receivables from the State	(4)	29,443,682,396	13,705,263,157	43,148,945,553
158	Other current assets	(3),(4)	882,818,880,591	361,870,431,283	1,244,689,311,874
215	Long-term loan receivables	(6)	(*)	939,532,495,238	939,532,495,238
216	Other long-term receivables	(7)	-	100,602,091,252	100,602,091,252
228	Cost	(8)	707,140,927,890	(136,500,000,000)	570,640,927,890
242	Construction in progress	(8)	11,272,988,269,731	136,500,000,000	11,409,488,269,731

42. RESTATEMENT OF CORRESPONDING FIGURES (continued)

42.2. Reclassification following application of Circular 200 and others (continued)

Currency: VND

CONSOLIDATED BALANCE SHEET

Code	*Description*		*Beginning balance (previously presented)*	*Reclassification*	*Beginning balance (Reclassified)*
	Other long-term investments	(6)	3,921,649,610,843	(3,921,649,610,843)	(**)
253	Investment in other entities	(6)	(*)	1,815,581,443,945	1,815,581,443,945
255	Held-to-maturity investments	(6)	(*)	1,166,535,671,660	1,166,535,671,660
261	Long-term prepaid expenses	(9)	1,770,073,401,504	(751,135,854,036)	1,018,937,547,468
268	Other long-term assets	(7)	4,900,602,091,252	(100,602,091,252)	4,800,000,000,000
311	Short-term trade payables	(10)	1,628,746,222,883	(40,711,238,393)	1,588,034,984,490
314	Payables to employees	(10)	55,874,576,362	90,197,063,277	146,071,639,639
315	Short-term accrued expenses	(10)	3,645,659,661,277	(149,113,331,386)	3,496,546,329,891
318	Short-term unearned revenues	(11)	(*)	502,313,840,716	502,313,840,716
319	Other short-term payables	(11)	10,333,943,140,608	(502,313,840,716)	9,831,629,299,892
320	Short-term loan and finance lease obligations	(9)	1,321,194,605,718	(22,126,482,187)	1,299,068,123,531
321	Short-term provision	(10)	-	99,627,506,502	99,627,506,502
336	Long-term unearned revenues	(12)	(*)	1,471,496,586,240	1,471,496,586,240
337	Other long-term liabilities	(12)	6,413,683,795,381	(1,471,496,586,240)	4,942,187,209,141
338	Long-term loans and finance lease obligations	(5),(9),(13)	32,014,819,167,101	(3,913,753,719,859)	28,101,065,447,242
339	Convertible bonds	(13)	(*)	3,342,284,090,914	3,342,284,090,914
340	Non-controlling interests	(4)	6,888,591,962,940	178,055,416,737	7,066,647,379,677

(*) New items on Balance sheet under Circular 200.

(**) Items of Balance sheet no longer presented under Circular 200.

(1) Reclassify short-term investments to held-for-trading securities (VND105,781,413,500), held-to-maturity investments (VND4,014,468,721,001) and short-term loan receivables (VND2,125,166,122,168).

(2) Reclassify provision for diminution in value of short-term investments to provision for held-for-trading securities (VND31,336,416,600) and provision for doubtful debts (VND45,908,601,100).

(3) Detached provision for obsolete inventories which was offset against inventories (VND30,701,749,297); and reclassify inventories (VND362,009,472,907) after deducting provision for obsolete inventories (VND78,542,244,440) to other short-term assets.

(4) Reclassify other short-term receivables to tax and other receivables from the State (VND13,705,263,157) and reclassify other current assets to other short-term receivables (VND99,652,213,921), and adjust to increase non-controlling interests and other current assets (VND178,055,416,737).

(5) Offset short-term prepaid expenses against long-term loans and finance lease obligations (VND9,303,353,064) and reclassify selling expenses related to apartments not yet handed over from long-term prepaid expenses to short-term prepaid expenses (VND166,843,095,968).

(6) Reclassify other long-term investments to long-term loan receivables (VND939,532,495,238), investment in other entities (VND1,815,581,443,945) and held-to-maturity investments (VND1,166,535,671,660).

(7) Reclassify other long-term assets to other long-term receivables (VND100,602,091,252).

42. RESTATEMENT OF CORRESPONDING FIGURES (continued)

42.2. Reclassification following application of Circular 200 and others (continued)

(8) Reclassify the cost of intangible assets (after being represented in Note 42.1) to construction in progress (VND136,500,000,000).

(9) Offset long-term prepaid expenses against short-term loan and finance leases obligations (VND22,126,482,187) and long-term loans and finance lease obligations (VND562,166,275,881); reclassify selling expenses related to apartments not yet handed over from long-term prepaid expenses to short-term prepaid expenses (VND166,843,095,968).

(10) Reclassify short-term accrued expenses to short-term provison (VND99,627,506,502); payables to employees (VND90,197,063,277) and short-term trade payables (VND40,711,238,393) to short-term accrued expenses.

(11) Reclassify other short-term payables to short-term unearned revenues (VND502,313,840,716).

(12) Reclassify other long-term liabilities to long-term unearned revenues (VND1,471,496,586,240).

(13) Reclassify long-term loans and finance lease obligations to convertible bonds (VND3,342,284,090,914).

Currency: VND

CONSOLIDATED INCOME STATEMENT

Code	*Description*		*Previous year (previously presented)*	*Reclassification*	*Previous year (Reclassified)*
31	Other income	(14)	261,925,884,973	(19,960,921,083)	241,964,963,890
32	Other expense	(14)	(227,116,582,678)	19,960,921,083	(207,155,661,595)

(14) Offset gains from disposal of fixed assets against other income and other expense (VND19,960,921,083).

Currency: VND

CASH FLOW STATEMENT

Code	*Description*		*Previous year (previously presented)*	*Reclassification*	*Previous year (Reclassified)*
06	Interest expenses	(15)	2,711,269,664,974	205,141,970,088	2,916,411,635,062
12	(Increase)/decrease in prepaid expenses	(15)	(774,696,243,771)	(205,141,970,088)	(979,838,213,859)

(15) Reclassify changes in prepaid expenses to interest expenses (VND205,141,970,088).

Currency: VND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Description		*Previous year (previously presented)*	*Reclassification*	*Previous year (Reclassified)*
Production and operating costs	(16)	20,226,209,509,117	(3,491,052,587,060)	16,735,156,922,057
In which:				
Other expenses	*(16)*	*4,431,289,148,523*	*(3,491,052,587,060)*	*940,236,561,463*

(16) Exclude financial expense (VND3,491,052,587,060) from other expenses which is a part of production and oprerating costs.

43. EVENTS AFTER THE BALANCE SHEET DATE

Except for the events after the balance sheet date presented in other notes of the consolidated financial statements, the Group also has following events after the balance sheet date:

On 28 December 2015, three (3) subsidiaries of the Company, which are Dong Phu Hung – Binh Thuan JSC, Hanoi Southern JSC, and Sai Dong JSC have signed the contract to acquire 100% voting shares of Vietnam Lotus Industrial and Commercial Investment JSC from individuals and corporate counterparties. Subsequently, on 1 March 2016, three (3) mentioned subsidiaries have signed a contract to dispose 100% voting shares of Vietnam Lotus Industrial and Commercial Investment JSC to a corporate counterparty.

On 11 January 2016, Tan Lien Phat JSC, a subsidiary, has signed a convertible loan contract to lend a corporate counterparty a convertible loan with an amount of VND598 billion. According to this convertible loan contract, Tan Lien Phat JSC has an authorisation to convert this loan at any time from disbursement date to maturity date to shares of this corporate counterparty.

On 15 January 2016, the Company has signed a contract to acquire 5% voting shares of Southern Star Urban Development and Trading Investment JSC from a corporate counterparty, thereby increase the Company's owned voting shares in this subsidiary to 94%.

On 18 January 2016, three (3) subsidiaries of the Company, which are Dong Phu Hung – Binh Thuan JSC, Hanoi Southern JSC, and Sai Dong JSC have signed the contract to acquire 100% voting shares of Vietinbank Trade Union Investment JSC from corporate counterparties. Subsequently, on 1 March 2016, three mentioned subsidiaries have signed a contract to dispose 100% voting shares of Vietinbank Trade Union Investment JSC to other corporate counterparties.

On 29 January 2016, Dong Phu Hung – Binh Thuan JSC, a subsidiary, has signed a contract to purchase 92.88% voting shares of a State-owned enterprise which operates in the construction field.

On 1 February 2016, the Company and two subsidiaries, which are VinEco LLC and Hanoi Southern JSC, have completed the acquisition of 100% voting shares of Golden Rose Agricultural Products Food JSC from individuals with the consideration of VND21 billion. Accordingly, Golden Rose Agricultural Products Food JSC became a subsidiary of the Company.

On 3 February 2016, the Company and two subsidiaries, which are VinEco LLC and Hanoi Southern JSC, have completed the acquisition of 100% shares of Hoang Lan Production - Commerce – Services JSC from individuals with the consideration of VND28 billion. Accordingly, Hoang Lan Production – Commerce – Services JSC became a subsidiary of the Company.

On 3 February 2016, Vinhomes Real Estate Management LLC, a subsidiary, has received the fifth amended Business Registration Certificate from the Hanoi Department of Planning and Investment. Accordingly, ILF LLC has been merged into Vinhomes Real Estate Management LLC and increased charter capital of Vinhomes Real Estate Management LLC from VND100 billion to VND800 billion. As a result, this transaction has reduced the Group's equity interest in Vinhomes Real Estate Management LLC from 100% to 12.5%. Vinhomes Real Estate Management LLC has converted from a subsidiary to the Group's investment in other entities.

43. EVENTS AFTER THE BALANCE SHEET DATE (continued)

On 5 February 2016, the Company sucessfully issued two types of domestic corporate bonds with face value of VND1,950 billion and VND1,050 billion respectively. These bonds mature on 2021 and 2026, bear interest rate ranging from 7.75% to 8.5% per annum and are guaranteed by the Credit Guarantee and Investment Facility (CGIF), a trust fund of the Asian Development Bank.

On 3 March 2016, the Company was selected as the strategic investor of Savina One Member Limited Liability Company following decision No. 712/QD-BVHTTDL issued by Ministry of Culture, Sports, and Tourism. Accordingly, the Company will acquire 44,141,474 voting shares (equivalent to 65% of charter capital) of Savina One Member Limited Liability Company by direct negotiation.

There is no matter or circumstance that has arisen since the consolidated balance date that requires adjustment or disclosure in the consolidated financial statements of the Group.

Ngo Nguyet Hang	Nguyen Thi Thu Hien	Duong Thi Mai Hoa
Preparer	Chief accountant	Chief Executive Officer

30 March 2016

APPENDIX 1 – THE GROUP STRUCTURE AS OF 31 DECEMBER 2015

No.	Full name	Short name	Voting right (%)	Equity interest (%)	Registered office's address	Principal activities
1	Vincom Retail JSC	Vincom Retail JSC	100.00%	99.01%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Investing, developing and trading real estate properties
2	South Vincom Retail LLC [1]	South Vincom Retail LLC	100.00%	99.01%	No. 72, Le Thanh Ton street and No. 45A Ly Tu Trong street, Ben Nghe ward, District 1, Ho Chi Minh city	Leasing real estate properties
3	North Vincom Retail LLC [2]	North Vincom Retail LLC	100.00%	99.01%	No. 72A, Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Leasing real estate properties
4	Metropolis LLC	Metropolis LLC	100.00%	99.01%	No. 72, Le Thanh Ton street, Ben Nghe ward, District 1, Ho Chi Minh city	Leasing real estate properties
5	Riverview Complex DaNang LLC	Riverview Da Nang LLC	97.11%	96.15%	Ngo Quyen street, An Bac Hai ward, Son Tra district, Da Nang city	Investing, developing and trading real estate properties
6	Suoi Hoa Urban Development and Investment JSC	Suoi Hoa JSC	88.00%	87.13%	Km1 + 200, Tran Hung Dao street, Suoi Hoa ward, Bac Ninh city, Bac Ninh province	Investing, developing and trading real estate properties
7	Vin Tay Commercial Trading JSC	Vin Tay JSC	95.00%	94.06%	No. 14 Nguyen Trai street, An Hoi ward, Ninh Kieu district, Can Tho city	Leasing real estate properties
8	Hanoi Entertainment Culture Sport Center JSC	Hanoi Entertainment Culture Sport Center JSC	100.00%	99.01%	No. 2, Pham Ngoc Thach Street, Trung Tu ward, Dong Da district, Hanoi	Leasing real estate properties
9	Blue Star Urban Development and Commercial Investment JSC	Blue Star JSC	100.00%	99.01%	No. 12, lane 99, Nam Duong street, 19 Thuong Thanh Ward , Long Bien district , Hanoi	Investing, developing and trading real estate properties
10	An Phong Investment JSC	An Phong JSC	100.00%	99.01%	No. 3, Road 3/2, No. 11 ward, District 10, Ho Chi Minh city	Leasing real estate properties
11	Times Trading Investment and Development One Member LLC	Times Trading LLC	100.00%	100.00%	No. 72, Le Thanh Ton street and No. 45A Ly Tu Trong street, Ben Nghe ward, District 1, Ho Chi Minh city	Investing, developing and trading real estate properties
12	Vinhomes 1 Real Estate Trading LLC	Vinhomes 1 LLC	100.00%	100.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Trading real estate properties

APPENDIX 1 – THE GROUP STRUCTURE AS OF 31 DECEMBER 2015 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
13	Vinhomes 2 Real Estate Trading LLC	Vinhomes 2 LLC	100.00%	99.92%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Trading real estate properties
14	Vinhomes Real Estate Management LLC	Vinhomes Real Estate Management LLC	100.00%	100.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Real estate management, consultancy, advertisement and brokerage
15	Royal City Real Estate Development & Investment JSC	Royal City JSC	98.36%	98.36%	No. 72A, Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Investing, developing and trading real estate properties
16	Hanoi Southern City Development JSC	Hanoi Southern JSC	98.90%	98.60%	No. 458, Minh Khai street, Vinh Tuy ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
17	Saidong Urban Development & Investment JSC	Sai Dong JSC	94.00%	94.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Investing, developing and trading real estate properties
18	Xavinco Land JSC	Xavinco JSC	96.44%	96.42%	No. 191, Ba Trieu street, Le Dai Hanh ward, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
19	Isado Business Cooperation and Development LLC	ISADO LLC	70.00%	65.80%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Investing, developing and trading real estate properties
20	Tan Lien Phat Construction Investment Corporation JSC	Tan Lien Phat JSC	75.00%	74.68%	No. 72, Le Thanh Ton Street, Ben Nghe ward, District 1, Ho Chi Minh city	Investing, developing and trading real estate properties
21	Hong Ngan Real Estate JSC	Hong Ngan JSC	99.00%	93.06%	No. 31, Ngo Gieng, Dong Cac street, O Cho Dua, Dong Da district, Hanoi	Investing, developing and trading real estate properties
22	Xalivico LLC	Xalivico LLC	74.00%	71.35%	233 Nguyen Trai street, Thuong Dinh ward, Thanh Xuan district, Hanoi	Investing, developing and trading real estate properties
23	Vietnam Exhibition Fair Center JSC	VEFAC JSC	83.32%	83.32%	No. 148 Giang Vo street, Giang Vo ward, Ba Dinh district, Hanoi	Investing, developing and trading real estate properties
24	Southern Star Urban Development and Trading Investment JSC	Southern Star JSC	90.00%	89.99%	No. 72, Le Thanh Ton street, Ben Nghe ward, District 1, Ho Chi Minh city	Investing, developing and trading real estate properties

APPENDIX 1 – THE GROUP STRUCTURE AS OF 31 DECEMBER 2015 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
25	Hoa Mai Trading Commercial Services LLC	Hoa Mai LLC	74.00%	74.00%	No. 72, Le Thanh Ton street, Ben Nghe ward, District 1, Ho Chi Minh city	Investing, developing and trading real estate properties
26	Metri Sport and Entertainment Development JSC	Metri JSC	67.17%	67.17%	No 7 Thang Long Avenue , Me Tri ward, Nam Tu Liem district , Hanoi	Investing, developing and trading real estate properties
27	Dong Phu Hung - Binh Thuan JSC	Dong Phu Hung - Binh Thuan JSC	100.00%	98.45%	Highway 55 , village Thang Hai, Thang Hai Commune , Ham Tan ,Binh Thuan Province	Investing, developing and trading real estate properties
28	Metropolis Hanoi LLC	Metropolis Hanoi LLC	100.00%	98.36%	HH land area, Pham Hung street, Nam Tu Liem, Hanoi	Investing, developing and trading real estate properties
29	Sunflower Development and Investment JSC	Sunflower JSC	100.00%	75.15%	T4-L2-10, Room 10, 2nd floor, Times City, 458 Minh Khai street, Hai Ba Trung district, Hanoi	Investing, developing and trading real estate properties
30	Vinaconex-Viettel Urban Development JSC	Vinaconex-Viettel JSC	98.30%	75.12%	Floor 9, Vinaconex Tower, No. 34 Lang Ha street, Dong Da district, Hanoi	Investing, developing and trading real estate properties
31	Vinpearl JSC	Vinpearl JSC	100.00%	88.30%	Hon Tre Island, Vinh Nguyen ward, Nha Trang City, Khanh Hoa province	Investing, developing and trading hospitality services
32	Vinpearl Hotel Management LLC	Vinpearl Hotel Management LLC	100.00%	88.30%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Management consultancy, real estate brokerage, auction, tourism support and promotion, providing short-stay services
33	Vinpearl Nha Trang LLC	Vinpearl Nha Trang LLC	100.00%	88.30%	Hon Tre Island, Vinh Nguyen ward, Nha Trang City, Khanh Hoa province	Investing, developing and trading hospitality services
34	Vinpearl Da Nang One Member LLC	Vinpearl Da Nang LLC	100.00%	88.30%	Truong Sa road, Hoa Hai ward, Ngu Hanh Son district, Da Nang city	Investing, developing and trading hospitality services
35	Vinpearl Hoi An One Member LLC	Vinpearl Hoi An LLC	100.00%	88.30%	Phuoc Hai Block, Cua Dai ward, Hoi An city, Quang Nam province	Investing, developing and trading hospitality services
36	Vinpearl Quy Nhon JSC	Vinpearl Quy Nhon JSC	98.00%	86.54%	Hai Giang Village, Nhon Hai Commune, Quy Nhon city, Binh Dinh province	Ecotourism and other services

APPENDIX 1 – THE GROUP STRUCTURE AS OF 31 DECEMBER 2015 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
37	Future Property Invest LLC	FPI LLC	100.00%	88.30%	Truong Sa road, Hoa Hai ward, Ngu Hanh Son district, Da Nang city	Investing, developing and trading hospitality services
38	Tay Tang Long Real Estate LLC	Tay Tang Long LLC	59.00%	53.27%	No. 72, Le Thanh Ton street, Ben Nghe ward, District 1, Ho Chi Minh city	Investing, developing and trading real estate properties
39	Tay Ho View Hotel and Tourism LLC	Tay Ho View LLC	70.00%	61.81%	No. 58 Tay Ho Street, Quang An ward, Tay Ho district, Hanoi	Investing, developing and trading hospitality services
40	Vinpearl Bai Dai LLC	Vinpearl Bai Dai LLC	90.00%	79.47%	No. 17A Bach Dang Street, Phuoc Tien ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
41	Cam Ranh Investment LLC	Cam Ranh LLC	90.00%	79.47%	No. 16, Mac Dinh Chi, Phuoc Tien ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
42	Hon Mot Tourism JSC	Hon Mot JSC	83.63%	73.85%	Hon Tre Island, Vinh Nguyen ward, Nha Trang City, Khanh Hoa province	Investing, developing and trading hospitality services
43	Hon Tre Investment And Development LLC	Hon Tre LLC	90.00%	79.47%	No. 42/2 Dong Nai,Phuoc Hai ward, Nha Trang city, Khanh Hoa province	Investing, developing and trading hospitality services
44	Phu Quoc Tourism Development and Investment JSC	Phu Quoc Tourism JSC	55.00%	48.57%	Bai Dai Area, Ganh Dau Commune, Phu Quoc district, Kien Giang province	Providing short – stay services
45	Vinpearl Phu Quoc One Member LLC	Vinpearl Phu Quoc LLC	100.00%	48.57%	Bai Dai Area, Ganh Dau Commune, Phu Quoc district, Kien Giang province	Investing, developing and trading hospitality services
46	Vinpearl Ha Long LLC	Vinpearl Ha Long LLC	100.00%	88.30%	Reu Island, Bai Chay ward, Ha Long City, Quang Ninh province	Investing, developing and trading hospitality services
47	Vinpearl Golf Club Management LLC	Vinpearl Golf Club Management LLC	100.00%	88.30%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Management consultancy services
48	Vincharm Spa Management LLC	Vincharm Spa LLC	100.00%	88.30%	No. 72, Le Thanh Ton Street, Ben Nghe ward, District 1, Ho Chi Minh city	Beauty care services

APPENDIX 1 – THE GROUP STRUCTURE AS OF 31 DECEMBER 2015 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
49	Vinpearlland LLC	Vinpearlland LLC	100.00%	100.00%	Hon Tre Island, Vinh Nguyen ward, Nha Trang City, Khanh Hoa province	Amusement park and theme park entertainment services
50	BFF Commercial Trading Investment LLC	BFF LLC	86.96%	86.94%	No. 72, Le Thanh Ton street, Ben Nghe ward, District 1, Ho Chi Minh city	Retails in department stores
51	Vincommerce General Commerce Services JSC[3]	Vincommerce JSC	69.51%	51.91%	No. 72, Le Thanh Ton street, Ben Nghe ward, District 1, Ho Chi Minh city	Retails in department stores
52	Vinmart+ JSC	Vinmart+ JSC	69.51%	51.91%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Retails in department stores
53	Vinecom LLC	Vinecom LLC	55.00%	55.00%	Tower 2, Times City urban area, No. 458 Minh Khai street, Hai Ba Trung ward, Hanoi	Retail sale via phone and internet
54	Vinpro Trading and Services LLC	VinPro LLC	100.00%	99.92%	No. 72, Le Thanh Ton street, Ben Nghe ward, District 1, Ho Chi Minh city	Retail computers, software, telecommunication devices and audio-visual devices
55	VinDS Trading and Services LLC	VinDS LLC	70.00%	69.02%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Sale of goods in shopping mall or retail outlets
56	SuperHigh-speed Logistics Services JSC	SuperHigh-speed JSC	97.00%	96.96%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Providing logistic and other related services
57	Vinlinks JSC	Vinlinks JSC	79.96%	79.96%	5th floor, 3D Building, Duy Tan street, Dich Vong Hau ward, Cau Giay district, Hanoi	Providing logistic and other related services
58	Vincom 1 Construction Management LLC	Vincom 1 Construction LLC	100.00%	100.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Residential and civil constructions Architecture activities and technical consultancy
59	Vincom 2 Construction Management LLC	Vincom 2 Construction LLC	100.00%	99.92%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Residential and civil constructions Architecture activities and technical consultancy

APPENDIX 1 – THE GROUP STRUCTURE AS OF 31 DECEMBER 2015 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
60	Vincom 3 Construction Management LLC	Vincom 3 Construction LLC	100.00%	99.92%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Residential and civil constructions Architecture activities and technical consultancy
61	Vincom 7 Construction Management LLC	Vincom 7 Construction LLC	100.00%	99.92%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Rendering architectural & construction technical advisory services
62	Vinmec International General Hospital JSC	Vinmec JSC	100.00%	89.20%	No 458, Minh Khai street, Vinh Tuy ward,Hai Ba Trung district, Hanoi	Health care, medical and related services
63	Vinschool One Member LLC	Vinschool LLC	100.00%	100.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Providing education services
64	Vinacademy Education and Training LLC	VinAcademy LLC	100.00%	99.92%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Providing education services
65	Vincom Security Service LLC	Vincom Security LLC	100.00%	100.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Security services
66	VinEco Agricultural Investment Development and Production LLC	VinEco LLC	70.00%	70.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Producing and trading agricultural products
67	VinEco-Tam Dao Agricultural Investment Development and Production LLC	Vineco Tam Dao LLC	89.02%	62.32%	Co Quan Commune, Gia Khanh town, Binh Xuyen district, Vinh Phuc province	Producing and trading agricultural products
68	Dongnai - Vineco Agriculture LLC	Dongnai-Vineco LLC	77.50%	54.25%	Km13, Highway 51, Long Khanh 3 Hamlet , Tam Phuoc commune , Bien Hoa City , Dong Nai province .	Producing and trading agricultural products
69	Ha Thanh Real Estate Investment And Urban Infrastructure Development LLC [4]	Ha Thanh LLC	100.00%	100.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Transportation roads and railway constructions
70	Buon Ma Thuot Commercial Centre LLC [4]	Buon Ma Thuat LLC	100.00%	51.91%	No. 78, Ly Thuong Kiet street, Buon Ma Thuot City, Dak Lak province	Leasing real estate properties

APPENDIX 1 – THE GROUP STRUCTURE AS OF 31 DECEMBER 2015 (continued)

No.	*Full name*	*Short name*	*Voting right (%)*	*Equity interest (%)*	*Registered office's address*	*Principal activities*
71	Hop Nhat Trading JSC [(4)]	Hop Nhat Trading JSC	99.80%	79.80%	5th floor, 3D Building, Duy Tan street, Dich Vong Hau ward, Cau Giay district, Hanoi	Providing logistic and other related services
72	Vincom 6 Construction Management LLC [(4)]	Vincom 6 Construction LLC	100.00%	99.92%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Rendering architectural & construction technical advisory services
73	VME Marketing LLC [(4)]	VME Marketing LLC	100.00%	99.92%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Rendering marketing service
74	Vinlandscape Design Construction And Landscape Management LLC [(4)]	Vinlandscape LLC	100.00%	100.00%	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi	Landscape maintenance services
75	Ocean Mart Express JSC [(4)]	Ocean Mart Express JSC	80.00%	41.53%	No. 19, Nguyen Trai Road, Khuong Trung ward, Thanh Xuan district, Hanoi	Sale of goods in retail outlets

(1) Previously known as Vincom Center B Ho Chi Minh City One Member LLC, changing name after merger to Vincom Thu Duc LLC.

(2) Previously known as Vincom Mega Mall Royal City One Member LLC, changing name after merger with 4 other companies: Vincom Center Ba Trieu LLC, Vincom Mega Mall Times City LLC, Vincom Center Ha Long LLC and Hai Phong Land Development and Investment One Member Limited Company.

(3) Previously known as VinMart Supermarket JSC.

(4) These companies was in dissolution process as at 31 December 2015.

Vinpearl Joint Stock Company

Separate financial statements

31 December 2017

Building a better working world

CONTENTS

THE COMPANY

Vinpearl Joint Stock Company ("the Company") was established in 2006 under the name Hon Tre Tourism and Trading Limited Liability Company. The Company subsequently received its amended Enterprise Registration Certificate No. 4200456848 dated 8 May 2009 issued by the Khanh Hoa Department of Planning and Investment, and amended Enterprise Registration Certificates with the latest being the 44th amendment granted on 8 March 2018.

The current principal activities of the Company are to manage hotels, to provide hospitality and entertainment, inbound tourism, passenger transportation, restaurant and food & beverage services, and to develop real estate projects.

The Company's head office is located in Hon Tre Island, Vinh Nguyen District, Nha Trang City, Khanh Hoa Province, Vietnam. Its representative office is located at No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

Vingroup Joint Stock Company is the parent company of the Company. Vingroup Joint Stock Company and its subsidiaries are referred to as "Vingroup" or "Group".

The Company has the following branches:

No.	*Branch*	*Address*
1	Nha Trang branch – Vinpearl JSC ("Nha Trang branch")	Hon Tre Island, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province
2	Da Nang branch – Vinpearl JSC ("Da Nang branch")	Truong Sa Road, Hoa Hai Ward, Ngu Hanh Son District, Da Nang
3	Quang Nam branch – Vinpearl JSC ("Quang Nam branch")	Phuoc Hai Block, Cua Dai Ward, Hoi An city, Quang Nam Province
4	Quang Ninh branch – Vinpearl JSC ("Quang Ninh branch")	Reu Island, Bai Chay Ward, Ha Long City, Quang Ninh Province
5	Hai Phong branch – Vinpearl JSC ("Hai Phong branch")	Vu Yen Island, Nguyen Binh Khiem Street, Dong Hai 2 Ward, Hai An District, Hai Phong
6	Binh Dinh branch – Vinpearl JSC ("Binh Dinh branch")	Vinpearl Quy Nhon Tourism Zone, Nhon Hoi Economic Zone, Hai Giang Village, Nhon Hai Commune, Quy Nhon City, Binh Dinh Province
7	Can Tho branch – Vinpearl JSC ("Can Tho branch")	No. 209, 30/4 Street, Xuan Khanh Ward, Ninh Kieu District, Can Tho City
8	Nghe An branch – Vinpearl JSC ("Nghe An branch")	Binh Minh Street, Nghi Hai Ward, Cua Lo Town, Nghe An
9	Ha Tinh branch – Vinpearl JSC ("Ha Tinh branch")	Hoa Binh Village, Thinh Loc , Loc Ha District, Ha Tinh
10	Hanoi branch – Vinpearl JSC ("Hanoi branch")	No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban Zone, Viet Hung Ward, Long Bien District, Hanoi
11	Kien Giang branch – Vinpearl JSC ("Kien Giang branch")	Bai Dai Zone, Ganh Dau Commune, Phu Quoc District, Kien Giang

BOARD OF DIRECTORS

Members of the Board of Directors during the year and at the date of this report are:

Ms Mai Huong Noi	Chairwoman
Ms Mai Thu Thuy	Member
Mr Dang Thanh Thuy	Member

MANAGEMENT

Members of the management during the year and at the date of this report are:

Ms Vo Thi Phuong Thao	General Director	Appointed on 15 May 2017
	Deputy General Director	Resigned on 15 May 2017
Mr Dang Thanh Thuy	General Director	Resigned on 15 May 2017
Ms Nguyen Thi Huyen Tran	Deputy General Director	

LEGAL REPRESENTATIVE

The legal representative of the Company from 1 January 2017 to 14 May 2017 is Mr Dang Thanh Thuy and from 15 May 2017 to the date of this report is Ms Vo Thi Phuong Thao, General Director.

AUDITORS

The auditor of the Company is Ernst & Young Vietnam Limited.

REPORT OF MANAGEMENT

Management of Vinpearl Joint Stock Company ("the Company") is pleased to present this report and the separate financial statements of the Company for the year ended 31 December 2017.

MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE SEPARATE FINANCIAL STATEMENTS

Management is responsible for the separate financial statements of each financial year which give a true and fair view of the separate financial position of the Company, and of the results of its operations and its separate cash flows for the year. In preparing those separate financial statements, management is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the separate financial statements; and
- prepare the separate financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue its business.

Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the separate financial position of the Company and to ensure that the accounting records comply with the applied accounting system. It is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirmed that it has complied with the above requirements in preparing the accompanying separate financial statements.

STATEMENT BY MANAGEMENT

Management does hereby state that, in its opinion, the accompanying separate financial statements give a true and fair view of the separate financial position of the Company as at 31 December 2017 and of the results of its operations and its separate cash flows for the year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the separate financial statements.

For and on behalf of the management:

CÔNG TY CỔ PHẦN VINPEARL

Vo Thi Phuong Thao
General Director

Khanh Hoa, Vietnam

10 April 2018

EY
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Ernst & Young Vietnam Limited
8th Floor, CornerStone Building
16 Phan Chu Trinh Street
Hoan Kiem District
Hanoi, S.R. of Vietnam

Tel : + 84 24 3831 5100
Fax: + 84 24 3831 5090
ey.com

Reference: 60755008/19450018

INDEPENDENT AUDITORS' REPORT

To: The Shareholders of Vinpearl Joint Stock Company

We have audited the accompanying separate financial statements of Vinpearl Joint Stock Company ("the Company") as prepared on 10 April 2018 and set out on pages 6 to 66, which comprise the separate balance sheet as at 31 December 2017, and the separate income statement and the separate cash flow statement for the year then ended and the notes there to.

Management's responsibility

Management is responsible for the preparation and fair presentation of these separate financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the separate financial statements, and for such internal control as management determines is necessary to enable the preparation and presentation of the separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

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

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

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

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Opinion

In our opinion, the separate financial statements give a true and fair view, in all material respects, of the separate financial position of the Company as at 31 December 2017, and of the separate results of its operations and its separate cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the separate financial statements.

Emphasis of matter

As disclosed in Note 2.2 to the separate financial statements, the Company has elected to apply the exemption clause stated in paragraph 5 of Vietnamese Accounting Standard No. 25 "Consolidated financial statements and accounting for investment in subsidiaries". As a result, the Company does not prepare consolidated financial statements as at and for the year ended 31 December 2017.

Our opinion is not modified in respect of this matter.

Ernst & Young Vietnam Limited

CÔNG TY TNHH ERNST & YOUNG VIỆT NAM CHI NHÁNH HÀ NỘI

Le Duc Truong	Tran Thanh Thuy
Deputy General Director	Auditor
Audit Practising Registration	Audit Practising Registration
Certificate No. 0816-2018-004-1	Certificate No. 3076-2014-004-1

Hanoi, Vietnam

10 April 2018

SEPARATE BALANCE SHEET
as at 31 December 2017

Currency: VND

Code	*ASSETS*	*Notes*	*Ending balance*	*Beginning balance*
100	**A. CURRENT ASSETS**		**10,673,976,254,601**	**2,715,875,052,252**
110	***I. Cash and cash equivalents***	***5***	***1,495,773,143,246***	***28,332,548,725***
111	1. Cash		1,214,226,482,517	28,332,548,725
112	2. Cash equivalents		281,546,660,729	-
120	***II. Short-term investments***	***6***	***2,465,429,952,758***	***4,000,000,000***
121	1. Held-for-trading securities		2,442,469,380,000	-
123	2. Held-to-maturity investments		22,960,572,758	4,000,000,000
130	***III. Current accounts receivable***		***1,744,840,255,078***	***2,078,037,266,887***
131	1. Short-term trade receivables	7.1	638,314,593,387	35,312,346,181
132	2. Short-term advances to suppliers	7.2	441,011,193,722	210,900,556,117
135	3. Short-term loan receivables	8	33,100,000,000	1,454,203,146,458
136	4. Other short-term receivables	9	633,052,456,656	377,573,482,894
137	5. Provision for doubtful short-term receivables	9	(637,988,687)	-
139	6. Shortage of assets waiting for resolution		-	47,735,237
140	***IV. Inventories***	***10***	***3,401,455,691,221***	***479,732,353,489***
141	1. Inventories		3,401,455,691,221	479,732,353,489
150	***V. Other current assets***		***1,566,477,212,298***	***125,772,883,151***
151	1. Short-term prepaid expenses	17	978,618,308,924	113,668,964,642
152	2. Value-added tax deductible		457,088,886,491	12,103,918,509
153	3. Tax and other receivables from the State	19	130,732,366,883	-
155	4. Other current assets		37,650,000	-

SEPARATE BALANCE SHEET (continued)
as at 31 December 2017

Currency: VND

Code	*ASSETS*	Notes	*Ending balance*	*Beginning balance*
200	**B. NON-CURRENT ASSETS**		**22,243,164,293,940**	**9,614,784,733,659**
210	***I. Long-term receivables***		***3,904,407,864***	***15,000,000***
216	1. Other long-term receivables		3,904,407,864	15,000,000
220	***II. Fixed assets***		***12,749,694,188,572***	***13,084,289,290***
221	1. Tangible fixed assets	11	12,639,788,733,439	764,704,669
222	Cost		14,368,803,897,797	978,028,818
223	Accumulated depreciation		(1,729,015,164,358)	(213,324,149)
227	2. Intangible fixed assets	12	109,905,455,133	12,319,584,621
228	Cost		143,360,016,627	15,638,282,864
229	Accumulated amortisation		(33,454,561,494)	(3,318,698,243)
230	***III. Investment properties***	***13***	***272,966,719,391***	-
231	1. Cost		283,978,466,000	-
232	2. Accumulated amortisation		(11,011,746,609)	-
240	***IV. Long-term assets in progress***	***14***	***4,763,261,878,277***	***1,052,543,878,362***
242	1. Construction in progress		4,763,261,878,277	1,052,543,878,362
250	***V. Long-term investments***		***4,047,077,774,944***	***8,546,251,486,093***
251	1. Investment in subsidiaries	16.1	873,536,174,944	7,987,309,886,093
252	2. Investment in associates	16.2	2,250,000,000,000	345,000,000,000
253	3. Investment in other entities	16.3	923,541,600,000	213,941,600,000
260	***VI. Other long-term assets***		***406,259,324,892***	***2,890,079,914***
261	1. Long-term prepaid expenses	17	401,607,101,062	282,236,234
262	2. Deferred tax assets	31.3	4,652,223,830	2,607,843,680
270	**TOTAL ASSETS**		**32,917,140,548,541**	**12,330,659,785,911**

SEPARATE BALANCE SHEET (continued)
as at 31 December 2017

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
300	**C. LIABILITIES**		**18,568,283,034,996**	**5,576,295,601,513**
310	***I. Current liabilities***		***14,720,904,013,732***	***5,565,413,512,455***
311	1. Short-term trade payables	18.1	2,360,518,885,516	104,618,173,930
312	2. Short-term advances from customers	18.2	4,058,190,214,197	1,745,403,237,865
313	3. Statutory obligations	19	30,894,237,174	55,226,465,066
314	4. Payables to employees		16,901,861,041	2,934,772
315	5. Short-term accrued expenses	20	1,391,387,958,767	130,874,545,222
318	6. Short-term unearned revenue	22	348,535,436,563	-
319	7. Other short-term payables	21	3,016,665,442,457	1,868,071,880,026
320	8. Short-term loans	23	3,497,609,978,017	1,661,216,275,574
322	9. Bonus and welfare fund		200,000,000	-
330	***II. Non-current liabilities***		***3,847,379,021,264***	***10,882,089,058***
336	1. Long-term unearned revenue	22	2,738,616,734,799	-
337	2. Other long-term liabilities	21	499,133,071,207	100,000,000
338	3. Long-term loans	23	601,600,000,000	-
341	4. Deferred tax liabilities	31.3	8,029,215,258	10,782,089,058
400	**D. OWNERS' EQUITY**		**14,348,857,513,545**	**6,754,364,184,398**
410	***I. Capital***	***24***	***14,348,857,513,545***	***6,754,364,184,398***
411	1. Share capital		6,980,521,310,000	2,017,530,620,000
411a	*- Shares with voting rights*		*5,902,117,190,000*	*2,017,530,620,000*
411b	*- Preferrence shares*		*1,078,404,120,000*	-
412	2. Share premium		6,655,589,987,093	4,498,781,742,093
418	3. Investment and development fund		10,994,494,000	10,994,494,000
421	4. Undistributed earnings		701,751,722,452	227,057,328,305
421a	*- Undistributed earnings by the end of prior years*		*502,328,107,957*	*23,633,846,692*
421b	*- Undistributed earnings of current year*		*199,423,614,495*	*203,423,481,613*
440	**TOTAL LIABILITIES AND OWNERS' EQUITY**		**32,917,140,548,541**	**12,330,659,785,911**

CÔNG TY CỔ PHẦN VINPEARL

Nguyen Thanh Tung Preparer	Tran Thi Hong Nhung Chief Accountant	Võ Thị Phương Thao General Director

10 April 2018

SEPARATE INCOME STATEMENT
for the year ended 31 December 2017

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
01	**1. Revenue from sale of goods and rendering of services**	**25.1**	**8,731,757,708,380**	**80,627,295,429**
02	**2. Deductions**	**25.1**	**(10,101,289,478)**	**-**
10	**3. Net revenue from sale of goods and rendering of services**	**25.1**	**8,721,656,418,902**	**80,627,295,429**
11	**4. Cost of goods sold and services rendered**	**26**	**(9,334,665,296,878)**	**-**
20	**5. Gross (loss)/profit from sale of goods and rendering of services**		**(613,008,877,976)**	**80,627,295,429**
21	**6. Finance income**	**25.2**	**3,176,386,702,187**	**1,536,306,504,204**
22	**7. Finance expenses**	**28**	**(486,708,689,496)**	**(34,730,137,970)**
23	*In which: Interest expenses*		*(334,044,243,306)*	*(34,730,077,082)*
25	**8. Selling expenses**	**27**	**(910,884,264,194)**	**(14,302,633,095)**
26	**9. General and administrative expenses**	**27**	**(905,788,916,572)**	**(137,981,318,263)**
30	**10. Operating profit**		**259,995,953,949**	**1,429,919,710,305**
31	**11. Other income**	**29**	**98,661,369,537**	**15,575,118,764**
32	**12. Other expenses**	**29**	**(19,154,346,878)**	**(100,759,449,172)**
40	**13. Other profit/(loss)**	**29**	**79,507,022,659**	**(85,184,330,408)**
50	**14. Accounting profit before tax**		**339,502,976,608**	**1,344,735,379,897**
51	**15. Current corporate income tax expenses**	**31.1**	**(144,528,057,917)**	**(46,667,369,682)**
52	**16. Deferred tax income**	**31.3**	**4,448,695,804**	**5,355,471,398**
60	**17. Net profit after tax**		**199,423,614,495**	**1,303,423,481,613**

Nguyen Thanh Tung
Preparer

Tran Thi Hong Nhung
Chief Accountant

CÔNG TY CỔ PHẦN VINPEARL
MSDN: 42004

Vo Thi Phuong Thao
General Director

10 April 2018

SEPARATE CASH FLOW STATEMENT
for the year ended 31 December 2017

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
	I. CASH FLOWS FROM OPERATING ACTIVITIES			
01	**Profit before tax**		**339,502,976,608**	**1,344,735,379,897**
	Adjustments for:			
02	Depreciation of tangible fixed assets, investment properties and amortisation of intangible fixed assets		579,616,671,213	488,266,236
03	Reversal of provision		-	(82,527,900)
04	Foreign exchange losses arising from revaluation of monetary accounts denominated in foreign currency		15,635,234,528	-
05	Profit from investing activities		(3,118,800,006,779)	(1,536,284,096,861)
06	Interest expenses		339,220,995,858	34,730,077,082
08	**Operating loss before changes in working capital**		**(1,844,824,128,572)**	**(156,412,901,546)**
09	Decrease/(increase) in receivables		6,291,105,948,940	(145,092,960,331)
10	Decrease/(increase) in inventories		571,204,255,628	(440,924,093,489)
11	(Decrease)/increase in payables (excluding interest payable and corporate income tax payable)		(414,553,983,458)	2,806,117,331,119
12	Increase in prepaid expenses		(304,601,592,209)	(96,034,101,638)
14	Interest paid		(306,351,057,174)	(34,730,077,082)
15	Corporate income tax paid	19	(351,797,482,728)	(8,383,520,698)
17	Other cash outflows for operating activities		-	(61,843,016)
20	**Net cash flow from operating activities**		**3,640,181,960,427**	**1,924,477,833,319**
	II. CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchase and construction of fixed assets and other long-term assets		(3,552,669,888,497)	(402,390,685,690)
22	Proceeds from disposals of fixed assets		123,588,468,773	30,918,794
23	Loans to other entities		(10,734,187,747,963)	(1,473,703,146,458)
24	Collections from borrowers		16,133,529,377,063	21,500,000,000
25	Payments for investments in other entities		(2,575,544,427,242)	(2,922,974,376,258)
26	Proceeds from sale of investments in other entities		190,196,214,778	2,432,788,973,016
27	Interest and dividends received		2,359,800,446,973	1,101,134,714,571
30	**Net cash flow from/(used in) investing activities**		**1,944,712,443,885**	**(1,243,613,602,025)**

SEPARATE CASH FLOW STATEMENT (continued)
for the year ended 31 December 2017

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
	III. CASH FLOWS FROM FINANCING ACTIVITIES			
31	Capital contribution		(17,435,000,000)	-
33	Drawdown of borrowings		2,554,029,358,035	4,827,500,000,000
34	Repayment of borrowings		(6,314,350,870,026)	(4,080,502,233,848)
36	Dividends paid		(339,697,297,800)	(1,400,000,000,000)
40	**Net cash flow used in financing activities**		**(4,117,453,809,791)**	**(653,002,233,848)**
50	**Net increase in cash and cash equivalent for the year**		**1,467,440,594,521**	**27,861,997,446**
60	**Cash at the beginning of the year**		**28,332,548,725**	**470,551,279**
61	Impact of exchange rate fluctuations		-	-
70	**Cash and cash equivalent at the end of the year**	**5**	**1,495,773,143,246**	**28,332,548,725**

Nguyen Thanh Tung
Preparer

Tran Thi Hong Nhung
Chief Accountant

Vo Thi Phuong Thao
General Director

10 April 2018

1. CORPORATE INFORMATION

Vinpearl Joint Stock Company ("the Company") was established in 2006 under the name Hon Tre Tourism and Trading Limited Liability Company. The Company subsequently received the amended Business Registration Certificate No 4200456848 granted on 8 May 2009 by the Khanh Hoa province's Department of Planning and Investment, and the amended Enterprise Registration Certificates, with the latest being the 44th amendment granted on 8 March 2018.

The current principal activities of the Company are to manage hotel, to provide hospitality and entertainment, inbound tourism, passenger transportation, restaurant and food & beverage services, and to develop real estate projects.

The Company's business cycle of real estate transfer starts at the time of application for Investment License, site clearance, construction and ends at the time of completion. Therefore, the Company's normal course of real estate transfer business is from 12 to 36 months.

The Company's normal course of other businesses is 12 months.

The Company's head office is located in Hon Tre Island, Vinh Nguyen District, Nha Trang City, Khanh Hoa Province, Vietnam. Its representative office is located at No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

As at 31 December 2017, the Company has the following branches:

No.	*Branch*	*Address*
1	Nha Trang branch	Hon Tre Island, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province
2	Da Nang branch	Truong Sa Road, Hoa Hai Ward, Ngu Hanh Son District, Da Nang
3	Quang Nam branch	Phuoc Hai town, Cua Dai Ward, Hoi An City, Quang Nam Province
4	Quang Ninh branch	Reu Island, Bai Chay Ward, Ha Long City, Quang Ninh Province
5	Hai Phong branch	Vu Yen Island, Nguyen Binh Khiem Street, Dong Hai 2 Ward, Hai An District, Hai Phong
6	Binh Dinh branch	Vinpearl Quy Nhon Tourism Zone, Nhon Hoi Economic Zone, Hai Giang Village, Nhon Hai Commune, Quy Nhon City, Binh Dinh Province
7	Can Tho branch	No. 209, 30/4 Street, Xuan Khanh Ward, Ninh Kieu District, Can Tho
8	Nghe An branch	Binh Minh Street, Nghi Hai Ward, Cua Lo Town, Nghe An
9	Ha Tinh branch	Hoa Binh village, Thinh Loc commune, Loc Ha District, Ha Tinh Province
10	Hanoi branch	No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban Zone, Viet Hung Ward, Long Bien District, Hanoi
11	Kien Giang branch	Bai Dai Zone, Ganh Dau Commune, Phu Quoc District, Kien Giang Province

The number of the Company's employees as at 31 December 2017 is 8,524 (31 December 2016: 21).

1. CORPORATE INFORMATION (continued)

Corporate structure

As at 31 December 2017, the Company has 5 subsidiaries. The information on these subsidiaries, along with the Company's voting rights and equity interest in each subsidiary, are detailed as follows:

No	*Company*	*Voting right (%)*	*Equity interest (%)*	*Head office*	*Principal activities*
1	Hon Mot Tourism JSC ("Hon Mot JSC")	83.63	83.63	Hon Tre Island, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and providing hospitality services
2	Cam Ranh Investment Limited Liability Company ("Cam Ranh LLC")	90.00	90.00	No. 16 Mac Dinh Chi Street, Phuoc Tien Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and providing hospitality services
3	Hon Tre Investment and Development Limited Liability Company ("Hon Tre LLC")	90.00	90.00	No. 42/2 Dong Nai, Phuoc Hai Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and providing hospitality services
4	Nha Trang Port Joint Stock Company ("Nha Trang Port JSC")	85.55	85.55	No. 5 Tran Phu, Vinh Nguyen ward, Nha Trang City, Khanh Hoa Province	Cargo handling and warehouse rental services
5	CoCo International company limited ("CoCo International")	70.00	70.00	No. 14 Thuy Khue, Thuy Khue Ward, Tay Ho District, Hanoi City	Investing, constructing and trading real estate

2. BASIS OF PREPARATION

2.1 Accounting standards and system

The separate financial statements of the Company, which are expressed in Vietnam dong ("VND"), are prepared in accordance with the Vietnamese Enterprise Accounting System and Vietnamese Accounting Standards issued by the Ministry of Finance as per:

- Decision No. 149/2001/QD-BTC dated 31 December 2001 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 1);
- Decision No. 165/2002/QD-BTC dated 31 December 2002 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 2);
- Decision No. 234/2003/QD-BTC dated 30 December 2003 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 3);
- Decision No. 12/2005/QD-BTC dated 15 February 2005 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 4); and
- Decision No. 100/2005/QD-BTC dated 28 December 2005 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 5).

2. BASIS OF PREPARATION (continued)

2.1 *Accounting standards and system* (continued)

Accordingly, the accompanying separate financial statements including their utilisation are not designed for those who are not informed about Vietnam's accounting principles, procedures and practices and furthermore are not intended to present the separate financial position and results of operations and separate cash flows in accordance with accounting principles and practices generally accepted in countries other than Vietnam.

2.2 *Exemption for the preparation of consolidated financial statements*

Vinpearl Joint Stock Company has subsidiaries as disclosed in Note 1 and Note 16.1. The Company has elected to apply the exemption clause stated in paragraph 5 of Vietnamese Accounting Standard No. 25 "Consolidated financial statements and accounting for the investment in subsidiaries". Consequently, the Company does not prepare the consolidated financial statements as at 31 December 2017 and for the year then ended even though it has investments in subsidiaries during the year. This decision was made on the basis that Vingroup, the parent company owns 100% voting rights in the Company, did not require the Company to prepare its consolidated financial statements. Vingroup Joint Stock Company's head office is located at No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban Zone, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.

2.3 *Applied accounting documentation system*

The Company's applied accounting documentation system is the General Journal system.

2.4 *Fiscal year*

The Company's fiscal year applicable for the preparation of its separate financial statements starts on 1 January and ends on 31 December.

2.5 *Accounting currency*

The separate financial statements are prepared in VND which is also the Company's accounting currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand, cash at banks, cash in transit and short-term, highly liquid investments with maturity period of less than three months that are readily convertible into known amount of cash and that are subject to an insignificant risk of change in value.

3.2 *Inventories*

Inventory property

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 *Inventories* (continued)

Cost includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for construction; and
- Borrowing costs, planning and design costs, costs of land compensation and 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 complete and the estimated costs of sale.

The cost of property inventory sold is recognised in the separate income statement 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

Other inventories are stated at the lower of cost incurred in bringing each product to its present location and condition, and net realisable value.

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

The periodic method is used to record the inventories, in which cost of inventories are calculated based on the weighted average basis.

Provision for obsolete inventories

An inventory provision is created for the estimated loss arising due to the impairment of value (through diminution, damage, obsolescence, etc.) of raw materials, finished goods, and other inventories owned by the Company, based on appropriate evidence of impairment available at the balance sheet date.

Increases or decreases to the provision balance are recorded into the cost of goods sold account in the separate income statement.

3.3 *Receivables*

Receivables are presented in the separate financial statements at the carrying amounts due from customers and other debtors, after provision for doubtful debts.

The provision for doubtful debts represents amounts of outstanding receivables at the balance sheet date which are doubtful of being recovered. Increases or decreases to the provision balance are recorded as general and administrative expense in the separate income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

The cost of a tangible fixed asset comprises its purchase price and any directly attributable costs of preparing the tangible fixed asset to its intended use.

Expenditures for additions and improvements are added to the carrying amount of the assets and expenditures for maintenance and repairs are charged to the separate income statement as incurred.

When tangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is realised in the separate income statement.

3.5. Leased assets

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset.

A lease is classified as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the asset to the lessee. All other leases are classified as operating leases.

Where the Company is the lessee

Rentals under operating leases are charged to the separate income statement on a straight-line basis over the lease term.

Assets subject to operating leases are included as the Company's fixed assets in the separate balance sheet. Lease income is recognised in the separate income statement on a straight-line basis over the lease term.

3.6 Intangible fixed assets

Intangible fixed assets are stated at cost less accumulated amortisation.

The cost of an intangible fixed asset comprises its purchase price and any directly attributable costs of preparing the intangible fixed asset for its intended use.

Expenditures for additions, improvements are added to the carrying amount of the assets and other expenditures are charged to the separate income statement as incurred.

When intangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the separate income statement.

Land use rights

The advance payment for land rental, of which the land lease contracts have effectiveness prior to 2003 and Land use right certificate being issued, are recorded as intangible fixed asset according to Circular No. 45/2013/TT-BTC issued by the Ministry of Finance on 25 April 2013 guiding the management, use and depreciation of fixed assets ("Circular 45").

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 *Depreciation and amortisation*

Depreciation of tangible fixed assets and amortisation of intangible fixed assets are calculated on a straight-line basis over the estimated useful life of each asset as follows:

Buildings and structures	3 – 50 years
Machinery and equipment	5 - 25 years
Means of transportation	5 - 25 years
Office equipment	3 - 8 years
Perennial plants	2 - 10 years
Others	8 - 15 years
Computer software	3 - 12 years
Definite term land use rights	36 - 48 years
Copyrights, patent	3 - 21 years

3.8 *Investment properties*

Investment properties are stated at cost including transaction costs less accumulated amortisation.

Subsequent expenditure relating to an investment property that has already been recognised is added to the net book value of the investment property when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing investment property, will flow to the Company.

Depreciation and amortisation of investment properties are calculated on a straight-line basis over the estimated useful life of each asset as follows:

Buildings and structures	10 - 40 years
Others	2 - 4 years

Investment properties are derecognised when either they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the assets is recognised in the separate income statement in the year of retirement or disposal.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment properties when, and only when, there is change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. The transfer from investment property to owner-occupied property or inventories does not change the cost or the carrying value of the property for subsequent accounting at the date of change in use.

3.9 *Borrowing cost*

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs are recorded as expense during the year in which they are incurred, except borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily take a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Prepaid expenses

Prepaid expenses are reported as short-term or long-term prepaid expenses on the separate balance sheet and amortised over the period for which the amounts are paid or the period in which economic benefits are generated in relation to these expenses.

The following types of expenses are recorded as prepaid expenses and are amortised to the separate income statement:

- Commission fees on sale of real estate properties;
- Expenses to support customers on borrowing costs to purchase real estate properties;
- Expenses of hotel vouchers used under promotion program to customers on sale of real estate properties;
- Prepaid corporate income tax at the rate of 1% of advance from customers on sale of real estate properties;
- Pre-operating expenses/production preparation expenses (including training and advertising expenses incurred during this period);
- Tools and consumables with large value issued into operation and can be used for more than one year; and
- Significant fixed asset overhauling cost.

Prepaid land rentals

Prepaid land rentals includes:

- The unallocated balance of the land rental paid under the land lease contract No. 73/2009/HD-TD signed with the People's Committee of Khanh Hoa Province on 1 September 2009 for the land on Hon Tre Island , Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province to build Vinpearl villas and golf areas of Nha Trang branch. According to Circular 45, the prepaid land rental is recognised as a long-term prepaid expenses for allocation to the separate income statement over the remaining lease period; and
- The unallocated balance of the land rental paid under the land lease contract No. 116/HD-TD signed with People's Committee of Da Nang on 26 July 2010 for land in Hoa Hai Ward, Ngu Hanh Son District, Da Nang City to build Vinpearl Da Nang Luxury Hotel and Resort of Da Nang branch.

3.11 Business combination

Business combinations involving entities under common control that does not result in parent-subsidiary relationships

Business combination transactions involving entities under common control but does not result in parent-subsidiary relationships are carried out as follows:

- Assets, liabilities and equity of the merged entities are recorded at their carrying amounts at the date of the merger;
- No goodwill arising from the merger transaction; and
- The separate income statement reflects the business result from the date of the merger.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12. *Merger of subsidiaries*

The merger of subsidiaries into the Company are processed in accordance with the guidance in Circular No. 200/2014/TT-BTC guiding the Enterprise Accounting Regime issued by the Ministry of Finance on 22 December 2014. Accordingly, all identifiable assets and liabilities of the subsidiary are accounted to the separate financial statements of the Company at fair value at the date of acquisition. The difference between the carrying amount of the investment in the subsidiary and the fair value of the net assets of the subsidiary as at the merger date is recognised as financial income of the Company.

3.13 *Investments*

Investments in subsidiaries

Investments in subsidiaries over which the Company has control are carried at cost.

Distributions from accumulated net profits of the subsidiaries arising subsequent to the date of acquisition are recognised in the separate income statement. Distributions from sources other than from such profits are considered a recovery of investment and are deducted to the cost of the investment.

Investments in associates

Investments in associates over which the Company has significant influence are carried at cost.

Distributions from accumulated net profits of the associates arising subsequent to the date of acquisition are recognised in the separate income statement. Distributions from sources other than from such profits are considered a recovery of investment and are deducted to the cost of the investment.

Held-for-trading securities and investments in other entities

Held-for-trading securities and investments in other entities are stated at their acquisition costs.

Provision for held-for-trading securities and investments in entities

Provision is made for any diminution in value of the held-for-trading securities and investments in capital of other entities at the balance sheet date in accordance with the guidance under Circular No. 228/2009/TT-BTC dated 7 December 2009 and Circular No. 89/2013/TT-BTC dated 28 June 2013 issued by the Ministry of Finance. Increases or decreases to the provision balance are recorded as finance expense in the separate income statement.

3.14 *Payables and accruals*

Payables and accruals are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Company. Payables to contractors for construction of real estate project are recognised based on interim work certificates between the two parties, regardless of whether or not billed to the Company.

Expenses for borrowing costs support and early settlement discount for customers on purchase of real estate properties are recognised when incurred as stipulated in the sale-purchase agreements, whether or not paid by the Company.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.15 Foreign currency transactions

Transactions in currencies other than the Company's reporting currency (VND) are recorded at the actual transaction exchange rates at transaction dates which are determined as follows:

- Transaction resulting in receivables are recorded at the buying exchange rates of the commercial banks designated for collection;
- Transactions resulting in liabilities are recorded at the selling exchange rates of the commercial banks designated for payment; and
- Payments for assets or expenses without liabilities initially being recognised is recorded at the buying exchange rates of the commercial banks that process these payments.

At the end of the year, monetary balances denominated in foreign currencies are translated at the actual exchange rates at the balance sheet dates which are determined as follows:

- Monetary assets are translated at buying exchange rate of the commercial bank where the Company conducts transactions regularly; and
- Monetary liabilities are translated at selling exchange rate of the commercial bank where the Company conducts transactions regularly.

All foreign exchange differences incurred during the year and arising from the revaluation of monetary accounts denominated in foreign currency at year-end are taken to the separate income statement.

3.16 Appropriation of net profits

Net profit after tax (excluding unrealised gain on revaluation of balances denominated in foreign currency) is available for appropriation to shareholders after approval in the General Shareholders Meeting, and after making appropriation to reserve funds in accordance with the Company's Charter and Vietnam's regulatory requirements.

3.17 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding trade discount, rebate and sales return. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually upon the delivery of the goods.

Rendering of services

Revenue is recognised when services are rendered to the customers.

Sale of real estate properties

Revenue from sale of real estate property is recognised when the significant risks and rewards of ownership of the properties have passed to the buyer.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.17 Revenue recognition (continued)

Rental income

Rental income arising from operating leases is accounted for on a straight line basis over the lease term.

Interest

Revenue is recognised as the interest accrues (taking into account the effective yield on the asset) unless collectability is in doubt.

Dividends

Income is recognised when the Company's entitlement as an investor to receive the dividend is established.

Golf card revenue

Revenue from the sale of golf course membership cards is recognised in the separate statement of income on a straight-line basis over the term of the membership card.

Income from securities trading, capital transfer

Income from securities trading and capital transfer are determined as the difference between selling prices and the cost of securities sold. Such income is recognised on the trade date when the relevant contracts are executed.

Income, expense from investment cooperation contracts in which the Company is entitled to profit before or after tax

Income from the profit after tax of real estate business under investment cooperation contracts is recognised as financial income in the separate income statement.

The expense to offset operating losses from hospitality services under investment co-operation contracts is recognised as cost of goods sold and services rendered in the separate income statement.

Income, expense from investment cooperative contracts in which the Company carries out business operations

Revenues and expenses from business of entertainment, amusement activities are recognised as revenues and costs of goods sold and services rendered in the separate income statement.

3.18 *Taxation*

Current income tax

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted as at the separate balance sheet date.

Current income tax is charged or credited to the separate income statement, except when it relates to items recognised directly to equity, in which case the current income tax is also dealt with in equity.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.18 Taxation (continued)

Current income tax (continued)

Current income tax assets and liabilities are offset when there is a legally enforceable right for the Company to set off current tax assets against current tax liabilities and when the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is provided using the liability method on temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred tax

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the related transaction affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures where timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax credit and unused tax losses, to the extent that it is probable that taxable profit will be available against which deductible temporary differences, carried forward unused tax credit and unused tax losses can be utilised, except:

- where the deferred tax asset in respect of deductible temporary difference which arises from the initial recognition of an asset or liability which at the time of the related transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of deductible temporarily differences associated with investments in subsidiaries, associates, and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Previously unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted at the balance sheet date.

Deferred tax is charged or credited to the separate income statement, except when it relates to items recognised directly to equity, in which case the deferred tax is also dealt with in the equity account.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.18 Taxation (continued)

Deferred tax (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right for the Company to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on:

- either the same taxable entity; or
- when the Company intends either settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.19 Related Parties

Parties are considered to be related parties of the Company if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions, or when the Company and other party are under common control or under common significant influence. Related parties can be enterprise or individual, including close members of the family of any such individual.

4. MERGER TRANSACTIONS DURING THE YEAR

4.1 Merger of subsidiaries

On 3 January 2017, according to the Resolution No. 04/2016/NQ-DHDCD-VINPEARL JSC dated 29 December 2016 of the General Shareholders Meeting and the merger contracts dated 29 December 2016, the Company had merged with the subsidiaries:

No.	*Company*	*Principal activities*
1	Vinpearl Nha Trang Company Limited ("Vinpearl Nha Trang Company")	Investing, constructing and rendering restaurant, hotel services; rendering management consulting services, brokerage, real estate auction
2	Vinpearl Da Nang One Member Limited Liability Company ("Vinpearl Da Nang")	Investing, constructing and rendering restaurant, hotel services
3	Vinpearl Hoi An One Member Limited Liability Company ("Vinpearl Hoi An")	Investing, constructing and rendering restaurant, hotel services
4	Future Property Invest Ltd. ("FPI Company")	Investing, constructing and rendering restaurant, hotel services
5	Vinpearl Quy Nhon Joint Stock Company ("Vinpearl Quy Nhon")	Rendering ecotourism services and other types of tourism
6	Vinpearl Beach Company Limited ("Vinpearl Bai Dai Company")	Investing, constructing and rendering restaurant, hotel services
7	Vinpearl Ha Long Company Limited ("Vinpearl Ha Long Company")	Investing, constructing and rendering restaurant, hotel services
8	Vinpearl Can Tho Company Limited ("Vinpearl Can Tho Company")	Investing, constructing and rendering restaurant, hotel services

Hereinafter collectively referred to as "merged subsidiaries".

On 3 January 2017, the Company signed the minutes in which all assets, liabilities and employees are transferred from the merged subsidiaries to the Company and completed the merger transactions. Accordingly, all identifiable assets and liabilities of the merged subsidiaries have been recognised in the separate financial statements of the Company at fair value at the date of the acquisition. The difference between the carrying amount of the investments in the merged subsidiaries and the fair value of the net assets of the merged subsidiaries as at the merger date are recognised as financial income of the Company (Note 25.2).

4. MERGER TRANSACTIONS DURING THE YEAR (continued)

4.1 Merger of subsidiaries (continued)

The fair value of the identifiable assets and liabilities of the merged subsidiaries as at the merger date are as follows:

Currency: VND

	Fair value at the merger date (*)			
	Vinpearl Nha Trang	*Vinpearl Da Nang*	*Vinpearl Hoi An*	*FPI Company*
Assets				
Cash and cash equivalents	204,922,332,940	16,459,943,944	6,068,831,221	189,611,043,038
Short-term receivables	1,941,170,096,545	38,926,100,833	71,285,022,720	1,871,220,095,370
Inventories	1,342,244,801,906	199,593,521,732	(9,992,821,372)	1,118,122,800,021
Other short-term assets	136,499,158,939	13,201,045,130	11,072,488,095	160,266,437,311
Fixed assets	5,761,347,424,055	1,037,700,869,343	260,015,166,095	-
Long-term fixed assets in progress	503,032,986,767	3,046,702,278	166,092,833,905	348,544,000
Other long-term assets	460,498,341,618	17,957,992,870	612,495,233	10,286,898,535
Total assets	10,349,715,142,770	1,326,886,176,130	505,154,015,897	3,349,855,818,275
Liabilities				
Short-term liabilities	2,565,706,721,192	372,634,158,351	234,400,174,349	1,755,810,022,600
Long-term liabilities	4,033,766,151,779	64,530,734,263	-	-
Total liabilities	6,599,472,872,971	437,164,892,614	234,400,174,349	1,755,810,022,600
Total net assets	3,750,242,269,799	889,721,283,516	270,753,841,548	1,594,045,795,675
The carrying amounts of the investments in the subsidiaries before the merger date	3,593,379,270,093	757,317,568,000	397,977,248,000	1,056,000,000,000
The difference between the carrying amounts of the investments and the fair value of the net assets *(Note 25.2)*	156,862,999,706	132,403,715,516	(127,223,406,452)	538,045,795,675

4. MERGER TRANSACTIONS DURING THE YEAR (continued)

4.1 *Merger of subsidiaries* (continued)

The fair value of the identifiable assets and liabilities of the merged subsidiaries as at the merger date are as follows (continued):

Currency: VND

	Fair value at the merger date (*)			
	Vinpearl Quy Nhon	*Vinpearl Bai Dai*	*Vinpearl Ha Long*	*Vinpearl Can Tho*
Assets				
Cash and cash equivalents	2,281,448,258	26,736,691,853	4,685,288,761	2,460,018,750
Short-term receivables	377,605,155,156	722,184,418,107	19,212,891,838	3,188,531,995
Inventories	-	828,483,075,766	4,443,733,213	1,409,376,719
Other short-term assets	7,779,144,408	75,235,253,665	7,286,777,414	3,244,441,928
Fixed assets	15,575,399	319,073,468	1,039,543,942,582	9,979,334,116
Long-term fixed assets in progress	385,633,771,259	-	841,026,783	303,024,109
Other long term assets	30,000,000	-	102,777,563,090	35,119,953,746
Total assets	773,345,094,480	1,652,958,512,859	1,178,791,223,681	55,704,681,363
Liabilities				
Short-term liabilities	3,556,746,724	1,462,765,878,351	450,241,361,301	38,136,747,183
Long-term liabilities	-	-	641,660,000,000	-
Total liabilities	3,556,746,724	1,462,765,878,351	1,091,901,361,301	38,136,747,183
Total net assets	769,788,347,756	190,192,634,508	86,889,862,380	17,567,934,180
The carrying amount of the investments in the subsidiaries before the merger date	773,383,000,000	108,000,000,000	225,000,000,000	20,000,000,000
The difference between the carrying amounts of the investments and the fair value of the net assets (*Note 25.2*)	(3,594,652,244)	82,192,634,508	(138,110,137,620)	(2,432,065,820)

4. MERGER TRANSACTIONS DURING THE YEAR (continued)

4.1 Merger of subsidiaries (continued)

(*) The Company estimates the fair value of inventories and fixed assets of the merged subsidiaries at the merger date based on the valuation reports issued by an independent valuer. The Company determines that the fair values of the remaining assets and identifiable liabilities of the merged subsidiaries to approximate their book value in accordance with its internal assessment reports of the Company.

On 3 May 2017, according to the Resolution No. 01/2017/NQ-DHDCD-VINPEARL JSC dated 26 April 2017 of the General Shareholders Meeting and the Merger Agreement dated 26 April 2017, the Company has merged with Vinpearl Management Company Limited ("Vinpearl Management Company"), a subsidiary of the Company.

On 3 May 2017, the Company signed the minutes in which all assets, liabilities and employees are transferred from the merged subsidiaries to the Company and completed the merger transactions. Accordingly, all identifiable assets and liabilities of the merged subsidiaries have been recognised in the separate financial statements of the Company at fair value at the date of the acquisition. The difference between the carrying amount of the investment in the merged subsidiaries and the fair value of the net assets of the merged subsidiaries as at the merger date are recognised as financial income of the Company (Note 25.2).

The principal activities of Vinpearl Management Company are management consulting (not including financial, accounting and legal consulting). This Company's head office is located at No. 7, Bang Lang 1 Street, Vinhomes Riverside Urban Zone, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.

The fair value of identifiable assets and liabilities of Vinpearl Management Company as at the merger date are as follows:

Currency: VND

	Fair value at the merger date (*)
Assets	
Cash and cash equivalents	43,029,881,196
Short-term receivables	272,582,180,780
Other short-term assets	710,409,939
Fixed asset	341,844,690
Other long-term assets	1,705,837,057
Total assets	318,370,153,662
Liabilities	
Short-term liabilities	281,880,199,334
Long-term liabilities	-
Total liabilities	281,880,199,334
Total net assets	36,489,954,328
The carrying amount of the investment in the subsidiary before merger date	24,435,000,000
The difference between the carrying amount of the investment and the fair value of the net assets (Note 25.2)	12,054,954,328

(*) The Company determines that the fair value of all identifiable assets and liabilities of Vinpearl Management Company to approximate their book values in accordance with its internal valuation reports .

4. MERGER TRANSACTIONS IN THE YEAR (continued)

4.2 Merger with Vinpearlland Joint Stock Company ("Vinpearlland Company")

On 11 September 2017, according to the Resolution No. 04/2017/NQ-DHDCD-VINPEARL JSC of the General Shareholders Meeting and the merger contract dated 7 September 2017, the Company had merged with Vinpearlland Company, an affiliate.

On 11 September 2017, the Company signed the minute in which all assets, liabilities and employees from Vinpearlland Company are transferred to the Company and completed the merger transaction. Accordingly, Vinpearlland Company was merged into the Company and therefore, all identifiable assets, liabilities and owners' equity of Vinpearlland Company are recognised in the separate financial statements of the Company at its carrying amount at the merger date.

The principal business activities of Vinpearlland are to provide entertainment services, inbound tourism, passenger transportation and restaurant and food service. This Company head office is located in Hon Tre Island, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province, Vietnam.

The management has assessed that this is a merger transaction between two companies under common control (Vinpearlland Company is also a subsidiary of Vingroup JSC). Consequently, the assets and liabilities of Vinpearlland Company are reflected in the separate financial statements of the Company at the carrying amount as stated in the financial statements of Vinpearlland Company as at the merger date. Details are as follows:

Currency: VND

	Carrying value as at the merger date
Assets	
Cash	151,661,239,145
Short-term trade receivables	19,304,619,670
Short-term advances to suppliers	205,909,587,352
Short-term receivables	69,260,719,747
Inventories	8,623,105,375
Other short-term assets	121,851,237,751
Other long-term receivables	117,124,663,815
Fixed assets	2,227,079,099,664
Investment properties	25,839,004,682
Other long-term assets	5,303,946,391,839
Total assets	**8,250,599,669,040**
Liabilities	
Short-term trade payables	235,319,610,339
Short-term advances from customers	4,814,771,530
Statutory obligations	22,957,561,506
Short-term accrued expenses	28,290,060,652
Unearned revenue	3,397,240,055
Short-term loans	2,561,471,637,510
Other payables	131,637,484,870
Total liabilities	**2,987,888,366,462**
Owners' equity (i)	
Share capital	2,498,521,310,000
Share premium	2,156,808,245,000
Undistributed retained earnings	607,381,747,578
Total owners' equity	**5,262,711,302,578**

44. MERGER TRANSACTIONS DURING THE YEAR (continued)

4.2 Merger with Vinpearlland Joint Stock Company ("Vinpearlland Company") (continued)

(i) As at the merger date, the value of the share capital, share premium and undistributed profit after tax of Vinpearlland are incorporated into the respective items in the separate financial statements of the Company.

4.3 Merger with Vinpearl Trading Investment JSC ("Vinpearl Trading")

On 8 November, 2017, under the Resolution No. 07/2017/NQ-DHD-VINPEARL JSC of the General Meeting of Shareholders and the merger contract dated 8 November 2017, the Company has merged with Vinpearl Trading, an affiliate.

On 10 November, 2017, the Company signed the minutes in which all assets, liabilities and employees from Vinpearl Trading are transferred to the Company and completed the merger transaction. Accordingly, the Vinpearl Trading was merged into the Company and therefore, the entire balances of assets, liabilities and owners' equity of Vinpearl Trading was recognised in the separate financial statements of the Company at the carrying value at the merger date.

The principal activities of Vinpearl Trading are to trade real estate properties, land use rights of owners or users and rental land use right. This Company head office is located at No. 7, Bang Lang 1 Street, Vinhomes Riverside Urban Zone, Viet Hung Ward, Long Bien District, Hanoi.

The management has assessed that this is a merger between two companies under common control (Vinpearl Trading is also a subsidiary of Vingroup JSC). Consequently, the assets and liabilities of Vinpearl Trading are reflected in the separate financial statements of the Company at the carrying amount as stated in the financial statements of Vinpearl Trading as at the merger date. Details are as follows:

Currency: VND

	Carrying value as at the merger date
Assets	
Held-for-trading securities	2,442,469,380,000
Total assets	**2,442,469,380,000**
Liabilities	
Short-term trade payables	32,167,755
Other payables	1,077,316,484
Total liabilities	**1,109,484,239**
Owners' Equity (i)	
Share capital	2,442,469,380,000
Accumulated losses	(1,109,484,239)
Total owners' equity	**2,441,359,895,761**

(i) As at the merger date, the value of the share capital and accumulated losses of Vinpearl Trading are added into the respective items in the separate financial statements of the Company.

5. CASH AND CASH EQUIVALENTS

Currency: VND

	Ending balance	*Beginning balance*
Cash on hand	8,069,412,555	-
Cash at bank	1,198,436,761,005	28,332,548,725
Cash in transit	7,720,308,957	-
Cash equivalents (i)	281,546,660,729	-
TOTAL	**1,495,773,143,246**	**28,332,548,725**

(i) These are short-term deposits in VND at commercial banks with interest rate of 4.5% per annum and have term of one-month.

Details of foreign currencies are as follows:

	Ending balance	*Beginning balance*
Foreign currencies:		
- US Dollar (USD)	4,638,468	862
- Euro (EUR)	198	-
- Japanese Yen (JPY)	57,000	-
- Hong Kong Dollar	50	-
- Australian Dollar	700	-

NOTES TO THE SEPARATE FINANCIAL STATEMENTS (continued)
as at 31 December 2017 and for the year then ended

6. SHORT-TERM INVESTMENTS

6.1 *Held-for-trading securities*

Currency: VND

	Ending balance				*Beginning balance*			
	Quantity	*At cost*	*Fair value*	*Provision*	*Quantity*	*At cost*	*Fair value*	*Provision*
Shares of Vingroup JSC	90,039,008	2,442,469,380,000	6,960,015,318,400	-		-	-	-
TOTAL	**90,039,008**	**2,442,469,380,000**	**6,960,015,318,400**	**-**		**-**	**-**	**-**

6.2 *Held-to-maturity investments*

Currency: VND

	Ending balance		*Beginning balance*	
	Cost	*Carrying amount*	*Cost*	*Carrying amount*
Short-term deposits (i)	22,960,572,758	22,960,572,758	4,000,000,000	4,000,000,000
TOTAL	**22,960,572,758**	**22,960,572,758**	**4,000,000,000**	**4,000,000,000**

(I) These represent short-term deposits with term of 4 months, which earns interest at the rate of 4.5% per annum (2016: 5%).

7. SHORT-TERM TRADE RECEIVABLES AND SHORT-TERM ADVANCES TO SUPPLIERS

7.1 *Trade receivables*

Currency: VND

	Ending balance	*Beginning balance*
Trade receivables from real estate trading activities	453,766,326,068	-
Trade receivables from hospitality and entertainment activities	184,548,267,319	-
Other trade receivables	-	35,312,346,181
TOTAL	**638,314,593,387**	**35,312,346,181**
In which:		
Trade receivables from customers	*554,956,787,233*	-
Trade receivables from related parties (Note 32)	*83,357,806,154*	*35,312,346,181*

7.2 *Advances to suppliers*

Currency: VND

	Ending balance	*Beginning balance*
Advances to suppliers	404,615,948,851	210,900,556,117
- *TTT Trading and Construction Joint Stock Company*	*72,122,593,230*	-
- *Central Construction Joint Stock Company*	*39,896,725,067*	-
- *Land fund development center of Can Tho city*	-	*85,139,332,912*
- *An Phong Construction Company Limited*	-	*54,600,255,250*
- *Tinh Ky Limited Liability Company*	-	*33,252,829,439*
- *Others*	*292,596,630,554*	*37,908,138,516*
Advances to related parties *(Note 32)*	36,395,244,871	-
TOTAL	**441,011,193,722**	**210,900,556,117**

8. SHORT-TERM LOAN RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance*
Loan to a corporate entity (i)	-	1,300,000,000,000
Loan to related parties *(Note 32)*	33,100,000,000	154,203,146,458
TOTAL	**33,100,000,000**	**1,454,203,146,458**

(i) This is a loan to a corporate entity, which earns interest rate at 11% per annum, with term of 6 months and mature on 24 March 2018. In the year, the Company has collected entire the loan.

9. OTHER RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Receivables from the centralised cash flow management account (i)	454,469,570,872	93,829,011,890
Interest receivables	45,024,254,233	28,649,076,635
Receivables from Binh Dinh Economic Zone Management (ii)	30,182,818,183	-
Receivable from payment on behalf (iii)	17,079,463,439	132,338,550,169
Short-term deposit	17,033,825,000	-
Advances to employees	15,154,657,376	107,828,000
Dividend receivables	12,021,287,798	122,111,029,575
Other receivables	42,086,579,755	537,986,625
TOTAL	**633,052,456,656**	**377,573,482,894**
Provision for short-term doubtful debt	(637,988,687)	-
In which:		
Other receivables	*136,842,182,269*	*28,265,247,655*
Other receivables from related parties (Note 32)	*496,210,274,387*	*349,308,235,239*

(i) According to the agreement on centralised cash flow management between Vingroup JSC and the Company, Vingroup JSC would perform centralised cash flow management for all entities within the Group through bank accounts at Joint Stock Commercial Bank for Investment and Development of Vietnam ("BIDV"). Accordingly, the cash balance in the nominated account of the Company at BIDV is automatically transferred to the centralised account of Vingroup JSC and will be used by the Company up to the limit of the cash flow amount transferred to the centralised account.

(i) This is an advance payment to the Binh Dinh Economic Zone Management of Binh Dinh Branch to compensate for site clearance of the project of Vinpearl Quy Nhon in Binh Dinh province. This amount will be deducted from land rental fee in the future after the Company receives the Decision on land rental.

(ii) This represents the receivables from payment on behalf that mainly relate to construction in progress for a number of real estate projects of Vingroup JSC.

10. INVENTORIES

Currency: VND

	Ending balance		Beginning balance	
	At cost	*Provision*	*At cost*	*Provision*
Inventory properties under construction (i)	3,116,109,507,186	-	440,924,093,489	-
Completed inventory properties (i)	168,901,472,236	-	-	-
Materials	39,296,746,398	-	-	-
Inventory properties held for sale (ii)	38,808,260,000	-	38,808,260,000	-
Tools and supplies	28,743,583,704	-	-	-
Merchandise	9,307,561,697	-	-	-
Goods in transit	288,560,000	-	-	-
TOTAL	**3,401,455,691,221**	-	**479,732,353,489**	-

(i) Mainly include construction costs and other allocated general expenses such as land use fees, compensation and site clearance costs, capitalized borrowing costs, and other related expenses to develop the items of apartments and villas for sale under the following real estate projects:

- Vinpearl Empire Condotel project at 44-46 Le Thanh Ton Street, Nha Trang City, Khanh Hoa Province;
- Vinpearl Beach Front Condotel project at 78-80 Tran Phu Street, Nha Trang City, Khanh Hoa Province;
- Vinpearl Da Nang Luxury Resort & Villas project in Hoa Hai Ward, Ngu Hanh Son District, Da Nang City;
- Vinpearl Da Nang Ocean Villas on Truong Sa Street, Hoa Hai Ward, Ngu Hanh Son District, Da Nang City;
- Vinpearl Hoi An eco-tourism project in Binh Duong Commune, Thang Binh District, Quang Nam Province; and
- Vinpearl Long Beach Ocean Villa on Cam Ranh peninsula, Cam Hai Dong Commune, Cam Lam District, Khanh Hoa Province

(ii) This represents the land use rights and assets attached to the land at Lot TM-A in An Vien Eco-tourism Zone, Nha Trang City, Khanh Hoa Province.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS (continued)
as at 31 December 2017 and for the year then ended

11. TANGIBLE FIXED ASSETS

Currency: VND

	Buildings and structures	*Machinaries and equipment*	*Means of transportation*	*Office equipment*	*Perennial plant*	*Other tangible fixed asset*	*Total*
Cost:							
Beginning balance	-	-	978,028,818	-	-	-	978,028,818
- Construction completed	1,903,134,945,463	701,832,383,861	27,715,442,503	295,268,918	53,090,147,157	440,000,000	2,686,508,187,902
- Newly purchased	1,750,112,341	51,018,965,111	207,593,789,780	13,178,266,103	-	38,106,371,171	311,647,504,506
- Increase from merger	8,276,725,834,259	2,544,097,098,015	372,499,693,059	16,745,185,061	120,464,103,654	126,525,392,031	11,457,057,306,079
- Disposal	(20,933,830,596)	(18,572,636,788)	(47,461,578,370)	(419,083,754)	-	-	(87,387,129,508)
Ending balance	10,160,677,061,467	3,278,375,810,199	561,325,375,790	29,799,636,328	173,554,250,811	165,071,763,202	14,368,803,897,797
In which:							
Fully depreciated	*310,983,960*	*8,669,621,323*	-	*33,590,909*	*8,325,102,081*	*100,590,821*	*17,439,889,094*
Accumulated depreciation:							
Beginning balance	-	-	213,324,149	-	-	-	213,324,149
- Depreciation during the year	284,422,785,214	185,667,555,207	45,546,847,590	1,875,103,734	18,446,489,815	29,863,222,335	565,822,003,895
- Increase from merger	417,380,598,578	514,791,855,384	132,269,925,927	11,590,921,098	73,907,279,612	41,855,724,406	1,191,796,305,005
- Disposal	(1,345,720,003)	(6,478,767,904)	(20,966,907,453)	(4,906,666)	-	(20,166,665)	(28,816,468,691)
Ending balance	700,457,663,789	693,980,642,687	157,063,190,213	13,461,118,166	92,353,769,427	71,698,780,076	1,729,015,164,358
Net carrying amount:							
Beginning balance	-	-	764,704,669	-	-	-	764,704,669
Ending balance	9,460,219,397,678	2,584,395,167,512	404,262,185,577	16,338,518,162	81,200,481,384	93,372,983,126	12,639,788,733,439

11. TANGIBLE FIXED ASSETS (continued)

All of the assets, rights and interests of the Company relating to the Vinpearlland Cultural and Ecological Tourism Project (except for the Vietnamese Pagoda Area) have been used by an affiliate as collateral for a corporate bond issuance where Techcom Bank Securities Co., Ltd is the manager.

All of the assets, rights and interests of the Company related to the 5 Star Vinpearl Nha Trang Resort have been used by an affiliate as collateral for a corporate bond issuance where Techcom Bank Securities Co., Ltd is the manager.

12. INTANGIBLE FIXED ASSETS

Currency: VND

	Definite term land use right	*Software*	*Others*	*Total*
Cost:				
Beginning balance	15,321,032,864	317,250,000	-	15,638,282,864
- Increase from merger	45,635,432,787	41,193,104,672	1,141,199,855	87,969,737,314
- Newly purchased	-	39,832,607,034	209,331,573	40,041,938,607
- Other decrease	-	(289,942,158)	-	(289,942,158)
Ending balance	60,956,465,651	81,053,019,548	1,350,531,428	143,360,016,627
In which:				
Fully depreciated	-	*27,185,313,217*	*530,358,400*	*27,715,671,617*
Accumulated amortisation:				
Beginning balance	3,206,367,696	112,330,547	-	3,318,698,243
- Increase from merger	6,266,571,960	9,774,690,843	890,335,857	16,931,598,660
- Amortisation during the year	1,178,794,495	11,975,297,295	50,172,801	13,204,264,591
Ending balance	10,651,734,151	21,862,318,685	940,508,658	33,454,561,494
Net carrying amount:				
Beginning balance	12,114,665,168	204,919,453	-	12,319,584,621
Ending balance	50,304,731,500	59,190,700,863	410,022,770	109,905,455,133

13. INVESTMENT PROPERTIES

Currency: VND

	Buildings and structures	*Others*	*Total*
Cost:			
Beginning balance	-	-	-
- Construction completed	247,718,117,436	-	247,718,117,436
- Increase from merger	35,519,920,071	740,428,493	36,260,348,564
Ending balance	283,238,037,507	740,428,493	283,978,466,000
In which:			
Fully depreciated	*1,874,882,657*	*740,428,493*	*2,615,311,150*
Accumulated depreciation:			
Beginning balance	-	-	-
- Depreciation during the year	521,142,469	69,260,258	590,402,727
- Increase from merger	9,750,175,647	671,168,235	10,421,343,882
Ending balance	10,271,318,116	740,428,493	11,011,746,609
Net carrying amount:			
Beginning balance	-	-	-
Ending balance	272,966,719,391	-	272,966,719,391

Investment properties as at 31 December 2017 are commercial center and hotel components of Vinpearl Empire Condotel project and shopping center infrastructure of Vinpearlland Nha Trang. The Company has not collected adequate market information for the fair value assesment of these investment properties as at 31 December 2017.

As at 31 December 2017, the Company used the above commercial center component to co-operate with South Vincom Retail Company Limited ("South Vincom Retail"), an affiliate, and the Company shares a portion of pre-tax income from this business activity. Under the signed business cooperation agreement, the Company is obliged to transfer this commercial center to South Vincom Retail when it is eligible for transfer.

14. CONSTRUCTION IN PROGRESS

Currency: VND

	Ending balance	*Beginning balance*
Vinpearlland Amusement Park Projects	1,918,864,883,095	-
South Hoi An Project	710,392,064,844	-
Con Au 18-hole Golf Course Project	601,844,855,723	456,273,969,231
Vinpearl Beach Front Condotel Project	252,346,622,154	-
Lang Van Project	271,117,951,582	269,546,570,195
Broadcasting Hill Project	147,548,272,597	-
Vinpearl Empire Condotel Project	144,584,162,905	135,435,316,691
Vinpearl Quy Nhon Project	386,598,426,966	-
Project at the Fork area of Nha Trang Golf Course	83,651,512,894	-
Duong Bridge Golf Course - Hanoi	57,775,084,602	56,093,877,053
Phu Quy Hotel Project	34,911,717,507	-
School Project	15,435,805,740	13,231,935,867
Vinpearl Cua Sot Project	-	120,762,561,014
Other projects	138,190,517,668	1,199,648,311
TOTAL	**4,763,261,878,277**	**1,052,543,878,362**

15. CAPITALIZED BORROWING COSTS

During the year, the Company capitalized borrowing costs amounting to VND 15.2 billion (2016: VND 52.8 billion). These costs relate to general and specific borrowings taken to finance the development of real estate projects of the Company.

The capitalised borrowing costs are determined by applying a capitalisation rate of 4.5% on the accumulated weighted average expenditure incurred for the development of the real estate projects. The capitalization rate used is the weighted average of the borrowings of the Company that are outstanding during the year.

16. LONG-TERM INVESTMENTS

Currency: VND

	Note	*Ending balance*	*Beginning balance*
Investments in subsidiaries	16.1	873,536,174,944	7,987,309,886,093
Investments in associates	16.2	2,250,000,000,000	345,000,000,000
Other long-term investments	16.3	923,541,600,000	213,941,600,000
TOTAL		**4,047,077,774,944**	**8,546,251,486,093**

16.1 Investments in subsidiaries

		Ending balance		*Beginning balance*	
No.	*Name*	*Contributed Capital (VND)*	*Ownership (%)*	*Contributed Capital (VND)*	*Ownership (%)*
1	Coco International (i)	417,000,000,000	70.00	-	-
2	Nha Trang Port JSC (ii)	226,536,174,944	85.55	-	-
3	Hon Mot JSC	140,000,000,000	83.63	140,000,000,000	83.63
4	Cam Ranh LLC	45,000,000,000	90.00	45,000,000,000	90.00
5	Hon Tre LLC	45,000,000,000	90.00	45,000,000,000	90.00
6	Vinpearl Nha Trang (iii)	-	-	3,593,379,270,093	100.00
7	FPI (iii)	-	-	1,056,000,000,000	100.00
8	Tay Ho View Tourism and Hotel (iv)	-	-	801,817,800,000	70.00
9	Vinpearl Quy Nhon (iii)	-	-	773,383,000,000	98.00
10	Vinpearl Da Nang (iii)	-	-	757,317,568,000	100.00
11	Vinpearl Hoi An (iii)	-	-	397,977,248,000	100.00
12	Vinpearl Ha Long (iii)	-	-	225,000,000,000	100.00
13	Vinpearl Bai Dai (iii)	-	-	108,000,000,000	90.00
14	Vinpearl Management (iii)	-	-	24,435,000,000	100.00
15	Vinpearl Can Tho (iii)	-	-	20,000,000,000	100.00
	TOTAL	**873,536,174,944**		**7,987,309,886,093**	

Details about these subsidiaries are presented in Note 1.

(i) On 8 November 2017, the Company has completely received 70% contributed capital in Coco International from a corporate partner with total consideration of VND 417 billions. Accordingly, Coco International has become a subsidiary of the Company.

16. LONG-TERM INVESTMENTS (continued)

16.1 *Investments in subsidiaries* (continues)

(ii) On 3 January 2017, the Company had completed merger transaction with Vinpearl Nha Trang. Accordingly, Nha Trang Port JSC became an associate of the Company with 30.54% of ownership. On 5 September 2017, the Company purchased additional 13,500,000 shares, equivalent to 55.01% equity interest of Nha Trang Port JSC from the stock market with total consideration of VND 148.5 billions, to increase the Company's proportion of ownership in Nha Trang Port JSC to 85.55%. Thereby, Nha Trang Port JSC became a subsidiary of the Company. Fair value of this investment as at 31 December 2017 is VND 245,609,208,000 (VND 11,700/share).

(iii) During the year, the Company has merged with these subsidiaries as presented in Note 4.

(iv) On 20 April 2017, the Company transferred entire its shares in Tay Ho View Tourism and Hotel LLC ("Tay Ho View LLC") for a corporate partner with total consideration of VND 802 billions.

16.2 *Investments in associates*

Currency: VND

	Ending balance	*Beginning balance*
Phu Quoc Tourism Development and Investment Joint Stock Company ("Phu Quoc Tourism JSC") (i)	2,250,000,000,000	345,000,000,000
TOTAL	**2,250,000,000,000**	**345,000,000,000**

(i) On 20 April 2017, the Company purchased additional 190,500,000 shares issued by Phu Quoc Tourism JSC to increase its share capital with total consideration of VND 1,905 billions. The Company's ownership in Phu Quoc Tourism JSC maintains at 30%.

16.3 *Other long-term investments*

Currency: VND

	Ending balance	*Beginning balance*
Capital contribution under Investment Cooperation Contracts (i)	712,600,000,000	-
Vincommerce General Commercial Services Joint Stock Company (ii)	210,941,600,000	210,941,600,000
Thuan Phong Energy Development Joint Stock Company (iii)	-	3,000,000,000
TOTAL	**923,541,600,000**	**213,941,600,000**

16. LONG-TERM INVESTMENTS (continued)

16.3 Other long-term investments (continued)

(i) Capital contributions under Investment Cooperation Contracts are as below:

- Investment Cooperation Contract No.02/2017-HDHT/Safari signed between Kien Giang branch (previously known as Vinpearlland JSC) and Phu Quoc Tourism JSC in order to implement the investment, construction, managing, executing the business activities in Phu Quoc Safari zoo project at Phu Quoc District, Kien Giang Province; and

- Investment Cooperation Contract No.01/2017-HDHT signed on 3 January 2017 between the Company and Phu Quoc Tourism JSC ("Investment Cooperation Contract") to invest, construct real estate projects at Phu Quoc, and to maintain activities, operate, excute business activities at these real estate projects under the form of profit-sharing business cooperation contract without establishing a legal entity. During the contract term, the Company has the rights to buy parts or all of the above real estate projects.

(ii) In 2016, the Company had demerged a portion of the investment in Vinpearl Hoi An Company amounting to VND 210,941,600,000 to establish Vinpearl Hoi An Investment Limited Liability Company ("Vinpearl Hoi An Investment Company"). Vinpearl Hoi An Investment Company was subsequently merged into Vincommerce General Commercial Services Joint Stock Company ("Vincommerce JSC"). All charter capital of Vinpearl Hoi An Investment Company held by the Company was converted into shares of Vincommerce JSC. Thereby, the Company became a shareholder of Vincommerce JSC, holding 21,094,160 shares, equivalent to 2.64% share capital of Vincommerce JSC.

(iii) On 15 June 2017, Thuan Phong Energy Development Joint Stock Company ("Thuan Phong Company") was approved to be dissolved. Thereby, the Company received the remaining share capital equivalent to its proportion of ownership after Thuan Phong Company dispose its assets, settled all liabilities and paying other dissolution fees.

17. PREPAID EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Short-term prepaid expenses		
Prepaid committed income from condotel and villa leasing management services	449,981,872,826	-
Selling expenses related to villas, condotels which have not yet been handed over to customers	184,956,120,274	79,347,541,144
Promotional hotel service voucher expenses for customers who purchased apartments and villas	151,438,745,763	16,537,754,532
Tools and supplies	121,098,933,588	-
Provisional corporate income tax	41,372,586,915	17,737,552,301
Prepaid insurance	7,707,750,255	-
Repair and maintenance	1,526,265,822	-
Other short-term prepaid expenses	20,536,033,481	46,116,665
TOTAL	**978,618,308,924**	**113,668,964,642**

17. PREPAID EXPENSES (continued)

Currency: VND

	Ending balance	*Beginning balance*
Long-term prepaid expenses		
Tools and supplies	319,868,086,981	12,754,534
Prepaid land rental fee	33,505,970,372	-
Pre-operation expenses	15,954,058,109	-
Repair and maintenance	11,600,126,340	-
Other long-term prepaid expenses	20,678,859,260	269,481,700
TOTAL	**401,607,101,062**	**282,236,234**

18. SHORT-TERM TRADE PAYABLES AND SHORT-TERM ADVANCE FROM CUSTOMERS

18.1 Trade payables

Currency: VND

	Ending balance		*Beginning balance*	
	Balance	*Payable amount*	*Balance*	*Payable amount*
Trade Payables	909,637,803,094	909,637,803,094	32,412,497,653	32,412,497,653
- *Vekoma Rides Manufacturing B V*	*47,505,675,026*	*47,505,675,026*	*526,850,517*	*526,850,517*
- *Others*	*862,132,128,068*	*862,132,128,068*	*31,885,647,136*	*31,885,647,136*
Trade payables to related parties *(Note 32)*	1,450,881,082,422	1,450,881,082,422	72,205,676,277	72,205,676,277
TOTAL	**2,360,518,885,516**	**2,360,518,885,516**	**104,618,173,930**	**104,618,173,930**

18.2 Advances from customers

Currency: VND

	Ending balance	*Beginning balance*
Downpayments from customers under real estate sale and agreements (i)	3,892,542,402,536	1,745,403,237,865
Advance from hotel and restaurant services provided activities	163,227,127,014	-
Others	2,420,684,647	-
TOTAL	**4,058,190,214,197**	**1,745,403,237,865**
In which:		
Advance from customers	*4,020,981,787,163*	*1,745,403,237,865*
Advance from related parties (Note 32)	*37,208,427,034*	-

(i) These represent balances of downpayments from individual customers to purchase condotels, villas according to the progress in purchasing contracts at Vinpearl Golf Land Resort and Villas, Vinpearl Nha Trang Bay Resort and Villas, Vinpearl Luxury Villas, Vinpearl Resort Nha Trang – Villas area, Vinpearl Da Nang 2 Ocean and Villas project, Vinpearl Empire Condotel and Vinpearl Beach Front Condotel projects.

19. STATUTORY OBLIGATIONS

Currency: VND

	Beginning balance	*Payable for the year*	*Payment made in the year*	*Ending balance*
Payables				
Value added tax	-	517,399,203,972	(511,052,595,028)	6,346,608,944
Corporate income tax	54,817,708,613	300,658,294,593	(351,797,482,728)	3,678,520,478
Personal income tax	55,357,173	114,154,225,259	(101,168,841,781)	13,040,740,651
Other taxes	353,399,280	44,766,688,569	(37,291,720,748)	7,828,367,101
TOTAL	**55,226,465,066**	**976,978,412,393**	**(1,001,310,640,285)**	**30,894,237,174**

	Beginning balance	*Receivable in the year*	*Payment received in the year*	*Ending balance*
Receivables				
Corporate income tax	-	124,031,559,521	-	124,031,559,521
Other taxes	-	6,700,807,362	-	6,700,807,362
TOTAL	**-**	**130,732,366,883**	**-**	**130,732,366,883**

20. SHORT-TERM ACCRUED EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Accrued interest support expenses (i)	523,159,044,883	-
Accrued construction expenses	359,123,879,578	-
Accrued committed income from villa leasing management service (ii)	143,339,632,250	-
Accrued commission expenses	97,349,252,664	29,732,825,552
Accrued cost of properties sold	94,845,859,581	-
Accrued salary expenses	51,395,279,763	691,606,368
Accrued loan and bond interest	34,250,772,017	-
Others	87,924,238,031	100,450,113,302
TOTAL	**1,391,387,958,767**	**130,874,545,222**
In which:		
Other short-term accrued expenses	*1,160,380,102,700*	*29,469,969,489*
Other accrued expenses to related parties (Note 32)	*231,007,856,067*	*101,404,575,733*

(i) This represents the interest support expense which is accrued in accordance with the 3 party-agreement between customers who purchased condotels, villas at property projects, the Company and the corresponding banks who lend to the customers.

(ii) This represents the committed income which is payable to customers who purchased villas following beach villas leasing management program.

21. OTHER PAYABLES AND LIABILITIES

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Cash collection from deposit, borrowing and other property project related contracts (i)	1,680,067,447,562	788,303,759,587
Received on behalf from selling villas in Nha Trang (ii)	811,054,367,112	-
Deposit from corporate partners (iii)	292,200,000,000	801,817,800,000
House rental deposit from Vinpearl Empire Condotel Project	86,000,000,000	-
Deposits from customers who purchase condotels and villas	82,229,926,879	-
Payable for payment on behalf	-	228,025,308,913
Payable for the service voucher	-	48,753,910,150
Social, health, un-employment insurances and trade union payables	539,701,141	253,953,227
Other short-term payables	64,573,997,763	917,148,149
TOTAL	**3,016,665,442,457**	**1,868,071,880,026**
Long-term		
Deposit for Business Cooperation Contract agreement (iv)	499,133,071,207	100,000,000
TOTAL	**499,133,071,207**	**100,000,000**
In which:		
Other payables	*2,927,154,398,450*	*1,640,026,403,373*
Other payables to related parties (Note 32)	*89,511,044,007*	*228,045,476,653*

(i) This represents cash collected from customers under loan agreements with stated interest ranging from 6% to 10% per annum and with term from 3 to 12 months, to purchase condotel apartments and villas at property projects.

(ii) This represents the payable for the collection on behalf of a business partner, in respect of downpayments from customers to purchase villas at 5 Star Resort Vinpearl Nha Trang Bay.

(iii) This represent deposits from business partner to:

- Transfer all shares of Hon Mot JSC pursuant to Principal agreement signed on 27 February 2017; and
- Transfer Con Au 18-holes Golf Course project, pursuant to Principal agreement signed on 10 November 2017.

(iv) This represents the deposit from a corporate partner, in accordance with the Business Corperation contract signed on 14 May 2016 to secure for the fulfilment of obligations in the contract.

22. UNEARNED REVENUE

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Deferred revenue from villas leasing management program	338,481,269,324	-
Other unearned revenue	10,054,167,239	-
TOTAL	**348,535,436,563**	-
Long-term		
Deferred revenue from villas leasing management program	2,692,766,017,541	-
Other unearned revenue	45,850,717,258	-
TOTAL	**2,738,616,734,799**	-

23. LOANS

Currency: VND

	Beginning balance		Movement during the year		Ending balance	
	Balance	*Payable amount*	*Increase*	*Decrease*	*Balance*	*Payable amount*
Short-term						
Bonds *(Note 23.1)*	-	-	2,295,686,039,548	-	2,295,686,039,548	2,295,686,039,548
Current portion of long-term loans *(Note 23.3)*			40,000,000,000	-	40,000,000,000	40,000,000,000
Short-term loans from bank *(Note 23.2)*	-	-	633,923,938,469	-	633,923,938,469	633,923,938,469
Loans from related parties *(Note 32)*	1,661,216,275,574	1,661,216,275,574	-	(1,133,216,275,574)	528,000,000,000	528,000,000,000
TOTAL	**1,661,216,275,574**	**1,661,216,275,574**	**2,969,609,978,017**	**(1,133,216,275,574)**	**3,497,609,978,017**	**3,497,609,978,017**
Long-term borrowings						
Long-term loans from bank *(Note 23.3)*	-	-	641,600,000,000	(40,000,000,000)	601,600,000,000	601,600,000,000
TOTAL	**-**	**-**	**641,600,000,000**	**(40,000,000,000)**	**601,600,000,000**	**601,600,000,000**

23.1 *Bonds*

Details of bonds are presented as follows:

Issuance Consultant	*Ending balance (VND)*	*Bond term and interest payment term*	*Interest per annum*
Vietcombank Securities Co., Ltd	2,300,000,000,000	3 years from issued date, interest payment every 6 months	8% per annum in the first 2 interest payment terms. For the next interest payment terms, 3% plus average 12-month saving interest rate announced by 4 banks including: Exchange office - JSC Bank for Foreign Trade of Vietnam, Exchange office - Vietnam Joint Stock Commercial bank for Industry and Trade, Exchange office - Joint Stock Commercial Bank for Investment and Development of Vietnam and Exchange Office No.1 - Vietnam Bank for Agriculture and Rural Development.
Bond issuance fee	(4,313,960,452)		
TOTAL	**2,295,686,039,548**		

23. LOANS (continued)

23.1 Bonds (continued)

These bonds are secured by the whole land use rights of all Vinpearl Golf Land Resort & Villas project, Vinpearl Nha Trang Bay Resort & Villas project (except for land-use-rights of villas area of these 2 projects), all assets including machineries, equipments of Vinpearl Premium Golf Land Hotel, Vinpearl Nha Trang Bay Hotel, and guarantee commitment of Nha Trang branch.

23.2 Short-term loans from banks

Bank	*Ending balance VND*	*Original Currency*	*Due date*	*Interest*
JSC Bank for Foreign Trade of Vietnam – Hanoi Branch (i)	373,172,656,471	13,687,678.59 EUR	From 6 months to 1 year from drawdown date	4%/annum
Vietnam Technological and Commercial Joint-stock Bank – Hanoi Branch (ii)	191,121,220,642	6,914,660.66 EUR	Pay within 1 year from drawdown date	4%/annum
Malayan Banking Berhad - Hanoi Branch (iii)	69,630,061,356	13,103,179.00 USD	From 8 November 2017 to 8 Februar 2018	6.5%/annum
TOTAL	**633,923,938,469**			

(i) This represents the loans in accordance with Credit letters openned at JSC Bank for Foreign Trade of Vietnam, which was used by the Company to settle purchasing contracts between the Company and Vekoma Rides Manufacturing B V for games, entertainment facilities, and is guaranteed by Vingroup JSC. As at 31 December 2017, the balance of these loans is EUR 13,687,678.59.

(ii) This represents the loans in accordance with Credit letters openned at Vietnam Technological and Commercial Joint- stock Bank , which was used by the Company to settle the purchasing contract with Intamin Amusement Rides Int. Corp for the Giant Wheel, and is guaranteed by Vingroup JSC.

(iii) This represent the loans in accordance with Credit letters openned at Malayan Banking Berhad with interest rate of 6.5%, which was used by the Company to purchase games, entertainment facilities for the Company operation, and is guaranteed by Vingroup JSC.

23. LOANS (continued)

23.3 *Long-term loans from banks*

Details of short-term and current proportion of long-term loan from banks are presented as below:

Bank	*Ending balance VND*	*Due date*	*Bank interest*
JSC Bank for Foreign Trade – Ba Dinh Branch (i)	641,600,000,000	21 October 2025	12 months deposit interest rate at Vietcombank + 3.0%
In which:			
-Current portion of long-term borrowings	*40,000,000,000*		
TOTAL	**641,600,000,000**		
In which:			
- Current portion of long-term loans	*40,000,000,000*		
- Long-term loans	*601,600,000,000*		

(iv) This is the borrowing from JSC Bank for Foreign Trade – Ba Dinh Branch. The mortgaged assets for the borrowing include:

- Certificate of land use rights and ownership of houses and other assets attached with land at Vinpearl Ha Long luxury Ocean Hotel and Resort;
- The right to be entitled to insurance and amount receipt in accordance with insurance contracts for Vinpearl Ha Long luxury ocean hotel and resort; and
- Other assets which are replaced and/or supplemented for the assets which have been mentioned during the implementation progress of collateral contracts.

24. OWNERS' EQUITY

24.1 Increase and decrease in owners' equity

Currency: VND

	Share capital	*Share premium*	*Investment and development fund*	*Undistributed earnings*	*Total*
Previous year					
Beginning balance	4,460,000,000,000	4,498,781,742,093	10,994,494,000	323,633,846,692	9,293,410,082,785
- Decrease due to demerger	(2,442,469,380,000)	-	-	-	(2,442,469,380,000)
- Net profit for the year	-	-	-	1,303,423,481,613	1,303,423,481,613
- Dividend declared	-	-	-	(1,400,000,000,000)	(1,400,000,000,000)
Ending balance	2,017,530,620,000	4,498,781,742,093	10,994,494,000	227,057,328,305	6,754,364,184,398
Current year					
Beginning balance	2,017,530,620,000	4,498,781,742,093	10,994,494,000	227,057,328,305	6,754,364,184,398
- Issuing ordinary shares for merger (i)	4,962,990,690,000	2,156,808,245,000	-	-	7,119,798,935,000
- Increase due to merger *(Note 4)*	-	-	-	606,079,110,417	606,079,110,417
- Net profit for the year	-	-	-	199,423,614,495	199,423,614,495
- Dividend declared (ii)	-	-	-	(339,697,297,800)	(339,697,297,800)
- Other increase	-	-	-	8,888,967,035	8,888,967,035
Ending balance	6,980,521,310,000	6,655,589,987,093	10,994,494,000	701,751,722,452	14,348,857,513,545

(i) Pursuant to the Resolution No.04/2017/NQ-DHDCD-VINPEARL JSC dated 11 September 2017 and Resolution No.07/2017/NQ-DHDCD-VINPEARL JSC dated 8 November 2017, the General Meeting of Shareholders of the Company has approved to merge Vinpearlland JSC and Vinpearl Trading JSC, thereby, increased chartered capital and share premium of the Company by VND 4,963 billion and VND 2,157 billion respectively as disclosed in Note 4.

(ii) By merger with Vinpearlland JSC, the Company also issued 107,840,412 preference shares (at par value of VND 10,000 VND/shares) for Continental Pacific Investment LLC ("the Buyer") with a consideration of VND 3,235,212,360,000 VND in accordance with the Swap share contract signed on 9 September 2017 ("Swap share contract"). In respect of the Swap share contract term, the Buyer has the rights to receive preference dividend at the rate of 10,5%/annum (per issuance value).

The contract also includes terms regarding the rights to stop paying preference dividend and to buy back preference shares upon certain future events. In addition, the Buyer has also received pledged assets of the Company and other related party.

24. OWNERS' EQUITY (continued)

24.2 Contributed charter capital

	Ending balance				Beginning balance			
	Ordinary shares	*Preference shares*	*Total*	*Value (VND)*	*Ordinary shares*	*Preference shares*	*Total*	*Value (VND)*
Vingroup JSC	423,855,476	-	423,855,476	4,238,554,760,000	-	-	-	-
Times Trading Investment and Development One Member Company Limited ("Times Trading LLC")	120,600,000	-	120,600,000	1,206,000,000,000	54,554,752	-	54,554,752	545,547,520,000
Royal City Real Estate Development and Investment JSC ("Royal City JSC")	44,468,277	-	44,468,277	444,682,770,000	36,731,723	-	36,731,723	367,317,230,000
Sai Dong Urban Development and Investment JSC ("Sai Đong Company")	1,287,966	-	1,287,966	12,879,660,000	-	-	-	-
Tan Lien Phat Construction Investment Corporation JSC ("Tan Lien Phat JSC")	-	-	-	-	89,684,757	-	89,684,757	896,847,570,000
Vinhomes JSC	-	-	-	-	20,781,830	-	20,781,830	207,818,300,000
Continental Pacific Investment LLC	-	107,840,412	107,840,412	1,078,404,120,000	-	-	-	-
TOTAL	**590,211,719**	**107,840,412**	**698,052,131**	**6,980,521,310,000**	**201,753,062**	**-**	**201,753,062**	**2,017,530,620,000**

24. OWNERS' EQUITY (continued)

24.3 *Capital transactions with owners and distribution of dividends*

Currency: VND

	Current year	*Previous year*
Contributed capital		
Beginning balance	2,017,530,620,000	4,460,000,000,000
Increase	4,962,990,690,000	-
Decrease	-	(2,442,469,380,000)
Ending balance	6,980,521,310,000	2,017,530,620,000
Dividends declared	***(339,697,297,800)***	***(1,400,000,000,000)***

24.4 *Dividends*

Currency: VND

	Current year	*Previous year*
Dividends declared and paid during the year		
Dividends on ordinary shares	-	*1,400,000,000,000*
Dividends on preference shares	*339,697,297,800*	-

25. REVENUE

25.1 *Revenue from sale of goods and rendering of services*

Currency: VND

	Current year	*Previous year*
Gross revenue	**8,731,757,708,380**	**80,627,295,429**
In which :		
Revenue from sale of inventory properties	*5,553,612,434,963*	-
Revenue from rendering hotel, entertainment and related services	*3,177,544,232,244*	-
Royalty fee of Vinpearl brand	-	*80,627,295,429*
Others	*601,041,173*	-
Sales deduction		
Trade discount	10,101,289,478	-
Net revenue	**8,721,656,418,902**	**80,627,295,429**
In which:		
Revenue from sale of inventory properties	*5,553,612,434,963*	-
Revenue from rendering hotel, entertainment and related services	*3,167,442,942,766*	-
Royalty fee of Vinpearl brand	-	*80,627,295,429*
Others	*601,041,173*	-
In which:		
Revenue from customers	*8,681,442,507,581*	-
Revenue from related parties (Note 32)	*40,213,911,321*	*80,627,295,429*

25. REVENUE (continued)

25.2 *Financial income*

Currency: VND

	Current year	*Previous year*
Dividends (i)	2,312,195,437,532	1,222,111,029,575
Gain fromh merger transactions *(Note 4)*	650,199,837,597	-
Gain from disposal of investments	-	284,653,605,016
Interest income from loans, deposits	189,047,428,023	29,532,330,204
Foreign exchange difference gains	2,769,212,320	9,539,409
Other financial income	22,174,786,715	-
TOTAL	**3,176,386,702,187**	**1,536,306,504,204**

(i) This represents the shared profit from real estate business activities of real estate project in Phu Quoc in respect of agreements in Business Corporation Contract No. 01/2017-HDHT dated 3 January 2017 signed between the Company and Phu Quoc Tourism JSC.

26. COST OF GOODS SALES AND RENDERING OF SERVICES

Currency: VND

	Current year	*Previous year*
Cost of inventory properties	3,862,880,183,874	-
Cost of rendering hotel, travelling, entertainment and other related services	4,510,717,440,714	-
Cost of rendering hotel management services	960,159,942,261	-
Others	907,730,029	-
TOTAL	**9,334,665,296,878**	**-**

27. SELLING EXPENSES AND GENERAL AND ADMINISTRATIVE EXPENSES

Currency: VND

	Current year	*Previous year*
Selling expenses incurred during the year:		
- Labour costs	51,211,641,513	-
- Commission costs	338,177,179,386	-
- Expenses for external services	507,461,746,731	14,302,633,095
- Others	14,033,696,564	-
	910,884,264,194	**14,302,633,095**
General and administrative expenses incurred during the year:		
- Labour costs	247,217,700,782	3,119,517,828
- Expenses of external services	516,475,767,129	134,291,127,583
- Material costs	73,352,250,738	25,479,791
- Others	68,743,197,923	3,119,517,828
	905,788,916,572	**137,981,318,263**
TOTAL	**1,816,673,180,766**	**152,283,951,358**

28. FINANCE EXPENSES

Currency: VND

	Current year	*Previous year*
Loan and deposit interest expenses	334,044,243,306	34,730,077,082
Loss from investments liquidation	85,605,550,000	-
Foreign exchange difference losses	58,602,472,622	60,888
Others	8,456,423,568	
TOTAL	**486,708,689,496**	**34,730,137,970**

29. OTHER INCOME AND EXPENSES

Currency: VND

	Current year	*Previous year*
Other income		
Gain from liquidation of assets, tools, materials, scraps	65,017,807,955	-
Gain from compensation and contract fines	14,981,527,367	-
Gain from expired unused vouchers	-	12,690,860,910
Others	18,662,034,215	2,884,257,854
TOTAL	**98,661,369,537**	**15,575,118,764**
Other expenses		
Losses from liquidation of properties, tools, materials, scraps	(10,145,713,355)	-
Penalties	(1,874,201,730)	-
Donation, charity	(1,692,057,500)	(100,064,000,000)
Others	(5,442,374,293)	(695,449,172)
TOTAL	**(19,154,346,878)**	**(100,759,449,172)**
NET OTHER PROFIT/(LOSS)	**79,507,022,659**	**(85,184,330,408)**

30. PRODUCTION AND OPERATING COSTS

Currency: VND

	Current year	*Previous year*
Real estate development expenses	4,095,446,672,429	210,910,363,231
Material costs	801,071,030,821	-
Labour costs	793,366,558,186	3,072,718,842
Depreciation and amortisation	579,616,671,213	488,266,236
Expenses for external services	4,725,790,938,549	378,654,289,922
Other expenses	44,789,277,268	82,406,616
TOTAL	**11,040,081,148,466**	**593,208,044,847**

31. CORPORATE INCOME TAX

The statutory corporate income tax ("CIT") applicable to the Company and its branches are 20% of taxable profit, except for the followings:

- Nha Trang branch is entitled to the tax rate of 10% in the first 15 years from the initial year revenue is generated (2004), and exempted from income tax within 4 years from the first year taxable profit generated (2006) and 50% reduction for the next 9 years for taxable profits from projects in Hon Tre Island as guided in Government Decree No. 218/2013/ND-CP dated 26 December 2013 which provide guidance for the implementation of the CIT Law; and
- Da Nang branch is subject to a tax rate of 15% for the first 12 years from the commencement of its business operations and the standard tax rate for subsequent years. The Company is exempted from corporate income tax for 2 years from the first year of business earning taxable income (2011) and is entitled to a 50% reduction on CIT rate for the next 3 years.

The Company's tax returns are subject to examination by the tax authorities. As the application of tax laws and regulations is susceptible to varying interpretations, the amounts reported in the separate financial statements could be changed at a later date upon final determination by the tax authorities.

31.1 CIT expenses

Currency: VND

	Current year	*Previous year*
Current tax expenses	144,528,057,917	46,492,003,551
Adjustment for under accrual of tax from prior years	-	175,366,131
Deferred tax income	(4,448,695,804)	(5,355,471,398)
TOTAL	**140,079,362,113**	**41,311,898,284**

31. CORPORATE INCOME TAX (continued)

31.1 *CIT expenses* (continued)

The reconciliation between CIT expenses and the accounting profit multiplied by CIT rate is presented as below:

Currency: VND

	Current year	*Previous year*
Accounting profit before tax	**339,502,976,608**	**1,344,735,379,897**
At CIT rate of 20%	76,364,165,531	268,947,075,979
At CIT rate of 15%	(6,545,319,571)	-
Adjustments to increase/(decrease)		
Gain from revaluation of land use right	2,752,873,802	2,752,873,802
Advertising expenses for projects	1,695,822,002	2,607,843,680
Dividends received	(462,439,087,506)	(244,422,205,915)
Donation, charity expenses	338,411,500	20,035,982,978
Other non-deductible expenses	3,021,623,124	3,696,547
Non-deductible interest expenses	7,482,997,329	-
Tax loss carried forward	-	(3,433,263,520)
Deferred tax assets not recognised	521,856,571,706	-
Adjustment for under accrual of tax from prior years	-	175,366,131
Estimated current tax expenses	**144,528,057,917**	**46,667,369,682**
Adjustments to increase/(decrease) deferred tax (income)/expenses:		
Non-deductible temporary differences relating to the advertising expenses of projects	(1,695,822,002)	(2,607,843,680)
Deductible temporary differences relating to gain from revaluation of land use rights	(2,752,873,802)	(2,752,873,800)
Deductible temporary difference relating to severance allowance paid	-	5,246,082
Deferred tax income	**(4,448,695,804)**	**(5,355,471,398)**
TOTAL	**140,079,362,113**	**41,311,898,284**

31. CORPORATE INCOME TAX (continued)

31.2 Current CIT expenses

The current CIT payable is based on taxable profit for the current year. The taxable profit of the Company for the year differs from the profit as reported in the separate 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 not taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted by the balance sheet date.

31.3 Deferred tax

The following are the deferred tax assets and liabilities recognised by the Company, and the movements thereon, during the current reporting period:

Currency: VND

	Separate balance sheet		*Separate income statement*	
	Ending balance	*Beginning balance*	*Current year*	*Previous year*
Deferred tax assets				
Advertising expenses for real estate project	4,652,223,830	2,607,843,680	(1,695,822,002)	(2,607,843,680)
Provision for severance allowance	-	-	-	5,246,082
	4,652,223,830	**2,607,843,680**		
Deferred tax liabilities				
Temporary difference from the revaluation of assets used as capital contribution	8,029,215,258	10,782,089,058	(2,752,873,802)	(2,752,873,800)
	8,029,215,258	**10,782,089,058**		
Deferred tax credited to the separate income statement			***(4,448,695,804)***	***(5,355,471,398)***

31. CORPORATE INCOME TAX (continued)

31.3 Deferred tax (continued)

Losses carried forward from previous year

The Company is entitled to carry tax losses forward to offset against taxable profits arising within 5 years subsequent to the year in which the loss was incurred. As at 31 Decemeber 2017, the Company has aggregated accumulated tax losses available for offset against future profits as follows:

Currency: VND

Originating year	*Can be utilized up to*		*Tax loss amount*	*Utilized up to 31 December 2017*	*Forfeited*	*Unutilized as at 31 December 2017*
2013	2018	(1)	122,251,401,250	(13,742,304,383)	-	108,509,096,867
2014	2019	(1)	22,030,734,871	-	-	22,030,734,871
2015	2020	(1)	54,984,415,931	-	-	54,984,415,931
2016	2021	(1)	151,565,728,648	-	-	151,565,728,648
2017	2022	(1)	2,620,136,314,607	-	-	2,620,136,314,607
TOTAL			**2,970,968,595,307**	**(13,742,304,383)**	**-**	**2,957,226,290,924**

(1) Estimated tax losses as per the Company's corporate income tax declaration for the year ended 31 December 2017 have not been audited by the local tax authorities as of the date of these separate financial statements.

The Company has not recognised deferred tax assets for these above tax losses due to the uncertainty of future taxable income.

32. TRANSACTION WITH RELATED PARTIES

Significant transactions with related parties during the year were as follows:

Currency: VND

Related parties	*Relationship*	*Transactions*	*Current year*	*Previous year*
Vingroup JSC	Parent Company	Collection of loan principal	3,345,590,894,420	-
		Lending	3,155,387,747,963	-
		Management fee payables	142,441,359,603	145,997,088,190
		Loan repayment	666,784,937,635	-
		Receipt of real estate	525,578,971,918	-
		Received on behalf	353,203,111,721	228,025,308,913
		Borrowing	272,084,937,635	-
		Receivables from payment on behalf	184,368,339,834	117,944,287,449
		Interest payables	64,779,936,625	76,580,652,400
		Payables from investment cooperation contract	36,661,990,088	-
		Payables for payment on behalf	23,879,096,185	2,915,640,000
		Interest receivables	23,254,899,243	-
Vinpearl Nha Trang	Subsidiary (until 3 January 2017)	Vinpearl brand royalty fee	-	52,397,360,325
		Service consumed	-	22,314,191,497
Vinpearl Quy Nhon	Subsidiary (until 3 January 2017)	Capital contribution	-	324,916,243,041
Phu Quoc Tourism JSC	Associate	Capital contribution	1,905,000,000,000	-
		Lending	1,107,500,000,000	-
		Collection of loan principal	1,107,500,000,000	-
		Capital contribution into investment cooperation contract	598,000,000,000	-
		Vinpearl brand royalty fee	-	27,300,338,705
		Revenue management fee	45,272,868,088	-
		Payables for hotel management fee	12,069,750,444	7,236,070,900
		Hotel services provided	18,588,665,029	-
		Dividend receivables	10,793,591,855	122,111,029,575
Cam Ranh LLC	Subsidiary	Capital contribution	-	23,994,233,000
		Receivables from payment on behalf	-	9,199,132,162

32. TRANSACTION WITH RELATED PARTIES (continued)

Significant transactions with related parties during the year were as follows (continued):

Currency: VND

Related parties	*Relationship*	*Transactions*	*Current year*	*Previous year*
FPI	Subsidiary (until 3 January 2017)	Collection of loan principal	1,657,000,000,000	-
		Capital contribution	-	965,587,579,950
		Interest payables	-	1,380,833,333
Tan Lien Phat JSC	Affiliate	Lending	3,770,000,000,000	-
		Collection of loan principal	3,614,536,828,640	-
		Interest receivables	6,126,388,889	-
		Dividend payables	-	622,000,000,000
Vincommerce JSC	Affiliate	Purchases of goods	1,165,077,126,509	110,968,943,337
		Purchases of machines and equipments	22,097,806,138	-
Royal City JSC	Affiliate	Dividend payables	-	255,000,000,000
Vinhomes Real Estate Management LLC[2]	Affiliate	Lending	680,000,000,000	-
		Collection of loan principal	680,000,000,000	-
		Interest income	7,593,582,177	-
		Dividend payables	-	144,000,000,000
Hon Tre LLC	Subsidiary	Lending	33,100,000,000	-
		Capital contribution	-	38,808,000,000
		Payables for payment on behalf	-	3,031,430,509
Vinpearl Da Nang	Subsidiary (until 3 January 2017)	Service consumed	-	8,864,728,001
		Receivables from management fee	-	6,251,586,061
Times Trading LLC	Affiliate	Collection of loan principal	960,000,000,000	-
		Lending	960,000,000,000	-
		Interest receivables	5,444,444,444	-
		Dividend payables	-	379,000,000,000
Vinpearl Management	Subsidiary (until 3 May 2017)	Borrowing	130,000,000,000	-
		Interest payables	2,906,944,444	5,366,666,668
		Receivables for payment on behalf	-	6,386,223,987

[2] Previously known as Hanoi Southern City Development Joint Stock Company

32. TRANSACTION WITH RELATED PARTIES (continued)

Significant transactions with related parties during the year were as follows (continued):

Currency: VND

Related parties	*Relationship*	*Transactions*	*Current year*	*Previous year*
Vincom General Services Trading LLC	Affiliate	Providing goods and services	21,625,246,292	-
		Services consumed	10,863,383,658	10,030,546,607
		Buying goods and services	10,342,951,060	-
Tay Ho View	Subsidiary	Capital contribution	-	705,750,752,267
Vinpearl Bai Dai	Subsidiary (until 3 January 2017)	Capital contribution	-	86,600,000,000
Vinpearl Ha Long	Subsidiary (until 3 January 2017)	Capital contribution	-	125,000,000,000
		Receivables from management fee	-	52,397,360,325
		Payables for voucher consumed	-	4,658,650,000
		Hotel services consumed	-	2,979,769,999
Thien Tam Charity Fund	Affiliate	Support operational fund	100,000,000	100,000,000,000
Vinpearl Can Tho	Subsidiary (until 3 January 2017)	Receivables from payment on behalf	-	4,405,841,484

Terms and conditions of transactions with related parties

The Company sells goods and services to related parties based on the usual listed prices. The Company purchases goods and services from related parties based on the market price discounted to reflect the quantity of goods purchased.

The balances of accounts receivable and payable as at 31 December 2017 are unsecured, interest free loan and will be settled in cash. As at 31 December 2017, the Company has not made any provision for doubtful debts relating to amounts owed by related parties (31 December 2016: 0). The assessment is undertaken each financial year through the examination of financial position of the related parties and the market in which they operate.

32. TRANSACTION WITH RELATED PARTIES (continued)

Amount due to and due from related parties as at the separate balance sheet date are as follows:

Trade receivables from related parties *(Note 7.1)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vingroup Joint Stock Company	Parent company	Receivables from rendering hotel services	15,675,665,828	-
Phu Quoc Tourism JSC	Associate	Receivables from rendering hotel services	15,511,211,777	-
		Vinpearl brand royalty fee	10,923,918,002	27,300,338,705
Vincom General Services Trading LLC	Affiliate	Receivables from rendering hotel services	7,300,481,045	-
Vincommerce JSC	Affiliate	Receivables from rendering hotel services	3,847,074,039	-
South Vincom Retail LLC	Affiliate	Receivables from rendering hotel services	7,103,327,654	-
Vineco Agricultural Investment Development and Production LLC	Affiliate	Receivables from rendering hotel services	863,543,569	13,200,000
Vinpearl Nha Trang	Subsidiary (until 3 January 2017)	Vinpearl brand royalty fee	-	4,523,482,974
		Liquidation of assets	-	17,118,750
Vinpearl Ha Long	Subsidiary (until 3 January 2017)	Vinpearl brand royalty fee	-	2,740,739,883
Vinpearl Da Nang	Subsidiary (until 3 January 2017)	Vinpearl brand royalty fee	-	717,465,869
Others	Affiliate	Receivable from services consumed	22,132,584,240	-
TOTAL			**83,357,806,154**	**35,312,346,181**

32. TRANSACTION WITH RELATED PARTIES (continued)

Amount due to and due from related parties as at the separate balance sheet date are as follows (continued):

Advances to suppliers *(Note 7.2)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vincommerce	Affiliate	Purchase of goods	35,428,289,609	-
Other	Affiliate	Purchase of goods and services	966,955,262	-
TOTAL			**36,395,244,871**	-

Short-term loan receivables *(Note 8)*

Details of short-term loan receivables as at 31 December 2017 are as below:

Currency: VND

Related parties	*Relationship*	*Ending balance*	*Interest rate (%/year)*	*Maturity date*	*Collateral*
Hon Tre LLC	Subsidiary	33,100,000,000	8%	26 May 2018	None

Details of short-term loan receivables as at 31 December 2016 as below:

Currency: VND

Related parties	*Relationship*	*Ending balance*	*Interest rate (%/year)*	*Maturity date*	*Collateral*
Vingroup Joint Stock Company	Parent company	151,203,146,458	7%	29 December 2017	None
Vinpearl Can Tho LLC	Subsidiary	3,000,000,000	7%	29 May 2017	None
TOTAL		**154,203,146,458**			

32. TRANSACTION WITH RELATED PARTIES (continued)

Amount due to and due from related parties as at the separate balance sheet date are as follows (continued):

Other receivables from related parties *(Note 9)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vingroup Joint Stock Company	Parent company	Receivables from centralised cash flow management account	454,469,570,872	93,829,011,890
		Interest income from cash flow management	24,382,900,741	-
		Receivables from payment on behalf	1,650,193,000	118,140,312,793
		Interest receivables	2,981,111,112	80,379,733
Cam Ranh LLC	Subsidiary	Receivables from payment on behalf	9,199,132,162	9,199,132,162
Phu Quoc Tourism JSC	Associate	Dividend receivables	-	122,111,029,575
Vinpearl Can Tho	Subsidiary (until 3 January 2017)	Receivables from payment on behalf	-	4,405,841,484
		Receivables from loan interest	-	1,166,700
FPI	Subsidiary (until 3 January 2017)	Receivables from loan interest	-	968,041,600
Vinpearl Quy Nhon	Subsidiary (until 3 January 2017)	Receivables from payment on behalf	-	560,497,200
Other related parties	Affiliate	Other receivables	3,527,366,500	12,822,102
TOTAL			**496,210,274,387**	**349,308,235,239**

32. TRANSACTION WITH RELATED PARTIES (continued)

Amount due to and due from related parties as at the separate balance sheet date are as follows (continued):

***Trade payables** (Note 18.1)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vincommerce JSC	Affiliate	Purchasing of goods	629,052,306,441	54,453,944,491
Vingroup JSC	Parent company	Management fee and real estate rental fee payables	317,202,233,165	-
Phu Quoc Tourism JSC	Associate	Hotel service payables	405,810,762,211	7,236,070,900
Vincom General Services Trading LLC	Affiliate	Service consumed payables	48,657,112,798	2,560,351,565
Vincom Consulting and Construction LLC	Affiliate	Service consumed payables	36,688,159,081	-
Vincom Security Service LLC	Affiliate	Service consumed payables	8,407,465,000	-
Vinpearl Nha Trang	Subsidiary (until 3 January 2017)	Service consumed payables	-	5,873,719,320
Vinpearl Ha Long	Subsidiary (until 3 January 2017)	Service consumed payables	-	2,068,850,000
Vinpearl Da Nang	Subsidiary (until 3 January 2017)	Service consumed payables	-	12,740,001
Other related parties	Affiliate	Service consumed payables	5,063,043,726	-
TOTAL			**1,450,881,082,422**	**72,205,676,277**

32. TRANSACTION WITH RELATED PARTIES (continued)

Amount due to and due from related parties as at the separate balance sheet date are as follows (continued):

***Short-term advance from customers** (Note 18.2)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Phu Quoc Tourism JSC	Associate	Prepaid for hotel services	24,287,243,780	-
		Business management fee	8,419,331,375	-
Other related parties	Affiliate	Short-term prepayment for hotel service	4,501,851,879	-
TOTAL			**37,208,427,034**	**-**

***Accrual expenses** (Note 20)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vingroup JSC	Parent company	Interest payables	212,838,536,009	-
		Others	449,639,546	
Vincommerce JSC	Affiliate	Goods payables	12,205,166,833	-
Vincom Security services LLC	Affiliate	Service payables	1,826,087,320	23,742,400
Thien Tam Charity Fund	Affiliate	Support operational fund	-	100,000,000,000
FPI	Subsidiary (until 3 January 2017)	Interest payables	-	1,380,833,333
Other related parties	Affiliate	Other payables	3,688,426,359	-
TOTAL			**231,007,856,067**	**101,404,575,733**

32. TRANSACTION WITH RELATED PARTIES (continued)

Amount due to and due from related parties as at the separate balance sheet date are as follows (continued):

Other payables *(Note 21)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vingroup JSC	Parent company	Other payables	6,274,832,570	20,167,740
		Payables from received on behalf	82,026,282,499	228,025,308,913
Other related parties	Affiliate	Other payables	1,209,928,938	-
TOTAL			**89,511,044,007**	**228,045,476,653**

Other short-term loan from related parties *(Note 23)*

Currency: VND

Related parties	*Relationship*	*Ending balance*	*Interest rate (%/year)*	*Maturity date*	*Collateral*
Cam Ranh LLC	Subsidiary	28,000,000,000	7%	17 Apr 2018	None
TOTAL		**28,000,000,000**			

Transaction with other related parties

Remuneration to members of the Board of Directors:

Currency: VND

	Current year	*Previous year*
Salary and bonus	2,868,351,525	2,955,937,019
TOTAL	**2,868,351,525**	**2,955,937,019**

33. COMMITMENTS

Capital contribution commitments

Currency: VND

			Capital contribution commitment of the Company		
No	*Name of investees*	*Registered charter capital of the investees*	*Amount*	*%*	*Capital contribution commitment at 31 December 2017*
1	Cam Ranh LLC	1,623,000,000,000	1,460,700,000,000	90	1,370,700,000,000
2	Hon Tre LLC	1,916,000,000,000	1,724,400,000,000	90	1,634,400,000,000
3	Tay Tang Long Real Estate LLC	300,000,000,000	147,000,000,000	49	147,000,000,000
	TOTAL		**3,332,100,000,000**		**3,152,100,000,000**

Commitments for development of real estate projects

The Company has signed a number of contracts to develop its real estate projects. As at 31 December 2017, total outstanding commitment under those contracts amounted to approximately VND 4,386 billion (31 December 2016: VND 941 billion).

Commitments related to committed income pay to the home buyers

The company is implementing the villa leasing management program for customers who purchase villas at the real estate projects of the Company. Accordingly, within the first 10 years from the date the villa is handed over, customers will be guaranteed to receive the higher income between:

(i) 8%/year to 10%/year based on the purchase price of villa; and

(ii) 85% based on annual net profit from the sublease of the villa to third parties.

Commitment under the loan interest support contract

The Company has signed a number of three (3) parties agreements with buyers of condotels and villas at Vinpearl Empire Condotel and Vinpearl Beach Front Condotel and a number of banks who lend to the buyers to purchase condotels and villas. Under these agreements, the bank will lend money to buyers of apartments and villas at these real estate projects, and the Company will support the customer by paying interest at the interest rate of the banks from time to time within 12 to 30 months from the date of disbursement of credit contracts.

33. COMMITMENTS (continued)

Commitments related to operating leases where the Company is a lessee

The Company, as the lessee, has entered into a number of operating lease agreements with the minimum lease payments under these agreements at the year end as follows:

Currency: VND

	Ending balance	*Beginning balance*
Up to 1 year	2,139,778,526	2,139,778,526
Over 1 to 5 years	10,856,076,839	10,856,076,839
Over 5 years	100,955,839,283	103,095,617,809
TOTAL	**113,951,694,648**	**116,091,473,174**

These are the land rental commitments at the Cam Ranh peninsula north of Cam Hai Dong Commune, Cam Lam District, Khanh Hoa Province, according to Decision No. 973/QD-UBND dated 14 March 2016 and luxury resort hotel Vinpearl Ha Long under the land lease contract No. 19/1/HDTD signed on 27 October 2015.

34. EVENTS AFTER THE BALANCE SHEET DATE

On 18 January 2018, the Company contributed capital to Tay Tang Long Real Estate Co., Ltd. Also on 18 January 2018, the Company transferred entire these shares to Vinhomes JSC, previously known as Hanoi Southern City Development Joint Stock Company.

On 3 February 2018, the General Meeting of Shareholders of the Company has approved the Resolution No. 01/2018/DHDCD-VINPEARL JSC to spin off a portion of the Company's assets and chartered capital in order to establish two new companies: Vinpearl Lang Van JSC located at No. 7, Truong Sa Street, Hoa Hai Ward, Ngu Hanh District, Da Nang City and Vinpearl Quy Nhon Joint Stock Company, based at No. 12 Nguyen Xuan On Street, Nguyen Van Cu Ward, Quy Nhon City, Binh Dinh Province. All of the above assets and equity of the Company will be transferred to Vinpearl Lang Van JSC and Vinpearl Quy Nhon JSC.

On 8 March 2018, the Company obtained the 44th amended Enterprise Registration Certificate issued by the Khanh Hoa Department of Planning and Investment approving for the reduction of the Company's chartered capital to 6,680,521,310,000 VND.

There is no other matter or circumstance that has arisen since the balance sheet date that requires adjustment or disclosure in the separate financial statements of the Company.

Nguyen Thanh Tung Preparer	Tran Thi Hong Nhung Chief Accountant	Vo Thi Phuong Thao General Director

10 April 2018

Vinpearl Joint Stock Company

Financial statements

31 December 2016

Vinpearl Joint Stock Company

CONTENTS

THE COMPANY

Vinpearl Joint Stock Company ("the Company") was established in 2006 under the name Hon Tre Tourism and Trading Limited Liability Company. The Company subsequently received the amended Enterprise Registration Certificates, with the latest is the 39th amendment being granted on 3 January 2017.

On 27 September 2016, the General Shareholders of the Company has approved the Resolution No. 04/2016/NQ-ĐHCĐ-VINPEARL JSC to spin off a portion of the Company's assets and chartered capital in order to establish a new company, under the name Vinpearl Trading Investment Joint Stock Company, whose head office is located at No.7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban zone, Viet Hung ward, Long Bien district, Hanoi. The transfer of the Company's assets and chartered capital to Vinpearl Trading Investment Joint Stock Company was carried out and completed on 7 November 2016.

The current principal activities of the Company are to develop real estate projects and to manage the "Vinpearl" brand name.

The Company's head office is located in Hon Tre Island, Vinh Nguyen District, Nha Trang City, Khanh Hoa Province, Vietnam. Its representative office is located at No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

BOARD OF DIRECTORS

Members of the Board of Directors during the year and at the date of this report are:

Ms Mai Huong Noi	Chairwoman
Ms Mai Thu Thuy	Member
Mr Dang Thanh Thuy	Member

MANAGEMENT

Members of the management during the year and at the date of this report are:

Mr Dang Thanh Thuy	General Director	
Ms Nguyen Thi Huyen Tran	Deputy General Director	
Ms Vo Thi Phuong Thao	Deputy General Director	appointed on 25 January 2016
Mr Dinh Chien Quoc	Deputy General Director	appointed on 17 June 2016 resigned on 8 October 2016

LEGAL REPRESENTATIVE

The legal representative of the Company during the year and at the date of this report is Mr Dang Thanh Thuy.

AUDITORS

The auditor of the Company is Ernst & Young Vietnam Limited.

Vinpearl Joint Stock Company

REPORT OF MANAGEMENT

Management of Vinpearl Joint Stock Company ("the Company") is pleased to present its report and the financial statements of the Company for the year ended 31 December 2016.

MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

Management is responsible for the financial statements of each financial year which give a true and fair view of the financial position of the Company, and of the results of its operations and its cash flows for the year. In preparing those financial statements, management is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue its business.

Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the financial position of the Company and to ensure that the accounting records comply with the applied accounting system. It is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirmed that it has complied with the above requirements in preparing the accompanying financial statements.

STATEMENT BY MANAGEMENT

Management does hereby state that, in its opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2016 and of the results of its operations and its cash flows for the year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of financial statements.

For and on behalf of the management:

CÔNG TY CỔ PHẦN VINPEARL
MSDN: 4200456848

Dang Thanh Thuy
General Director

Khanh Hoa, Vietnam

15 March 2017

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Building a better working world

Ernst & Young Vietnam Limited
8th Floor, CornerStone Building
16 Phan Chu Trinh Street
Hoan Kiem District
Hanoi, S.R. of Vietnam

Tel : + 84 4 3831 5100
Fax: + 84 4 3831 5090
ey.com

Reference: 60755008/18490153

INDEPENDENT AUDITORS' REPORT

To: The Shareholders of Vinpearl Joint Stock Company

We have audited the accompanying financial statements of Vinpearl Joint Stock Company ("the Company") as prepared on 15 March 2017 and set out on pages 5 to 39, which comprise the balance sheet as at 31 December 2016, and the income statement and cash flow statement for the year then ended and the notes thereto.

Management's responsibility

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of financial statements, and for such internal control as management determines is necessary to enable the preparation and presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

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

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

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

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Opinion

In our opinion, the financial statements give a true and fair view, in all material respects, of the financial position of the Company as at 31 December 2016, and of the results of its operations and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of financial statements.

Emphasis of matter

As disclosed in Note 2.2 of the financial statements, the Company has selected to apply the exemption clause stated in paragraph 5 of Vietnamese Accounting Standard No. 25 - Consolidated financial statements and accounting for investment in subsidiaries. As a result, the Company does not prepare the consolidated financial statements as at and for the year ended 31 December 2016. Our opinion is not modified in respect of this matter.

Ernst & Young Vietnam Limited

Bui Anh Tuan	Tran Thanh Thuy
Deputy General Director	Auditor
Audit Practising Registration	Audit Practising Registration
Certificate No. 1067-2013-004-1	Certificate No. 3076-2014-004-1

Hanoi, Vietnam

15 March 2017

BALANCE SHEET
31 December 2016

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
100	**A. CURRENT ASSETS**		**2,715,875,052,252**	**162,992,981,736**
110	***I. Cash***	***4***	***28,332,548,725***	***470,551,279***
111	1. Cash		28,332,548,725	470,551,279
120	***II. Short-term investments***	***5***	***4,000,000,000***	**-**
123	1. Held-to-maturity investments		4,000,000,000	-
130	***III. Current accounts receivable***		***2,078,037,266,887***	***115,792,197,332***
131	1. Short-term trade receivables	6.1	35,312,346,181	87,656,000
132	2. Short-term advances to suppliers	6.2	210,900,556,117	2,764,216,852
135	3. Short-term loan receivables	7	1,454,203,146,458	6,000,000,000
136	4. Other short-term receivables	8	377,573,482,894	106,940,324,480
139	5. Shortage of assets waiting for resolution		47,735,237	-
140	***IV. Inventories***	***9***	***479,732,353,489***	***38,808,260,000***
141	1. Inventories		479,732,353,489	38,808,260,000
150	***V. Other current assets***		***125,772,883,151***	***7,921,973,125***
151	1. Short-term prepaid expenses	14	113,668,964,642	10,455,728
152	2. Value-added tax deductible		12,103,918,509	6,644,182,136
153	3. Tax and other receivables from the State	16	-	1,267,335,261
200	**B. NON-CURRENT ASSETS**		**9,614,784,733,659**	**10,073,225,578,280**
210	***I. Long-term receivables***		***15,000,000***	***295,050,328***
216	1. Other long-term receivables		15,000,000	295,050,328
220	***II. Fixed assets***		***13,084,289,290***	***13,664,074,491***
221	1. Tangible fixed assets		764,704,669	956,564,394
222	Cost		978,028,818	1,400,556,966
223	Accumulated depreciation		(213,324,149)	(443,992,572)
227	2. Intangible fixed assets	10	12,319,584,621	12,707,510,097
228	Cost		15,638,282,864	15,638,282,864
229	Accumulated amortisation		(3,318,698,243)	(2,930,772,767)
240	***III. Long-term assets in progress***		***1,052,543,878,362***	***772,028,055,335***
242	1. Construction in progress	12	1,052,543,878,362	772,028,055,335
250	***IV. Long-term investments***	***13***	***8,546,251,486,093***	***9,287,064,060,835***
251	1. Investment in subsidiaries		7,987,309,886,093	6,540,094,677,835
252	2. Investment in associates		345,000,000,000	301,500,000,000
253	3. Investment in other entities		213,941,600,000	2,445,469,383,000
260	***V. Other long-term assets***		***2,890,079,914***	***174,337,291***
261	1. Long-term prepaid expenses	14	282,236,234	169,091,209
262	2. Deferred tax assets	24.3	2,607,843,680	5,246,082
270	**TOTAL ASSETS**		**12,330,659,785,911**	**10,236,218,560,016**

BALANCE SHEET (continued)
31 December 2016

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
300	**C. LIABILITIES**		**5,576,295,601,513**	**942,808,477,231**
310	***I. Current liabilities***		***5,565,413,512,455***	***929,273,514,373***
311	1. Short-term trade payables	15.1	104,618,173,930	20,480,070,916
312	2. Short-term advances from customers	15.2	1,745,403,237,865	5,177,031,518
313	3. Statutory obligations	16	55,226,465,066	-
314	4. Payables to employees		2,934,772	2,934,776
315	5. Accrued expenses	17	130,874,545,222	19,075,338,354
318	6. Short-term unearned revenue		-	30,000,000
319	7. Other short-term payables	18	1,868,071,880,026	99,451,927,450
320	8. Short-term loan and finance lease	25	1,661,216,275,574	784,973,683,459
321	9. Short-term provision		-	82,527,900
330	***II. Non-current liabilities***		***10,882,089,058***	***13,534,962,858***
337	1. Other long-term liabilities		100,000,000	-
341	2. Deferred tax liabilities	24.3	10,782,089,058	13,534,962,858
400	**D. OWNERS' EQUITY**		**6,754,364,184,398**	**9,293,410,082,785**
410	***I. Capital***	***19***	***6,754,364,184,398***	***9,293,410,082,785***
411	1. Contributed chartered capital		2,017,530,620,000	4,460,000,000,000
411a	*- Shares with voting rights*		*2,017,530,620,000*	*4,460,000,000,000*
412	2. Share premium		4,498,781,742,093	4,498,781,742,093
417	3. Investment and development fund		10,994,494,000	10,994,494,000
421	4. Undistributed earnings		227,057,328,305	323,633,846,692
421a	*- Undistributed earnings up to prior years*		*23,633,846,692*	*322,833,323,271*
421b	*- Undistributed earnings of current year*		*203,423,481,613*	*800,523,421*
440	**TOTAL LIABILITIES AND OWNERS' EQUITY**		**12,330,659,785,911**	**10,236,218,560,016**

CÔNG TY CỔ PHẦN VINPEARL
MSDN: 4200456848

Nguyen Thuong Tin Preparer	Dang Bich Thuy Chief Accountant	Dang Thanh Thuy General Director

15 March 2017

INCOME STATEMENT
for the year ended 31 December 2016

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
01	**1. Revenue from sale of goods and rendering of services**	**20.1**	**80,627,295,429**	**43,754,279,133**
02	**2. Deductions**	**20.1**	**-**	**-**
10	**3. Net revenue from sale of goods and rendering of services**	**20.1**	**80,627,295,429**	**43,754,279,133**
11	**4. Cost of goods sold and services rendered**		**-**	**(46,526,316,186)**
20	**5. Gross profit/(loss) from sale of goods and rendering of services**		**80,627,295,429**	**(2,772,037,053)**
21	**6. Finance income**	**20.2**	**1,536,306,504,204**	**433,919,230**
22	**7. Finance expenses**	**21**	**(34,730,137,970)**	**(21,689,214)**
23	*- In which: Interest expenses*		*(34,730,077,082)*	*(7,194,444)*
25	**8. Selling expenses**		**(14,302,633,095)**	**-**
26	**9. General and administrative expenses**		**(137,981,318,263)**	**-**
30	**10. Operating profit/(loss)**		**1,429,919,710,305**	**(2,359,807,037)**
31	**11. Other income**	**22**	**15,575,118,764**	**1,089,904,014**
32	**12. Other expenses**	**22**	**(100,759,449,172)**	**(957,734,738)**
40	**13. Other (loss)/profit**	**22**	**(85,184,330,408)**	**132,169,276**
50	**14. Accounting profit/(loss) before tax**		**1,344,735,379,897**	**(2,227,637,761)**
51	**15. Current corporate income tax expenses**	**24.1**	**(46,667,369,682)**	**-**
52	**16. Deferred tax income**	**24.3**	**5,355,471,398**	**3,028,161,182**
60	**17. Net profit after tax**		**1,303,423,481,613**	**800,523,421**

CÔNG TY CỔ PHẦN VINPEARL
MSDN: 4200456848

Nguyen Thuong Tin	Dang Bich Thuy	Dang Thanh Thuy
Preparer	Chief Accountant	General Director

15 March 2017

CASH FLOW STATEMENT
for the year ended 31 December 2016

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
	I. CASH FLOWS FROM OPERATING ACTIVITIES			
01	**Profit/(loss) before tax**		**1,344,735,379,897**	**(2,227,637,761)**
	Adjustments for:			
02	Depreciation of fixed assets and amortisation of intangible fixed assets		488,266,236	485,709,314
03	Reversal of provision		(82,527,900)	-
05	Interest and dividend income	20.2	(1,536,284,096,861)	(433,222,036)
06	Interest expenses	21	34,730,077,082	7,194,444
08	**Operating loss before changes in working capital**		**(156,412,901,546)**	**(2,167,956,039)**
09	(Increase)/decrease in receivables		(145,092,960,331)	165,127,754,033
10	Increase in inventories		(440,924,093,489)	-
11	Increase in payables		2,806,117,331,119	40,469,782,835
12	(Increase)/decrease in prepaid expenses		(96,034,101,638)	1,063,608,226
14	Interest paid		(34,730,077,082)	(7,194,444)
15	Corporate income tax paid	16	(8,383,520,698)	-
16	Other cash inflows from operating activities		-	241,064,810
17	Other cash outflows for operating activities		(61,843,016)	-
20	**Net cash flows from operating activities**		**1,924,477,833,319**	**204,727,059,421**
	II. CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchase, construction of fixed assets		(402,390,685,690)	(493,944,992,204)
22	Proceeds from disposals of fixed assets		30,918,794	-
23	Loans to other entities		(1,473,703,146,458)	(6,000,000,000)
24	Collections from borrowers		21,500,000,000	-
25	Payments for investments in other entities		(2,922,974,376,258)	(586,168,500,000)
26	Proceeds from sale of investments in other entities		2,432,788,973,016	-
27	Interest and dividends received		1,101,134,714,571	187,476,095
30	**Net cash flows used in investing activities**		**(1,243,613,602,025)**	**(1,085,926,016,109)**

CASH FLOW STATEMENT (continued)
for the year ended 31 December 2016

Currency: VND

Code	*ITEMS*	*Notes*	*Current year*	*Previous year*
	III. CASH FLOWS FROM FINANCING ACTIVITIES			
31	Capital contribution		-	440,000,000,000
33	Drawdown of borrowings		4,827,500,000,000	445,600,000,000
34	Repayment of borrowings		(4,080,502,233,848)	(4,703,911,026)
36	Dividends paid	19.1	(1,400,000,000,000)	-
40	**Net cash flows (used in)/from financing activities**		**(653,002,233,848)**	**880,896,088,974**
50	**Net increase/(decrease) in cash for the year**		**27,861,997,446**	**(302,867,714)**
60	**Cash at the beginning of the year**		**470,551,279**	**773,418,993**
70	**Cash at the end of the year**	**4**	**28,332,548,725**	**470,551,279**

Nguyen Thuong Tin
Preparer

Dang Bich Thuy
Chief Accountant

Dang Thanh Thuy
General Director

15 March 2017

1. CORPORATE INFORMATION

Vinpearl Joint Stock Company ("the Company") was established in 2006 under the name Hon Tre Tourism and Trading Limited Liability Company. The Company subsequently received the amended Enterprise Registration Certificates, with the latest is the 39th amendment being granted on 3 January 2017 (details of the 39th amendment Enterprise Registration Certificate is disclosed in Note 27).

On 27 September 2016, the General Shareholders of the Company has approved the Resolution No. 04/2016/NQ-ĐHCĐ-VINPEARL JSC to spin off a portion of the Company's assets and chartered capital in order to establish a new company, under the name Vinpearl Trading Investment Joint Stock Company, whose head office is located at No.7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban Area, Viet Hung ward, Long Bien district, Hanoi. The transfer of the Company's assets and chartered capital to Vinpearl Trading Investment Joint Stock Company was carried out and completed on 7 November 2016.

The current principal activities of the Company are to develop real estate projects and to manage the "Vinpearl" brand name.

The Company's normal course of business is 12 months.

The Company's head office is located in Hon Tre Island, Vinh Nguyen District, Nha Trang City, Khanh Hoa Province, Vietnam. Its representative office is located at No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

The number of the Company's employees as at 31 December 2016 is 21 (31 December 2015: 13).

Corporate structure

As at 31 December 2016, the Company has 13 subsidiaries. The information on these subsidiaries, along with the Company's voting rights and equity interest in each subsidiary, are detailed as follows:

No	*Company*	*Voting right (%)*	*Equity interest (%)*	*Head office*	*Principal activities*
1	Hon Mot Tourism JSC ("Hon Mot JSC")	83.63	83.63	Hon Tre Island, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and trading hospitality services
2	Vinpearl Da Nang One Member Limited Liability Company ("Vinpearl Da Nang LLC")	100.00	100.00	Truong Sa road, Hoa Hai Ward, Ngu Hanh Son District, Da Nang	Investing, developing and trading hospitality services
3	Vinpearl Hoi An One Member Limited Liability Company ("Vinpearl Hoi An LLC")	100.00	100.00	Phuoc Hai Block, Cua Dai ward, Hoi An, Quang Nam Province	Investing, developing and trading hospitality services
4	Tay Ho View Hotel and Tourism Limited Liabilities Company ("Tay Ho View LLC")	70.00	70.00	No. 58 Tay Ho Street, Quang An Ward, Tay Ho District, Hanoi	Investing, developing and trading hospitality services
5	Future Property Invest Limited Company ("FPI LLC")	100.00	100.00	Truong Sa road, Hoa Hai Ward, Ngu Hanh Son District, Da Nang City	Investing, developing and trading hospitality services

1. CORPORATE INFORMATION (continued)

Corporate structure (continued)

No	*Company*	*Voting right (%)*	*Equity interest (%)*	*Head office*	*Principal activities*
6	Vinpearl Quy Nhon Joint Stock Company ("Vinpearl Quy Nhon JSC")	98.00	98.00	Vinpearl Quy Nhon Tourism Zone, Nhon Hoi Economic Zone, Hai Giang Village, Nhon Hai Commune, Quy Nhon City, Binh Dinh Province	Ecotourism and other services
7	Vinpearl Bai Dai Limited Liability Company ("Vinpearl Bai Dai LLC")	90.00	90.00	No. 17A Bach Dang Street, Phuoc Tien Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and trading hospitality services
8	Cam Ranh Investment Limited Liability Company ("Cam Ranh LLC")	90.00	90.00	No. 16 Mac Dinh Chi Street, Phuoc Tien Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and trading hospitality services
9	Hon Tre Investment and Development Limited Liability Company ("Hon Tre LLC")	90.00	90.00	No. 42/2 Dong Nai, Phuoc Hai Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and trading hospitality services
10	Vinpearl Ha Long Limited Liability Company ("Vinpearl Ha Long LLC")	100.00	100.00	Reu Island, Bai Chay Ward, Ha Long City, Quang Ninh Province	Investing, developing and trading hospitality services
11	Vinpearl Nha Trang Limited Liability Company ("Vinpearl Nha Trang LLC")	100.00	100.00	Hon Tre Island, Vinh Nguyen Ward, Nha Trang City, Khanh Hoa Province	Investing, developing and trading hospitality services; management consultancy, real estate brokerage and auction
12	Vinpearl Management Limited Liability Company ("Vinpearl Management LLC")	100.00	100.00	No. 7, Bang Lang 1 street, Vinhomes Riverside Eco-urban zone, Viet Hung Ward, Long Bien District, Hanoi	Management consultancy, real estate brokerage and auction, tourism support and promotion, providing short-stay services
13	Vinpearl Can Tho Limited Liability Company ("Vinpearl Can Tho LLC")	100.00	100.00	No. 209, 30/4 Street, Xuan Khanh Ward, Ninh Kieu District, Can Tho City	Investing, developing and trading hospitality services

As at 31 December 2016, the Company also has investments in associates which are disclosed in Note 13.2.

Vinpearl Nha Trang LLC, Vinpearl Da Nang LLC, Vinpearl Hoi An LLC, FPI LLC, Vinpearl Bai Dai LLC, Vinpearl Ha Long LLC, Vinpearl Can Tho LLC and Vinpearl Quy Nhon JSC were merged into the Company in January 2017 (see Note 27).

2. BASIS OF PREPARATION

2.1 Accounting standards and system

The financial statements of the Company, which are expressed in Vietnam dong ("VND"), are prepared in accordance with the Vietnamese Enterprise Accounting System and Vietnamese Accounting Standards issued by the Ministry of Finance as per:

- Decision No. 149/2001/QD-BTC dated 31 December 2001 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 1);
- Decision No. 165/2002/QD-BTC dated 31 December 2002 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 2);
- Decision No. 234/2003/QD-BTC dated 30 December 2003 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 3);
- Decision No. 12/2005/QD-BTC dated 15 February 2005 on the Issuance and Promulgation of Six Vietnamese Accounting Standards (Series 4); and
- Decision No. 100/2005/QD-BTC dated 28 December 2005 on the Issuance and Promulgation of Four Vietnamese Accounting Standards (Series 5).

Accordingly, the accompanying financial statements including their utilisation are not designed for those who are not informed about Vietnam's accounting principles, procedures and practices and furthermore are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries other than Vietnam.

2.2 Exemption from the preparation of consolidated financial statements

Vinpearl Joint Stock Company has subsidiaries as disclosed in Note 1. The Company has selected to apply the exemption clause stated in paragraph 5 of Vietnamese Accounting Standard No.25 - Consolidated financial statements and accounting for the investment in subsidiaries. Consequently, the Company does not prepare the consolidated financial statements as at 31 December 2016 and for the year then ended even though it has investments in subsidiaries during the year. This decision was made on the basis that Vingroup JSC, the parent company owning 100.00% voting rights in the Company, did not require the Company to prepare its consolidated financial statements for this year. Vingroup JSC's head office is located at No.7, Bang Lang 1 street, Vinhomes Riverside Eco-urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.

2.3 Applied accounting documentation system

The Company's applied accounting documentation system is the General Journal system.

2.4 Fiscal year

The Company's fiscal year applicable for the preparation of its financial statements starts on 1 January and ends on 31 December.

2.5 Accounting currency

The financial statements are prepared in VND which is also the Company's accounting currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash

Cash comprise cash in banks.

3.2 Inventories

Inventory property

Property acquired or being constructed for sale in 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 (NRV).

Cost includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for construction; and
- Borrowing costs, planning and design costs, costs of land compensation and 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 property 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.

Provision for obsolete inventories

An inventory provision is created for the estimated loss arising due to the impairment of value (through diminution, damage, obsolescence, etc.) of raw materials, finished goods, and other inventories owned by the Company, based on appropriate evidence of impairment available at the balance sheet date.

Increases and decreases to the provision balance are recorded into the cost of goods sold account in the income statement.

3.3 Receivables

Receivables are presented in the financial statements at the carrying amounts due from customers and other debtors, after provision for doubtful debts.

The provision for doubtful debts represents amounts of outstanding receivables at the balance sheet date which are doubtful of being recovered. Increases or decreases to the provision balance are recorded as general and administrative expense in the income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

The cost of a tangible fixed asset comprises its purchase price and any directly attributable costs of bringing the tangible fixed asset to working condition for its intended use.

Expenditures for additions, improvements and renewals are added to the carrying amount of the assets and expenditures for maintenance and repairs are charged to the income statement as incurred.

When tangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between the net disposal proceeds and the carrying amount) is included in the income statement.

3.5 Intangible fixed assets

Intangible fixed assets are stated at cost less accumulated amortisation.

The cost of an intangible fixed asset comprises its purchase price and any directly attributable costs of preparing the intangible fixed asset for its intended use.

Expenditures for additions, improvements are added to the carrying amount of the assets and other expenditures are charged to the income statement as incurred.

When intangible fixed assets are sold or retired, any gain or loss resulting from their disposal (the difference between proceed from disposal and carrying amount) is realised in the income statement.

Land use rights

The advance payment for land rental, of which the land lease contracts have effectiveness prior to 2003 and Land use right certificate being issued, are recorded as intangible fixed asset in accordance to Circular No. 45/2013/TT-BTC issued by the Ministry of Finance on 25 April 2013 guiding the management, use and depreciation of fixed assets.

3.6 Depreciation and amortisation

Depreciation of tangible fixed assets and amortisation of intangible fixed assets are calculated on a straight-line basis over the estimated useful life of each asset as follows:

Means of transportation	10 years
Computer software	5 years
Land use rights	46 years

3.7 Borrowing cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs are recorded as expense during the year in which they are incurred, except borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily take a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Prepaid expenses

Prepaid expenses are reported as short-term or long-term prepaid expenses on the balance sheet and amortised over the period for which the amounts are paid or the period in which economic benefits are generated in relation to these expenses.

The following types of expenses relating to real estate held for sale are recorded as long-term prepaid expenses and are amortised to the income statement when real estate properties are handed over:

- Commission fees on sale of real estate properties;
- Expenses to support buyers on borrowing costs to purchase real estate properties;
- Expenses on hotel vouchers used under promotion plan to buyers of real estate properties;
- Prepaid corporate income tax at 1% of advance from customers on sale of real estate properties.

Tools and consumables with large value issued into use are recorded as long-term prepaid expenses and amortised into the income statement within 2 years.

3.9 Investments

Investments in subsidiaries

Investments in subsidiaries over which the Company has control are carried at cost.

Distributions from accumulated net profits of the subsidiaries arising subsequent to the date of acquisition are recognised in the income statement. Distributions from sources other than from such profits are considered a recovery of investment and are deducted to the cost of the investment.

Investments in associates

Investments in associates over which the Company has significant influence are carried at cost.

Distributions from accumulated net profits of the associates arising subsequent to the date of acquisition are recognised in the income statement. Distributions from sources other than from such profits are considered a recovery of investment and are deducted to the cost of the investment.

Held-for-trading securities and investments in other entities

Held-for-trading securities and investments in other entities are stated at their acquisition costs.

Provision for diminution in value of investments

Provision is made for any diminution in value of the held-for-trading securities and investments in capital of other entities at the balance sheet date in accordance with the guidance under Circular No. 228/2009/TT-BTC dated 7 December 2009 and Circular No. 89/2013/TT-BTC dated 28 June 2013 issued by the Ministry of Finance. Increases or decreases to the provision balance are recorded as finance expense in the income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Payables and accruals

Payables and accruals are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Company. Payables to contractors for construction of real estate project are recognised based on interim work certificates between the two parties, regardless of whether or not billed to the Company.

Expenses for borrowing costs support and early settlement discount for buyers of real estate properties are recognized when incurred as stipulated in the sale-purchase agreements, whether or not paid by the Company.

3.11 Foreign currency transactions

Transactions in currencies other than the Company's reporting currency (VND) are recorded at the actual transaction exchange rates at transaction dates which are determined as follows:

- Transaction resulting in receivables are recorded at the buying exchange rates of the commercial banks designated for collection;
- Transactions resulting in liabilities are recorded at the selling exchange rates of the commercial banks designated for payment;
- Capital contributions are recorded at the buying exchange rates of the commercial banks designated for capital contribution; and
- Payments for assets or expenses without liabilities initially being recognised is recorded at the buying exchange rates of the commercial banks that process these payments.

At the end of the year, monetary balances denominated in foreign currencies are translated at the actual exchange rates at the balance sheet dates which are determined as follows:

- Monetary assets are translated at buying exchange rate of the commercial bank where the Company conducts transactions regularly; and
- Monetary liabilities are translated at selling exchange rate of the commercial bank where the Company conducts transactions regularly.

All foreign exchange differences incurred during the year and arising from the revaluation of monetary accounts denominated in foreign currency at year-end are taken to the income statement.

3.12 Appropriation of net profits

Net profit after tax is available for appropriation to investors after approval by the Board of Management, and after making appropriation to reserve funds in accordance with the Company's Charter and Vietnamese regulatory requirements.

3.13 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Royalty fee on the use of Vinpearl brand

Royalty fee on Vinpearl brand is recognised at 1% of the users' revenue.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 ***Revenue recognition*** (continued)

Gains from securities trading, capital transfer

Gains from securities trading and capital transfer are determined as the excess of selling prices against the cost of securities sold. Such gain is recognized on the trade date when the relevant contracts are executed.

Interest

Revenue is recognised as the interest accrues (taking into account the effective yield on the asset) unless collectability is in doubt.

Dividend

Income is recognised when the Company's entitlement as an investor to receive the dividend is established.

3.14 ***Taxation***

Current income tax

Current income tax assets and liabilities for the current period and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted as at the balance sheet date.

Current income tax is charged or credited to the income statement, except when it relates to items recognised directly to equity, in which case the current income tax is also dealt with in equity.

Current income tax assets and liabilities are offset when there is a legally enforceable right for the Company to set off current tax assets against current tax liabilities and when the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax

Deferred tax is provided using the liability method on temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the related transaction affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporarily differences associated with investments in subsidiaries and associates, and interests in joint ventures where timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.14 *Taxation* (continued)

Deferred tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax credit and unused tax losses, to the extent that it is probable that taxable profit will be available against which deductible temporary differences, carried forward unused tax credit and unused tax losses can be utilised, except:

- where the deferred tax asset in respect of deductible temporary difference which arises from the initial recognition of an asset or liability which at the time of the related transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of deductible temporarily differences associated with investments in subsidiaries, associates, and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Previously unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted at the balance sheet date.

Deferred tax is charged or credited to the income statement, except when it relates to items recognised directly to equity, in which case the deferred tax is also dealt with in the equity account.

Deferred tax assets and liabilities are offset when there is a legally enforceable right for the Company to set off current tax assets against current tax liabilities and when they relate to income taxes levied on the same taxable entity by the same taxation authority:

- either the same taxable entity; or
- when the Company intends either settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

4. CASH

Currency: VND

	Ending balance	*Beginning balance*
Cash in banks	28,332,548,725	470,551,279
TOTAL	**28,332,548,725**	**470,551,279**

Details of foreign currencies in regard to orginal currency:

	Ending balance	*Beginning balance*
Types of foreign currency:		
- United States Dollar (USD)	862.45	158.00

5. HELD-TO-MATURITY INVESTMENTS

This represents a short-term deposit with term of 4 months at Vietnam Technological and Commercial Joint Stock Bank, which earns interest at 5% per annum. This deposit is used as collateral for opening L/C to import equipment for the Company's real estate projects.

6. TRADE RECEIVABLES AND ADVANCES TO SUPPLIERS

6.1 *Trade receivables*

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Trade receivables from customers	-	87,656,000
Trade receivables from related parties *(Note 25)*	35,312,346,181	-
TOTAL	**35,312,346,181**	**87,656,000**

6.2 *Advances to suppliers*

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Advances to suppliers		
- *Can Tho Land Development Center*	*85,139,332,912*	-
- *An Phong Construction Limited Liabilities Company*	*54,600,255,250*	-
- *Tinh Ky Limited Liabilities Company*	*33,252,829,439*	-
- *Others*	*37,908,138,516*	*2,764,216,852*
TOTAL	**210,900,556,117**	**2,764,216,852**

7. SHORT-TERM LOAN RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Loan to a corporate entity (i)	1,300,000,000,000	-
Loan to related parties *(Note 25)*	154,203,146,458	6,000,000,000
TỔNG CỘNG	**1,454,203,146,458**	**6,000,000,000**

(i) This is a loan to a corporate entity, which earns interest at 11% per annum, with term of 6 months and will mature on 24 March 2017. The loan is secured by shares of New Times T&T Joint Stock Company which are currently held by the shareholders of this company.

8. OTHER RECEIVABLES

Currency: VND

	Ending balance	*Beginning balance*
Dividend, interest receivables	122,111,029,575	-
Receivables from the centralised cash flow management account (i)	93,829,011,890	156,064,022
Interest receivables	28,649,076,635	251,461,002
Receivable from supplying service cards	-	105,716,656,779
Receivable from payment on behalf (ii)	132,338,550,169	-
Advances to employees	107,828,000	128,744,255
Other receivables	537,986,625	687,398,422
TOTAL	**377,573,482,894**	**106,940,324,480**
In which:		
Other receivables from related parties (Note 25)	*349,308,235,239*	*5,701,245,930*
Other receivables	*28,265,247,655*	*101,239,078,550*

(i) In pursuant to the Agreement No. 06/2014/DTTT/VINGROUP-VPNT on centralized cash flow management dated 15 September 2014, Vingroup JSC, the parent company, would perform centralised cash flow management for all entities within the Group through bank accounts at Bank for Investment and Development of Vietnam. Accordingly, this represents a receivable from Vingroup JSC under the centralised cash flow management system at Bank for Investment and Development of Vietnam.

(ii) These are payment on behalf relating to the development costs of certain real estate projects of the parent company.

9. INVENTORIES

Currency: VND

	Ending balance		*Beginning balance*	
	At cost	*Provision*	*At cost*	*Provision*
Inventory properties under construction (i)	440,924,093,489	-	-	-
Inventory properties held for sale (ii)	38,808,260,000	-	38,808,260,000	-
TOTAL	**479,732,353,489**	**-**	**38,808,260,000**	**-**

(i) This is the development costs of inventories held for sale, including costs directly attributable to the development of apartments for sale at Vinpearl Empire Condotel Project, which is located at 44-46 Le Thanh Ton Street, Nha Trang City, Khanh Hoa Province and other overhead expenses such as land use fees, land compensation and clearance expenses, capitalized borrowing costs, planning and design costs, project management costs, and other related costs.

(ii) This represents the land use rights and assets attached to the land at Lot TM-A in An Vien Eco-tourism Zone, Nha Trang City, Khanh Hoa Province.

10. INTANGIBLE FIXED ASSETS

Currency: VND

	Computer software	*Definite land use rights*	*Total*
Cost:			
Beginning balance	317,250,000	15,321,032,864	15,638,282,864
Ending balance	317,250,000	15,321,032,864	15,638,282,864
Accumulated amortisation:			
Beginning balance	48,880,547	2,881,892,220	2,930,772,767
- Amortisation for the year	63,450,000	324,475,476	387,925,476
Ending balance	112,330,547	3,206,367,696	3,318,698,243
Net carrying amount:			
Beginning balance	268,369,453	12,439,140,644	12,707,510,097
Ending balance	204,919,453	12,114,665,168	12,319,584,621

11. CAPITALIZED BORROWING COSTS

During the year, the Company capitalized borrowing costs amounting to VND 52.8 billion (2015: VND 29.2 billion). These costs relate to general and specific borrowings taken to finance the development of real estate projects of the Company.

The capitalised borrowing costs are determined by applying a capitalisation rate of 7.18% on the accumulated weighted average expenditure incurred for the development of the real estate projects. The capitalization rate used is the weighted average of the borrowings of the Company that are outstanding during the year.

12. CONSTRUCTION IN PROGRESS

Currency: VND

	Ending balance	*Beginning balance*
Con Au 18-hole Golf Course Project (i)	456,273,969,231	264,421,179,531
Lang Van Project (ii)	269,546,570,195	251,659,445,635
Vinpearl Empire Condotel Project (iii)	135,435,316,691	215,967,772,182
Vinpearl Cua Sot Project (iv)	120,762,561,014	-
Duong Bridge - Hanoi Golf Course Project	56,093,877,053	23,770,110,461
Transform Nursing Home into Phan Sao Nam School	13,231,935,867	371,949,490
Cam Ranh sea - encroached urban project	-	8,727,111,624
Other projects	1,199,648,311	7,110,486,412
TOTAL	**1,052,543,878,362**	**772,028,055,335**

i. This includes land compensation and clearance expenses, and overhead expenses such as design costs, costs of environmental impact assessment survey, capitalized borrowing costs and other related expenses.

ii. This includes land compensation and clearance expenses, capitalized borrowing costs and other related expenses. Lang Van Tourism and Entertainment resort project ("Lang Van Project") is located at Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City.

iii. This includes costs directly attributable to the development of the commercial center (excluding the development costs of apartments for sale) at Vinpearl Empire Condotel Project and other overhead expenses such as land use fees, land compensation and clearance expenses, capitalized borrowing costs, planning and design costs, project management costs, and other related costs. Vinpearl Empire Condotel Project is a complex comprising of apartments for sales, apartments for sales/lease, and a commercial center.

iv. This includes site clearance expenses, survey and design costs and other expenses related to Vinpearl Cua Sot Project. This is a Luxury Resort and Villas and Amusement Park at Loc Ha District, Ha Tinh Province.

13. LONG-TERM INVESTMENTS

Currency: VND

	Note	*Ending balance*	*Beginning balance*
Investments in subsidiaries	13.1	7,987,309,886,093	6,540,094,677,835
Investments in associates	13.2	345,000,000,000	301,500,000,000
Other long-term investments	13.3	213,941,600,000	2,445,469,383,000
TOTAL		**8,546,251,486,093**	**9,287,064,060,835**

The Company was not able to determine the fair value of these investments because these shares are not listed on the stock market.

13. LONG-TERM INVESTMENTS (continued)

13.1 Investments in subsidiaries

		Ending balance		*Beginning balance*	
No.	*Name*	*Contributed capital (VND)*	*Ownership (%)*	*Contributed capital (VND)*	*Ownership (%)*
1	Vinpearl Nha Trang LLC	3,593,379,270,093	100.00	3,593,379,270,093	100.00
2	FPI LLC (i)	1,056,000,000,000	100.00	90,412,420,050	100.00
3	Tay Ho View LLC (i)	801,817,800,000	70.00	96,067,047,733	70.00
4	Vinpearl Quy Nhon JSC (i)	773,383,000,000	98.00	448,466,756,959	70.00
5	Vinpearl Da Nang LLC	757,317,568,000	100.00	757,317,568,000	100.00
6	Vinpearl Hoi An LLC (ii)	397,977,248,000	100.00	608,918,848,000	100.00
7	Vinpearl Ha Long LLC (i)	225,000,000,000	100.00	100,000,000,000	100.00
8	Hon Mot JSC	140,000,000,000	83.64	140,000,000,000	90.00
9	Vinpearl Bai Dai LLC (i)	108,000,000,000	90.00	21,400,000,000	90.00
10	Cam Ranh LLC (i)	45,000,000,000	90.00	21,005,767,000	90.00
11	Hon Tre LLC (i)	45,000,000,000	90.00	6,192,000,000	90.00
12	Vinpearl Management LLC (vi)	24,435,000,000	100.00	5,500,000,000	100.00
13	Vinpearl Can Tho LLC (iv)	20,000,000,000	100.00	-	0.00
14	Phu Quoc Tourism Development and Investment Joint Stock Company (iii)	-	0.00	632,500,000,000	55.00
15	Vinpearl Golf Club Management Limited Liability Company (v)	-	0.00	10,000,000,000	100.00
16	Vincharm Spa Management Limited Liability Company (v)	-	0.00	8,935,000,000	100.00
	TOTAL	**7,987,309,886,093**		**6,540,094,677,835**	

Details about these subsidiaries are presented in Note 1.

i. During the year, the Company made additional capital contribution to these subsidiaries.

13. LONG-TERM INVESTMENTS (continued)

13.1 Investments in subsidiaries (continued)

ii. During the year, the Company had demerged a portion of the investment in Vinpearl Hoi An Company amounting to VND 210,941,600,000 to establish Vinpearl Hoi An Investment Limited Liability Company ("Vinpearl Hoi An Investment Company"). Vinpearl Hoi An Investment Company was subsequently merged into Vincommerce General Commercial Services Joint Stock Company ("Vincommerce JSC"). All charter capital of Vinpearl Hoi An Investment Company held by the Company was converted into shares of Vincommerce JSC. Thereby, the Company became shareholder of Vincommerce JSC, holding 21,094,160 shares, equivalent to 2,96% charter capital of Vincommerce JSC.

iii. As at 31 December 2015, the Company, through Phu Quoc Tourism Development and Investment Joint Stock Company ("Phu Quoc Tourism JSC"), indirectly exercised control over Vinpearl Phu Quoc One Member Limited Liability Company ("Vinpearl Phu Quoc LLC"). On 22 December 2016, Vinpearl Phu Quoc LLC was merged into Phu Quoc Tourism Company according to the Resolution of the General Shareholders No.03/2016/NQ-ĐHĐCĐ dated 20 December 2016 and the Merger Agreement dated 20 December 2016. Thereby, Vinpearl Phu Quoc is no longer a subsidiary of the Company.

Meanwhile, on 6 December 2016, the Company transferred 25% shares of Phu Quoc Tourism JSC, which decreased the Company's ownership and voting right in this company to 30%. Phu Quoc Tourism JSC became an associate of the Company (see Note 13.2).

iv. On 20 December 2016, the Company and Vingroup Joint Stock Company signed a capital transfer agreement to transfer the contributed capital in Vinpearl Can Tho Company. Thereby, the Company received all of the chartered capital and owned 100% equity interest in this company.

v. According to the Resolution No. 08/2015/NQ-HĐQT-VINPEARL JSC dated at 25 December 2015 of the Board of Directors, and according to the plan to restructure companies in the hotel and golf course management sectors of Vingroup Joint Stock Company, Vinpearl Management Company, a subsidiary, has merged with Vinpearl Golf Club Management Limited Liability Company and Vincharm Spa Management Limited Liability Company on 4 January 2016.

In addition, the following subsidiaries: Vinpearl Nha Trang LLC, Vinpearl Da Nang LLC, Vinpearl Hoi An LLC, FPI LLC, Vinpearl Bai Dai LLC, Vinpearl Ha Long LLC, Vinpearl Can Tho LLC and Vinpearl Quy Nhon JSC were merged into the Company in January 2017 (see Note 27).

13.2 Investments in associate

Currency: VND

	Ending balance	*Beginning balance*
Phu Quoc Tourism JSC (see Note 13.1(iii))	345,000,000,000	-
Green City Development JSC (i)	-	301,500,000,000
TOTAL	**345,000,000,000**	**301,500,000,000**

(i) On 14 December 2016, the Company has transferred all ownership interest in Green City Development JSC to Tan Lien Phat Construction Investment Joint Stock Company, a subsidiary of Vingroup Joint Stock Company.

13. LONG-TERM INVESTMENTS (continued)

13.3 Other long-term investments

Currency: VND

	Ending balance	*Beginning balance*
Thuan Phong Energy Development Joint Stock Company	3,000,000,000	3,000,000,000
Vincommerce JSC (see Note 13.1(ii))	210,941,600,000	-
Shares of Vingroup Joint Stock Company (i)	-	2,442,469,383,000
TOTAL	**213,941,600,000**	**2,445,469,383,000**

(i) On 27 September 2016, the General Shareholders of the Company approved the Resolution No. 04/2016/NQ-ĐHĐCĐ-VINPEARL JSC to spin off a portion of the Company's assets and chartered capital in order to establish a new company, under the name Vinpearl Trading Investment Joint Stock Company. Thereby, all of the shares of Vingroup Joint Stock Company, which were previously held by the Company, and the corresponding chartered capital was transferred to Vinpearl Trading Investment Joint Stock Company.

14. ACCRUED EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Short-term		
Commission fees related to apartments which have not yet been handed over to customers	79,347,541,144	-
Provisional corporate income tax	17,737,552,301	-
Hotel voucher expenses for customers	16,537,754,532	-
Others	46,116,665	10,455,728
TOTAL	**113,668,964,642**	**10,455,728**

	Ending balance	*Beginning balance*
Long-term		
Tools and equipment	12,754,534	150,691,210
Others	269,481,700	18,399,999
TOTAL	**282,236,234**	**169,091,209**

15. TRADE PAYABLES AND ADVANCE FROM CUSTOMERS

15.1 *Short-term trade payables*

Currency: VND

	Ending balance		*Beginning balance*	
	Amount	*Payable amount*	*Amount*	*Payable amount*
Trade payables				
- Binh Dinh Construction Limited Company	*13,260,844,110*	*13,260,844,110*	-	-
- SIMCO., JSC	*5,497,373,868*	*5,497,373,868*	*1,487,764,516*	*1,487,764,516*
- Others	*13,127,429,158*	*13,127,429,158*	*360,483,793*	*360,483,793*
Trade payables to related parties *(Note 25)*	72,732,526,794	72,732,526,794	18,631,822,607	18,631,822,607
TOTAL	**104,618,173,930**	**104,618,173,930**	**20,480,070,916**	**20,480,070,916**

15.2 *Advance from customers*

Currency: VND

	Ending balance	*Beginning balance*
Downpayments from customers under property sale and purchase agreements (i)	1,745,403,237,865	-
Others	-	5,177,031,518
TOTAL	**1,745,403,237,865**	**5,177,031,518**

(i) This represents downpayments from customers to purchase apartments in Vinpearl Empire Condotel project.

16. STATUTORY OBLIGATIONS

Currency: VND

	Beginning balance	*Payable for the year*	*Payment made in the year*	*Ending balance*
Payables				
Value added tax	-	101,201,452,956	101,201,452,956	-
Corporate income tax	-	63,201,229,311	8,383,520,698	54,817,708,613
Other taxes	-	7,166,180,904	6,757,424,451	408,756,453
TOTAL	**-**	**171,568,863,171**	**116,342,398,105**	**55,226,465,066**

Currency: VND

	Beginning balance	*Receivable for the year*	*Payment received in the year*	*Ending balance*
Receivables				
Value added tax	8,747,596	-	8,747,596	-
Corporate income tax	1,203,692,672	-	1,203,692,672	-
Other taxes	54,894,993	-	54,894,993	-
	1,267,335,261	**-**	**1,267,335,261**	**-**

17. SHORT-TERM ACCRUED EXPENSES

Currency: VND

	Ending balance	*Beginning balance*
Accrued interest expenses	29,732,825,552	18,625,830,520
Accrued salary expenses	691,606,368	359,507,834
Other accrued expenses (i)	100,450,113,302	90,000,000
TOTAL	**130,874,545,222**	**19,075,338,354**
In which:		
Other accrued expenses	*29,469,969,489*	*449,507,834*
Other accrued expenses to related parties (Note 25)	*101,404,575,733*	*18,625,830,520*

(i) Mainly include donation expenses for Thien Tam Charity Fund amounting to VND 100 billion.

18. OTHER PAYABLES

Currency: VND

	Ending balance	*Beginning balance*
Cash collected from apartment buyers under the form of loan agreements (i)	788,303,759,587	-
Advance from a corporate entity for the purchase of an equity investment (ii)	801,817,800,000	-
Payable for payment on behalf (iii)	228,025,308,913	-
Payables for the service vouchers (iv)	48,753,910,150	98,338,668,378
Social insurance and trade union payables	253,953,227	254,898,663
Others	917,148,149	858,360,409
TOTAL	**1,868,071,880,026**	**99,451,927,450**
In which:		
Other payables	*1,640,026,403,373*	*99,451,927,450*
Other payables to related parties (Note 25)	*228,045,476,653*	-

(i) This represents cash collected from customers under the form of loan agreements, with stated interest ranging from 6% to 10% per annum and with terms from 3 to 12 months, to purchase Condotel apartments at Vinpearl Empire Condotel Project.

(ii) This represents an advance under the Framework Agreement No. 50/2016/TTNT/VPL-SCT signed and dated on 5 July 2016 between the Company and Sun City Limited Liability Company on the transfer of the Company's entire chartered capital in Tay Ho View LLC.

(iii) This is the payable for the collection on behalf of Vingroup Joint Stock Company, the parent company, in respect of downpayments from customers for the purchase of apartments at Vinpearl Beach Front Condotel Project, a project owned by the parent company.

(iv) This represents the payables to Vinpearl hotels regarding the unused service vouchers issued to certain corporate customers.

NOTES TO THE FINANCIAL STATEMENTS (continued)
as at 31 December 2016 and for the year then ended

19. OWNERS' EQUITY

19.1 Increase and decrease in owners' equity

Currency: VND

	Contributed chartered capital	*Share premium*	*Investment and development fund*	*Undistributed earnings*	*Total*
Previous year					
Opening balance	4,020,000,000,000	1,381,596,472,000	10,994,494,000	322,833,323,271	5,735,424,289,271
- Capital contribution	440,000,000,000	-	-	-	440,000,000,000
- Profit for the year	-	-	-	800,523,421	800,523,421
- Increase from the share swap for the investment in Vinpearl Nha Trang LLC	-	3,117,185,270,093	-	-	3,117,185,270,093
Ending balance	4,460,000,000,000	4,498,781,742,093	10,994,494,000	323,633,846,692	9,293,410,082,785
Current year					
Opening balance	4,460,000,000,000	4,498,781,742,093	10,994,494,000	323,633,846,692	9,293,410,082,785
- Decrease due to demerger (*)	(2,442,469,380,000)	-	-	-	(2,442,469,380,000)
- Profit for the year	-	-	-	1,303,423,481,613	1,303,423,481,613
- Dividend declared (**)	-	-	-	(1,400,000,000,000)	(1,400,000,000,000)
Ending balance	2,017,530,620,000	4,498,781,742,093	10,994,494,000	227,057,328,305	6,754,364,184,398

(*) As disclosed in Note 13.3, on 27 September 2016, the General Shareholders of the Company has approved the Resolution No.04/2016/NQ-DHCD-VINPEARL JSC to spin off a portion of the Company's assets and chartered capital in order to establish a new company, under the name Vinpearl Trading Investment Joint Stock Company. Thereby, all of the shares of Vingroup Joint Stock Company previously held by the Company and the corresponding chartered capital was transferred to Vinpearl Trading Investment Joint Stock Company.

(**) On 22 March 2016, the General Shareholders of the Company has approved the Resolution No.01/2016/QĐ-ĐHĐCĐ-VINPEARL JSC to distribute cash dividend to the shareholders of the Company with the amount of VND 1,400 billion.

19. OWNERS' EQUITY (continued)

19.2 Contributed charter capital

	Ending balance		*Beginning balance*	
	Total (VND)	*Ordinary shares*	*Total (VND)*	*Ordinary shares*
Tan Lien Phat Construction Investment Corporation JSC	896,847,570,000	89,684,757	1,982,592,039,800	198,259,204
Times Trading Investment and Development One Member LLC	545,547,520,000	54,554,752	1,206,000,000,000	120,600,000
Royal City Real Estate Development and Investment JSC	367,317,230,000	36,731,723	812,000,000,000	81,200,000
Hanoi Southern City Development JSC	207,818,300,000	20,781,830	459,407,960,200	45,940,796
TOTAL	**2,017,530,620,000**	**201,753,062**	**4,460,000,000,000**	**446,000,000**

20. REVENUE

20.1 Revenue from rendering of services

Currency: VND

	Current year	*Previous year*
Gross revenue	**80,627,295,429**	**43,754,279,133**
Of which:		
Royalty fee on the use of Vinpearl brand	*80,627,295,429*	-
Revenue from rendering of hotel management services	-	*31,533,415,497*
Others	-	*12,220,863,636*
Sales deduction	-	-
Net revenue	**80,627,295,429**	**43,754,279,133**
Of which:		
Royalty fee on the use of Vinpearl brand	*80,627,295,429*	-
Revenue from rendering of hotel management services	-	*31,533,415,497*
Others	-	*12,220,863,636*

20.2 Finance income

Currency: VND

	Current year	*Previous year*
Dividends	1,222,111,029,575	-
Gain from disposal of investments	284,653,605,016	-
Interest income from loans, deposits	29,532,330,204	433,222,036
Foreign exchange difference gains	9,539,409	697,194
TOTAL	**1,536,306,504,204**	**433,919,230**

21. FINANCE EXPENSES

Currency: VND

	Current year	*Previous year*
Loan interest expenses	34,730,077,082	7,194,444
Foreign exchange difference losses	60,888	14,494,770
TOTAL	**34,730,137,970**	**21,689,214**

22. OTHER INCOME AND EXPENSES

Currency: VND

	Current year	*Previous year*
Other income		
Gain from expired unused vouchers	12,690,860,910	-
Others	2,884,257,854	1,089,904,014
	15,575,118,764	**1,089,904,014**
Other expenses		
Donation, charity	100,064,000,000	-
Others	695,449,172	957,734,738
	100,759,449,172	**957,734,738**
NET OTHER (LOSS)/PROFIT	**(85,184,330,408)**	**132,169,276**

23. PRODUCTION AND OPERATING COSTS

Currency: VND

	Current year	*Previous year*
Labour costs	3,072,718,842	19,823,077,607
Depreciation and amortisation	488,266,236	508,556,514
Expenses for external services	378,654,289,922	23,812,472,657
Land use fee, site clearance expenses	210,910,363,231	-
Other expenses	82,406,616	2,382,209,408
TOTAL	**593,208,044,847**	**46,526,316,186**

24. CORPORATE INCOME TAX

The Company has the obligation to pay corporate income tax ("CIT") at the rate of 20% for income from current activities of the Company.

The Company's tax returns are subject to examination by the tax authorities. As the application of tax laws and regulations is susceptible to varying interpretations, the amounts reported in the financial statements could be changed at a later date upon final determination by the tax authorities.

24. CORPORATE INCOME TAX (continued)

24.1 *CIT expenses* (continued)

Currency: VND

	Current year	*Previous year*
Current tax expenses	46,492,003,551	-
Adjustment for under accrual of tax from prior years	175,366,131	-
Deferred tax income	(5,355,471,398)	(3,028,161,182)
TOTAL	**41,311,898,284**	**(3,028,161,182)**

The reconciliation between CIT expenses and the accounting profit/(loss) multiplied by CIT rate is presented as below:

Currency: VND

	Current year	*Previous year (Restated)*
Accounting profit/(loss) before tax	**1,344,735,379,897**	**(2,227,637,761)**
At CIT rate of 20% (2015: 22%)	268,947,075,979	(445,527,552)
Adjustments to increase/(decrease)		
Gain from revaluation of land use right	2,752,873,802	2,752,873,802
Advertising expenses for Vinpearl Empire Condotel project	2,607,843,680	-
Dividends received	(244,422,205,915)	-
Donation, charity expenses	20,035,982,978	-
Other non-deductible expenses	15,321,079	-
Severance allowance	(11,624,532)	-
Tax loss carried forward	(3,433,263,520)	(2,307,346,250)
Adjustment for under accrual of tax from prior years	***175,366,131***	-
Estimated current tax expenses	**46,667,369,682**	-
Adjustments to increase/(decrease) deferred tax (income)/expenses:		
Non-deductible temporary differences relating to the advertising expenses for Vinpearl Empire Condotel project	(2,607,843,680)	-
Deductible temporary differences relating to gain from revaluation of land use right	(2,752,873,800)	(3,028,161,182)
Deductible temporary difference relating to severance allowance paid	5,246,082	-
Deferred tax income	**(5,355,471,398)**	**(3,028,161,182)**
CIT expenses	**41,311,898,284**	**(3,028,161,182)**

24. CORPORATE INCOME TAX (continued)

24.2 Current CIT expenses

The current CIT payable is based on taxable profit for the current year. The taxable profit of the Company for the year differs from the 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 not taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted by the balance sheet date.

24.3 Deferred tax

The following are the deferred tax assets and liabilities recognised by the Company, and the movements thereon, during the current reporting period:

Currency: VND

	Balance sheet		*Income statement*	
	Ending balance	*Beginning balance*	*Current year*	*Previous year*
Deferred tax assets				
Advertising expenses for Vinpearl Empire Condotel project	2,607,843,680	-	(2,607,843,680)	-
Provision for severance allowance	-	5,246,082	5,246,082	-
	2,607,843,680	**5,246,082**		
Deferred tax liabilities				
Temporary difference from the revaluation of assets used as capital contribution	10,782,089,058	13,534,962,858	(2,752,873,800)	(3,028,161,182)
	10,782,089,058	**13,534,962,858**		
Deferred tax credited to the income statement			**(5,355,471,398)**	**(3,028,161,182)**

25. TRANSACTION WITH RELATED PARTIES

Significant transactions with related parties during the year were as follows:

Currency: VND

Related parties	*Relationship*	*Transactions*	*Current year*	*Previous year*
Vinpearl Nha Trang LLC	Subsidiary	Vinpearl brand royalty fee	52,397,360,325	21,954,000,000
		Service consumed	22,314,191,497	-
Vinpearl Phu Quoc LLC	Subsidiary	Service consumed	23,466,103,900	-
		Interest payables	2,483,055,555	-
Vinpearl Quy Nhon JSC	Subsidiary	Capital contribution	324,916,243,041	50,171,500,000
Phu Quoc Tourism JSC	Subsidiary	Dividend receivables	122,111,029,575	-
		Vinpearl brand royalty fee	27,300,338,705	-
		Service consumed	7,236,070,900	-
Cam Ranh LLC	Subsidiary	Capital contribution	23,994,233,000	2,473,000,000
		Receivables from payment on behalf	9,199,132,162	-
FPI LLC	Subsidiary	Capital contribution	965,587,579,950	4,600,000,000
		Interest payables	1,380,833,333	-
Tan Lien Phat Construction Investment JSC	Affiliate	Dividend payables	622,000,000,000	-
Vincommerce JSC	Affiliate	Purchases of goods	110,968,943,337	-
Royal City Real Estate Development and Investment JSC	Affiliate	Dividend payables	255,000,000,000	-
Hanoi Southern City Development JSC	Affiliate	Dividend payables	144,000,000,000	-
Hon Tre LLC	Subsidiary	Capital contribution	38,808,000,000	-
		Receivables from payment on behalf	3,031,430,509	-
Vinpearl Da Nang LLC	Subsidiary	Management fee receivables	6,251,586,061	-
		Service consumed	8,864,728,001	-
Times Trading Investment and Development One Member LLC	Affiliate	Dividend payables	379,000,000,000	-
Vinhomes Real Estate Management LLC	Affiliate	Service consumed	2,354,127,693	-
		Payable for payment on behalf	2,288,274,011	-

25. TRANSACTION WITH RELATED PARTIES (continued)

Significant transactions with related parties during the year were as follows (continued):

Currency: VND

Related parties	*Relationship*	*Transactions*	*Current year*	*Previous year*
Vinpearl Management LLC	Subsidiary	Receivables from payment on behalf	6,386,223,987	-
		Interest payables	5,366,666,668	-
Vincom 3 Construction Management LLC	Affiliate	Service consumed	10,030,546,607	-
Tay Ho View LLC	Subsidiary	Capital contribution	705,750,752,267	21,672,000,000
Vinpearl Bai Dai LLC	Subsidiary	Capital contribution	86,600,000,000	15,317,000,000
Vinpearl Ha Long LLC	Subsidiary	Capital contribution	125,000,000,000	94,000,000,000
		Management fee receivables	52,397,360,325	-
		Payables for the service vouchers	4,658,650,000	-
		Service consumed	2,979,769,999	-
Thien Tam Charity Fund	Affiliate	Support operational fund	100,000,000,000	-
Vinpearl Can Tho LLC	Subsidiary	Receivables from payment on behalf	4,405,841,484	-
Vingroup Joint Stock Company	Parent Company	Management fee payables	145,997,088,190	16,012,242,607
		Interest payables	76,580,652,400	-
		Interest added to principal	4,244,825,963	-
		Receivables from payment on behalf	117,944,287,449	-
		Payables for payment on behalf	2,915,640,000	-
		Payables for collection on behalf	228,025,308,913	-

Terms and conditions of transactions with related parties

The Company sells goods and services to related parties based on the usual listed prices. The Company purchases goods and services from related parties based on the market price discounted to reflect the quantity of goods purchased.

The balances of accounts receivable and payable as at 31 December 2016 are unsecured, interest free loan and will be settled in cash. As at 31 December 2016, the Company has not made any provision for doubtful debts relating to amounts owed by related parties. The assessment is undertaken each financial year through the examination of financial position of the related parties and the market in which they operate.

25. TRANSACTION WITH RELATED PARTIES (continued)

Significant balances with related parties during the year were as follows:

Trade receivables from related parties *(Note 6.1)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Phu Quoc Tourism JSC	Associate	Vinpearl brand royalty fee	27,300,338,705	-
Vinpearl Da Nang LLC	Subsidiary	Vinpearl brand royalty fee	717,465,869	-
Vinpearl Nha Trang LLC	Subsidiary	Vinpearl brand royalty fee	4,523,482,974	-
		Disposal of assets	17,118,750	-
Vinpearl Ha Long LLC	Subsidiary	Vinpearl brand royalty fee	2,740,739,883	-
Vineco Agricultural Investment Development and Production LLC	Affiliate	Receivables from provision of services	13,200,000	-
			35,312,346,181	**-**

Short-term loan receivables *(Note 7)*

Currency: VND

Related parties	*Relationship*	*Ending balance*	*Interest rate (%/annum)*	*Maturity*	*Mortgage*
Vingroup Joint Stock Company	Parent Company	151,203,146,458	7%	29 December 2017	No
Vinpearl Can Tho LLC	Subsidiary	3,000,000,000	7%	29 May 2017	No
		154,203,146,458			

25. TRANSACTION WITH RELATED PARTIES (continued)

Other receivable from related parties (Note 8)

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Phu Quoc Tourism JSC	Associate	Dividend receivables	122,111,029,575	-
Vingroup Joint Stock Company	Parent company	Receivables from centralised cashflow management account	93,829,011,890	-
		Receivables from payment on behalf	118,140,312,793	-
		Interest receivables	80,379,733	-
Cam Ranh LLC	Subsidiary	Payment on behalf	9,199,132,162	-
Vinpearl Can Tho LLC	Subsidiary	Receivables from payment on behalf	4,405,841,484	-
		Interest receivables	1,166,700	
Vinpearl Hoi An LLC	Subsidiary	Interest receivables	968,041,600	243,638,900
Sai Dong Urban Development and Investment Joint Stock Company	Affiliate	Receivables from supplying service cards	-	5,249,313,000
Vinpearl Quy Nhon JSC	Subsidiary	Receivables from payment on behalf	560,497,200	-
Other related parties	Subsidiary	Other receivables	12,822,102	208,294,030
			349,308,235,239	**5,701,245,930**

25. TRANSACTION WITH RELATED PARTIES (continued)

***Trade payables** (Note 15.1)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vingroup Joint Stock Company	Parent company	Management fee payables	-	16,012,242,607
Vinpearl Phu Quoc LLC	Subsidiary	Service consumed	-	2,619,580,000
Phu Quoc Tourism JSC	Associate	Service consumed	7,236,070,900	-
Vincommerce JSC	Affiliate	Purchases of goods	54,453,944,491	-
Vinpearl Nha Trang LLC	Subsidiary	Service consumed	5,873,719,320	-
Vincom 3 Construction Management Limited Liability Company	Affiliate	Service consumed	2,560,351,565	-
Vinpearl Ha Long LLC	Subsidiary	Service consumed	2,068,850,000	-
Vinhomes Real Estate Management Limited Liability Company	Affiliate	Apartments management services	438,440,231	-
		Service consumed	88,410,286	-
Vinpearl Da Nang LLC	Subsidiary	Service consumed	12,740,001	-
			72,732,526,794	**18,631,822,607**

***Accrued expenses** (Note 17)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Thien Tam Charity Fund	Affiliate	Support operational fund	100,000,000,000	-
FPI LLC	Subsidiary	Interest payables	1,380,833,333	-
Hon Tre LLC	Subsidiary	Interest payables	-	793,011,114
Vingroup Joint Stock Company	Parent Company	Interest payables	-	17,832,819,406
Vincom Security Service LLC	Affiliate	Security service payables	23,742,400	-
			101,404,575,733	**18,625,830,520**

25. TRANSACTION WITH RELATED PARTIES (continued)

***Other payables to related parties** (Note 18)*

Currency: VND

Related parties	*Relationship*	*Transactions*	*Ending balance*	*Beginning balance*
Vingroup Joint Stock Company	Parent Company	Payables for payment on behalf	228,025,308,913	-
		Other payables	20,167,740	-
			228,045,476,653	**-**

Short-term loans

Currency: VND

Related parties	*Relationship*	*Ending balance*	*Interest rate (%/annum)*	*Maturity*	*Mortgage assets*
FPI LLC	Subsidiary	1,657,000,000,000	10%	29 June 2017	No
Hon Tre LLC	Subsidiary	3,195,000,000	7%	23 January 2017	No
Cam Ranh LLC	Subsidiary	1,021,275,574	10%	23 January 2017	No
TOTAL		**1,661,216,275,574**			

Transactions with other related parties

Remuneration to members of the Board of management:

Currency: VND

	Current year	*Previous year*
Salaries and bonus	2,868,351,525	2,955,937,019
TOTAL	**2,868,351,525**	**2,955,937,019**

26. COMMITMENTS

Capital contribution commitments

Currency: VND

No	*Name of investees*	*Registered charter capital of the investees*	*Capital contribution commitment of the Company* *Amount*	*%*	*Capital contribution commitment at 31 December 2016*
1	Cam Ranh LLC	1,623,000,000,000	1,460,700,000,000	90	1,415,700,000,000
2	Hon Tre LLC	1,916,000,000,000	1,724,400,000,000	90	1,679,400,000,000
3	Vinpearl Management LLC	110,000,000,000	110,000,000,000	100	85,565,000,000
4	Tay Tang Long Real Estate LLC	300,000,000,000	147,000,000,000	49	147,000,000,000
			3,442,100,000,000		**3,327,665,000,000**

Commitments for development of real estate projects

The Company has signed a number of contracts to develop its real estate projects. As at 31 December 2016, total outstanding commitment under those contracts amounted to approximately VND 941 billion.

27. EVENTS AFTER THE BALANCE SHEET DATE

On 29 December 2016, according to the Resolution No. 04/2016/NQ-ĐHĐCĐ-VINPEARL JSC, the General Shareholders of the Company has approved the plan to merge with subsidiaries under the Vinpearl brand. Under this plan, Vinpearl Nha Trang LLC, Vinpearl Da Nang LLC, Vinpearl Hoi An LLC, FPI LLC, Vinpearl Bai Dai LLC, Vinpearl Ha Long LLC, Vinpearl Can Tho LLC and Vinpearl Quy Nhon JSC were merged into the Company. The merger was completed on 3 January 2017 when the Company received the 39th amended Enterprise Registration Certificate.

On 31 December 2016, the Company signed the Principle Agreement No. 01/2016-HĐHT and on 3 January 2017, it signed the Investment Cooperation Contract No. 01/2017-HĐHT with Phu Quoc Tourism JSC ("the Investment Cooperation Contract") to co-operate on the development of real estate projects in Phu Quoc in the form of profit sharing business cooperation contract without the establishment of a new legal entity. According to which, Phu Quoc Tourism JSC contributes by all capital expenditures incurred on the real estate projects up to the date of the Investment Cooperation Contract, while the Company will contribute capital to continue the development and completion of these real estate projects, and to maintain the operations of these projects, including all expenses expected to be incurred since the date of the contract to the end of the projects. During the contract duration, the Company has the option to purchase a part or all of the projects. On 6 January 2017, the Company has contributed VND 598 billion under the terms of the Investment Cooperation Contract.

There is no matter or circumstance that has arisen since the balance sheet date that requires adjustment or disclosure in the financial statements of the Company.

Nguyen Thuong Tin Preparer	Dang Bich Thuy Chief Accountant	Dang Thanh Thuy General Director

15 March 2017

ISSUER
Vinpearl Joint Stock Company
Hon Tre Island Vinh Nguyen Ward
Nha Trang City Khanh Hoa Province
Vietnam

VINGROUP
Vingroup Joint Stock Company
7 Bang Lang 1 Street Viet Hung Ward
Long Bien District, Hanoi,
Vietnam

JOINT LEAD MANAGERS

Credit Suisse (Singapore) Limited
One Raffles Link
#03-01 South Lobby
Singapore 039393

Deutsche Bank AG, Hong Kong Branch
Level 52, International Commerce
Centre, 1 Austin Road West
Kowloon
Hong Kong

TRUSTEE

The Bank of New York Mellon, London Branch
One Canada Square
London E14 5AL
United Kingdom

PRINCIPAL AGENT, EXCHANGE AGENT AND PAYING AGENT

The Bank of New York Mellon, London Branch
One Canada Square
London E14 5AL
United Kingdom

REGISTRAR AND TRANSFER AGENT

The Bank of New York Mellon SA/NV, Luxembourg Branch
Vertigo Building – Polaris – 2-4
Eugène Ruppert - L-2453
Luxembourg

LEGAL ADVISERS

To the Issuer and Vingroup as to English law

Latham & Watkins LLP
18/F One Exchange Square
8 Connaught Place, Central
Hong Kong

9 Raffles Place
#42-02 Republic Plaza
Singapore 048619

To the Joint Lead Managers as to English law

Allen & Overy LLP
50 Collyer Quay
#09-01 OUE Bayfront
Singapore 049321

To the Issuer and Vingroup as to Vietnamese laws

YKVN
Suite 401 International Centre
17 Ngo Quyen
Hoan Kiem District Hanoi
Vietnam

To the Joint Lead Managers as to Vietnamese laws

Allen & Overy LLP
Level 5, Sentinel Place Building
41A Ly Thai To Street, Ly Thai To Ward
Hoan Kiem District Hanoi
Vietnam

To the Trustee as to English law

Allen & Overy LLP
50 Collyer Quay
#09-01 OUE Bayfront
Singapore 049321

INDEPENDENT AUDITORS OF VINGROUP AND THE ISSUER
Ernst & Young Vietnam Limited
8F, 16 Phan Chu Trinh Street
Hoan Kiem District
Hanoi
Vietnam