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APPENDIX 05

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 155/2015/TT-BTC on October 06th, 2015 of the Ministry of Finance guiding the Information disclosure on securities markets)

NO VA LAND INVESTMENT GROUP CORPORATION

No.: 34/CV-NVLG

THE SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness

HCMC, January 25th, 2017

REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY (Last 6 months of 2016)

**To: - The State Securities Commission
- The Stock Exchange**

- Name of listing company: NO VA LAND INVESTMENT GROUP CORPORATION
- Address of headoffice: 313B-315 Nam Ky Khoi Nghia, Ward 7, District 3, HCMC
- Telephone: (84) 906 35 38 38 Fax: Email: ir@novaland.com.vn
- Charter capital: VND 5.961.992.340.000
- Securities code: NVL

I. Activities of the General Meeting of Shareholders

Information on meetings and resolutions/decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders adopted in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	115/2016-NQ-NVLG	July 21 st , 2016	Approval for the report on business result in 2015, profit distribution plan in 2015, business plan in 2016, the remuneration of the Board of Directors (BOD) and Supervisory Board (SB) in 2016 and the authorization to the BOD for selecting the audit firm
2	116/2016-NQ-NVLG	July 21 st , 2016	Dismissal and additional election for BOD and SB Members
3	117/2016-NQ-NVLG	July 21 st , 2016	The plan to increase the Charter capital
4	118/2016-NQ-NVLG	July 21 st , 2016	The listing of shares of the No Va Land Investment Group Corporation in HOSE
5	119/2016-NQ-NVLG	July 21 st , 2016	Amendment and supplement for the Charter of No Va Land Investment Group Corporation
6	120/2016-NQ-NVLG	July 21 st , 2016	Conversion of preferred shares into ordinary shares and additional listing of ordinary shares
7	121/2016-NQ-NVLG	July 21 st , 2016	The plan to issue international convertible bonds
8	122/2016-NQ-NVLG	July 21 st , 2016	Issuance of ordinary shares to convertible debt and additional listing of ordinary shares
9	123/2016-NQ-NVLG	July 21 st , 2016	Private placement plan of convertible preferred shares

10	218/2016-QĐ-NVLG	Nov 24 th , 2016	To get shareholders' opinion in writing about the change of BOD, the reduction of business line and amend the Company Charter.
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II. Board of Directors (Semi-annual reports):

1. Information about the members of the BOD:

No.	BOD's member	Position	Day becoming/no longer member of the Board of Directors	Number of attendance	Percentage	Reasons for absence
1	Mr. Bui Thanh Nhon	Chairman	To be appointed on December 28 th , 2012 To start the new term on July 21 st , 2016	48/48	100%	
2	Mr. Nguyen Hieu Liem	Member	To be appointed on December 28 th , 2012 To start the new term on July 21 st , 2016	21/21	100%	To be dismissed on September 28 th , 2016
2	Mr. Vo Dinh Cuong	Member	To be appointed on December 28 th , 2012	05/05	100%	To be dismissed on July 21 st , 2016
3	Mr. Bui Cao Nhat Quan	Vice Chairman	To be appointed on July 21 st , 2016	43/43	100%	
4	Mr. Phan Thành Huy	Member	To be appointed on July 21 st , 2016	43/43	100%	
5	Mr. Bui Xuan Huy	Member	To be appointed on September 28 th , 2016	09/09	100%	To be dismissed on November 11 st , 2016
6	Ms. Hoang Thu Chau	Member	To be appointed on November 11, 2016	18/18	100%	
7	Ms. Cong Huyen Ton Nu My Lien	Member	To be appointed on July 21 st , 2016	43/43	100%	

2. Supervision by the BOD over the Director (General Director):

The Board of Management (BOM) and other Managers have been well supervised and supported via regular, extraordinary meetings and other issues related to The General Shareholders' Meeting (GSM) and BOD Resolutions which have been issued.

BOD has maintained monthly reporting regime of the BOM on the daily operation and other unexpected reports of irregular issues.

3. Activities of the BOD's Committees: No.

4. Resolutions/Decisions of the BOD (Semi-annual reports):

No.	Resolution/Decision No.	Date	Content
1	94/2016-QĐ-NVLG	July 6 th , 2016	To appoint the representative of contributed capital in Vuong Cung Investment Real Estate Co., Ltd.
2	96/2016-QĐ-NVLG	July 1 st , 2016	Using guaranteed asset for Nova An Phu Co., Ltd.
3	102/2016-QĐ-NVLG	July 22 nd , 2016	To change the representative in Nova Festival JSC

No.	Resolution/Decision No.	Date	Content
4	103/2016-QĐ-NVLG	July 27 th , 2016	To change the representative in Nova Sasco Co., Ltd.
5	108/2016-QĐ-NVLG	July 15 th , 2016	Transfer of shares in Nova Lexington Real Estate JSC
6	109/QĐ-HĐQT	July 4 th , 2016	Approval of closing the shareholder list for Annual General Meeting of Shareholders ("AGM")
7	110/2016/QĐ-NVLG	July 29 th , 2016	Closing the shareholder list for issuing shares from the share premium
8	111/2016/QĐ-NVLG	Aug 1 st , 2016	Registration to increase the Charter capital
9	112/2016-QĐ-NVLG	Jul 22 nd , 2016	To change the authorized representative in Nova Lexington Real Estate JSC
10	113/2016/QĐ-NVLG	Jul 1 st , 2016	Approval of the assignment of Khai Hung Real Estate Co., Ltd.
11	125/2016-QĐ-NVLG	Aug 3 rd , 2016	To change the authorized representative in Nova An Phu Co., Ltd.
12	132/2016-QĐ-NVLG	Jul 28 th , 2016	To increase the capital and appoint the authorized representative in No Va Thao Dien Co., Ltd.
13	134/2016-QĐ-NVLG	Aug 3 rd , 2016	To increase the capital and appoint the authorized representative in Khai Hung Real Estate Co., Ltd.
14	136/2016/QĐ-NVLG	Aug 17 th , 2016	To appoint authorized representative in Thanh Nien Vung Tau Company
15	144/2016-QĐ-NVLG	Aug 1 st , 2016	Approval of issuing bond of the Company
16	144A/2016-QĐ-NVLG	Aug 23 rd , 2016	Approval of the collaboration with No Va Con Au Real Estate Investment Co., Ltd.
17	150/2016-QĐ-NVLG	Sep 8 th , 2016	To receive the contribution capital and appoint the authorized representative in No Va Con Au Real Estate Investment Co., Ltd.
18	151/2016/QĐ-NVLG	Sep 9 th , 2016	To increase the capital and appoint the authorized representative in No Va Con Au Investment Real Estate Co., Ltd.
19	174/2016/QĐ-NVLG	Sep 26 th , 2016	To change for authorized representative in Nova Sagel Co., Ltd.
20	177/2016-QĐ-NVLG	Sep 1 st , 2016	Approval of amendment on the plan to issue bonds of the Company
21	178/2016/QĐ-NVLG	Sep 30 th , 2016	To change the authorized representative in Vuong Cung Real Estate Investment Co., Ltd.
22	179/2016/QĐ-NVLG	Oct 5 th , 2016	Approval of the assignment of asset on land at 18 Nguyen Van Troi Street, Ward 17, Phu Nhuan District, HCMC
23	181/2016/NQ	Sep 28 th , 2016	Approval of temporary appointment of the BOD Member
24	182/2016/QĐ-NVLG	Oct 6 th , 2016	To appoint Deputy General Director
25	184/2016/QĐ-NVLG	Oct 17 th , 2016	Dissolution of Branch of the Company
26	185/2016/QĐ-NVLG	Oct 17 th , 2016	Dissolution of Branch of the Company
27	189/2016/QĐ-NVLG	Oct 19 th , 2016	Approval of private placement
28	198a/2016/NQ-NVLG	Oct 26 th , 2016	To appoint the Vice Chairman of the Company
29	203/2016/QĐ-HĐQT	Nov 16 th , 2016	Registration of increasing Charter capital after private placement
30	207/2016/QĐ-HĐQT	Nov 9 th , 2016	Approval of adjusting investor list participating in private placement in 2016

No.	Resolution/Decision No.	Date	Content
31	209/2016-NQ-NVLG	Nov 11 st , 2016	Approval of appointment a temporary member of BOM.
32	212/2016-QĐ-NVLG	Nov 17 th , 2016	To authorize to sign the documents, records related to the guarantee deposit for the Project at 128 Hong Ha Street, Ward 9, Phu Nhuan District, HCMC
33	212/A/QĐ-HĐQT	Nov 24 th , 2016	Approval of the conversion of converted preferred shares and registration on increase Charter capital after the conversion
34	216/2016/QĐ-NVLG	Nov 23 rd , 2016	Approval of the assignment of the Project at 128 Hong Ha Street, Ward 9, Phu Nhuan District, HCMC
35	216A/2016/QĐ-NVLG	Nov 23 rd , 2016	Issuing Information Disclosure Regulation
36	219/2016-QĐ-NVLG	Nov 25 th , 2016	Approval of dossier of stock listing registration
37	220/2016-QĐ-NVLG	Nov 24 th , 2016	Issuing the Regulation on corporate governance
38	221/2016-QĐ-NVLG	Dec 12 nd , 2016	Approval of dossier of stock listing registration
39	222/2016-QĐ-NVLG	Dec 12 nd , 2016	Pledged deposits at VietinBank to guarantee for An Phu Co., Ltd.
40	223/2016-QĐ-NVLG	Dec 13 rd , 2016	Approval of issuing bonds of the Company
41	224/2016-QĐ-NVLG	Dec 7 th , 2016	Approval of the plan of changing the collateral for VND 736 billion of the bond package issued on August 3 rd , 2016
42	225/2016-QĐ-NVLG	Dec 6 th , 2016	Approval of the plan of changing the collateral for VND 2,000 billion of the bond package issued on November 20 th , 2015
43	226b/2016-QĐ-NVLG	Dec 21 st , 2016	Approval of reducing the capital in Phuoc Long Investment and Development Co., Ltd.
44	227/2016-QĐ-NVLG	Dec 22 nd , 2016	Approval of issuing bond
45	228/2016-QĐ-NVLG	Dec 27 th , 2016	To transfer of stakes and appoint the authorized representative in Nova Sasco Co., Ltd.
46	229/2016-QĐ-NVLG	Dec 27 th , 2016	Approval of the dossier liquidation related to the Project at An Phu Ward, District 2, HCMC
47	230/2016/NQ-NVLG	Dec 28 th , 2016	Approval of the remuneration of the BOD and SB in 2016
48	226A/2016-QĐ-NVLG	Dec 1 st , 2016	Redemption of bonds of Novaland Group issued on November 27 th , 2015

III. Supervisory Board (Semi-annual reports):

1. Information about members of SB:

No.	Members of Supervisory Board	Position	Day becoming/no longer member of the Supervisory Board	Number of attendance	Percentage	Reasons for absence
1	Ms. Nguyen Thi Minh Thanh	Chief of SB	To be appointed on November 24 th , 2015 To start the new term on July 21 st , 2016	2/2	100%	
2	Mr. Tra Trong Nghia	Member	To be appointed on November 24 th , 2015	*	*	To be dismissed on July 21 st , 2016
3	Mr. Pham Huu Quoc	Member	To be appointed on November 24 th , 2015	*	*	To be dismissed on July 21 st , 2016

4	Ms. Nguyen Anh Thi	Member	To be appointed on July 21 st , 2016	2/2	100%	
5	Mr. Nguyen Vu Duy	Member	To be appointed on July 21 st , 2016	2/2	100%	

(*): There is no meeting of SB from Jul 1st, 2016 to Jul 20st, 2016.

2. Surveillance activities of the SB toward the BOD, BOM and shareholders:

Review of the key activities of the Company includes:

- a. Monitoring the management and administration of the BOM;
- b. Checking the compliance with the Company Charter, AGM and BOD' Resolutions, internal regulations and procedures of the Company;
- c. Reviewing, testing and evaluating the effectiveness and efficiency of the Company internal control system;
- d. Reviewing the key activities and transactions to well prepare and complete private placement to be a public company;
- e. Reviewing the key activities and transactions for shares listing on HOSE;
- f. Warning of the risks that may occur during the private placement to be a public company and listed company.

3. The coordination among the Supervisory Board with the BOM, BOD and different managers:

Get information, records and documents from related departments to fulfil obligations of the SB as mentioned on item (2) above.

4. Other activities of the SB (if any): No.

IV. Training on corporate governance:

Training courses on corporate governance which members of BOD, SB, Director (CEO), other managers and company secretary was involved in accordance with regulations on corporate governance:

They have not participated in training courses on corporate governance last year and it will be done soon this year.

V. List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law (Semi-annual reports) and transactions of affiliated persons of the Company with the Company

1. List of affiliated persons of the Company: Appendix 01 attached.

2. Transactions between the company and the affiliated persons or between the company and major shareholders, internal persons and related person of internal person: Not yet since the date of listing.

3. Transaction between internal person of listed company and company's subsidiaries, or the company in which listed company takes controlling power: Not yet since the date of listing.

4. Transactions between the company and other objects:

4.1. Transactions between the company and the company that members of BOD, SB, Director (CEO) has been a founding member or members of Board of Management, Director (CEO) in three (03) years (calculated at the time of reporting): No.

4.2. Transactions between the company and the company that related person of members of BOD, SB, Director (CEO) as a member of BOD, Director (CEO): There are two (02) transactions as follows:

1. Loan contract No. 0308/2016/HĐKT/NVLG-NVL signed on August 3rd .2016 between the Company and No Va real estate investment JSC.

2. Loan contract No. 2811/2016/HĐKT/NVLG-NVL signed on November 28th, 2016 between the Company and No Va real estate investment JSC.

4.3. Other transactions of the company (if any) may be beneficial material or immaterial for members of BOD, SB, Director (CEO): No.

VI. Transactions of internal persons and related person of internal person (Semi-annual reports)

1. *List of internal persons and their affiliated persons:* Appendix 02 attached.

2. *Transactions of internal persons and affiliated persons on shares of the listed company:* Not yet since the date of listing.

VII. Other significant issues: No.

Notes:

- *The Company was approved to be a public company from December 8th, 2016.*
- *The Company was approved to be a listed company from December 19th, 2016.*

CHAIRMAN OF THE BOARD

(Signed and sealed)

BUI THANH NHON