

SAIGON AGRICULTURE  
INCORPORATION  
SAIGON PLANT PROTECTION  
JOINT STOCK COMPANY

No: 255./BVTVSG-TCKT

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Ho Chi Minh City, 04/4, 2025

## EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange

**1. Name of organization: Saigon Plant Protection Joint Stock Company**

- Securities code: **SPC**

- Address: Quarter 1, Nguyen Van Quy, Tan Thuan Dong Ward, District 7, HCMC

- Điện thoại: 028.38733295

Fax: 028.38733391

- E-mail: [quocvuong@spchcmc.vn](mailto:quocvuong@spchcmc.vn)

**2. Content of the disclosed information:**

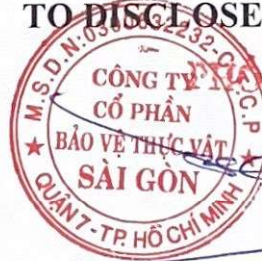
The document of 2025 Annual General Meeting of Shareholders.

3. This information was disclosed on the company's website on 04./04./2025 at the following link: <http://spchcmc.vn/VN/Quan-He-Co-Dong.html>

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Sincerely!

**PARTY AUTHORIZED  
TO DISCLOSE INFORMATION**



**DIEU QUANG TRUNG**





**SAIGON PLANT PROTECTION JOINT STOCK COMPANY**

**THE DOCUMENTS**  
**OF THE GENERAL**  
**MEETING OF SHAREHOLDERS**  
**2025**

## **AGENDA**

### **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Time : 8:00 AM, Friday, April 25<sup>th</sup>, 2025

Venue : Saigon Plant Protection Joint Stock Company Hall

<b>I.</b>	<b>Opening procedures</b>	<b>Timeline</b>
1.	Shareholders receive documents and voting ballots	8:00-8:30
2.	Declaration of purpose – Introduction of participants	8:30-8:35
3.	Report on shareholder attendance verification	8:35-8:40
4.	Approval of working regulations and voting procedures at the meeting	8:40-8:50
5.	Introduction and Approval of:	8:50-8:55
	– The Presidium, Secretariat, and Vote-Counting Committee	
	– The Meeting Agenda	
<b>II.</b>	<b>Meeting Content</b>	
1.	Opening speech – Chairman of the Board of Directors	8:55-9:00
2.	Report on the activities of the Board of Directors in 2024 and the 2025 plan	9:00-9:15
3.	Independent board member’s assessment report for 2024	9:15-9:20
4.	Report on business performance in 2024 and business plan for 2025 of Executive Board	9:20-9:35
5.	Report on the activities of the Supervisory Board in 2024 and the 2025 plan	9:35-9:45
6.	Proposal for approval of the audited 2024 financial statements and 2024 profit distribution, Profit distribution plan for 2025.	9:45-9:50
7.	Proposal on remuneration for the Board of Directors and the Supervisory Board in 2024 and 2025 plan	9:50-9:55
8.	Presentation of other proposals, discussion, and voting	9:55-11:10
	<b>Break time</b>	11:10-11:25
9.	Speech by senior representatives	11:25-11:35
10.	Announcement of voting results	11:35-11:40
11.	Approval of the Meeting Minute and Resolution	11:40-11:50
12.	Closing remarks and closing	11:50-12:00

Ho Chi Minh City, April ,2025

DRAFT

**WORKING REGULATIONS AND VOTING RULES  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
SAIGON PLANT PROTECTION JOINT STOCK COMPANY**

- *According to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, of the Socialist Republic of Vietnam;*
- *According to the Charter of Organization and Operation of Saigon Plant Protection Joint Stock Company.*

The working regulations, voting rules, and procedures for approving reports, proposals, and resolutions at the 2025 Annual General Meeting of Shareholders of Saigon Plant Protection Joint Stock Company shall be implemented according to the following rules and procedures:

**I. OBJECTIVES**

- Ensure compliance with applicable laws and the Company’s Charter.
- Ensure the principles of transparency, democracy, and the legitimate rights of shareholders.

**II. WORKING REGULATIONS AND VOTING RULES AT THE MEETING**

1. Upon registration for the general meeting, the organizing committee will issue voting ballots and voting cards to shareholders or their legally authorized representatives. Each voting ballot will include details such as the shareholder’s full name, shareholder code, total number of voting shares, and the items requiring voting according to the meeting agenda. The voting card will only contain the shareholder’s full name, shareholder code, and total number of voting shares.
2. All registered shareholders or their representatives have the right to participate, express opinions on the approved agenda, and vote at the General Meeting. The meeting will be conducted when shareholders representing more than 50% of the total voting shares are present.
3. Shareholders arriving late may register and participate in the subsequent voting sessions. The Chairperson is not responsible for pausing the meeting for late registrants, and the validity of previous voting results remains unaffected.



4. The Annual General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors. Participants must comply with the Chairperson's directions to ensure a smooth, efficient, and lawful meeting. The Chairperson and the Secretary of the meeting have the authority to take necessary measures to conduct the meeting in an orderly manner, by the approved agenda, and to reflect the majority opinion of attendees.
5. Certain matters such as the approval of the Presiding Committee, the Secretariat, the Vote Counting Committee, the voting procedures, the agenda, the number and list of candidates for the Board of Directors and Supervisory Board, the meeting minutes, and any urgent issues arising during the meeting will be voted on using Voting Cards. Shareholders will vote by raising their Voting Cards as directed by the Presiding Committee to indicate: Agree, Disagree, or No Opinion.
6. Shareholders will use the Voting Ballots for the main contents of the General Meeting (excluding those voted on using Voting Cards in Section 5) by marking the boxes for Agree, Disagree, or No Opinion for each item on the ballot.
7. A voting ballot is considered invalid if it is not issued by the Company, contains additional content, information, or symbols not requested by the Chairperson, is altered, edited, torn, or damaged, or does not indicate the shareholder's opinion. Additionally, if a ballot lacks a marked option or has more than one option selected for a single voting item, the vote for that specific item will be considered invalid.
8. Each item on the Voting Ballot is voted on independently. The invalidity of one item does not affect the validity of other items.
9. Shareholders who make a mistake while voting or have a damaged Voting Ballot may request a new ballot from the Organizing Committee, provided they return the old ballot.
10. Shareholders who leave the meeting before its conclusion must submit their completed Voting Ballots to the Organizing Committee. If a shareholder fails to do so, their votes will not be counted.
11. The voting period starts when the Chairperson or the Head of the Vote Counting Committee announces the beginning of the voting process and ends when no more shareholders are casting their votes.
12. Vote Counting Process: The Vote Counting Committee will count the votes by directly tallying the raised Voting Cards. The committee will first count the approvals, followed by the disapprovals, and finally the abstentions, before reporting the results to the General Meeting.

### 13. Approval of Resolutions:

Resolutions will be approved based on Article 21 of the Company's Charter, specifically:

*a. Resolutions on the following matters are approved if they receive at least 65% of the total voting shares of attending and voting shareholders, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:*

- *Types and the total number of shares in each category;*
- *Changes to the Company's business lines and sectors;*
- *Changes to the Company's management structure;*
- *Investment projects or asset transactions valued at 35% or more of the Company's total assets based on the most recent financial statement, unless otherwise specified in the Company's Charter;*
- *Company reorganization or dissolution;*

*b. Other resolutions are approved if they receive more than 50% of the total voting shares of attending and voting shareholders, except as stipulated in Clause 1, Article 21 of the Company's Charter and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.*

### 14. The Secretariat will record all proceedings of the General Meeting in the official Meeting Minutes. These minutes serve as the basis for drafting the resolutions of the General Meeting and will be approved before the meeting is adjourned.

The full vote-counting report must be publicly announced before the conclusion of the meeting.

## III. EFFECTIVENESS

These regulations shall take effect upon approval by the General Meeting and apply to all attending shareholders.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Vo Anh Tung**

DRAFT

## REPORT 2024 OPERATIONS AND 2025 PLAN OF THE BOARD OF DIRECTORS

To: The Annual General Meeting of Shareholders – Saigon Plant Protection Joint Stock Company

The Board of Directors hereby reports to the Annual General Meeting of Shareholders on the Company's operational results for 2024 and the business plan for 2025 as follows:

### I. BOD'S ASSESSMENT OF OPERATIONS IN 2024

#### 1. Business Performance in 2024:

In 2024, the Company's business operations continued to face numerous challenges. The pesticide market remained sluggish, with a sharp decline in market demand. Extreme weather conditions significantly impacted agricultural production, including prolonged heat waves across the country, severe saltwater intrusion in the Mekong Delta, flooding in the northern provinces, and particularly, Typhoon Yagi caused severe damage to northern regions, destroying large areas of agricultural land. These factors led to a decline in the pesticide market, directly affecting the Company's sales performance.

Additionally, competition within the industry became increasingly fierce, with competitors implementing aggressive sales and collection policies. The surge of counterfeit and smuggled goods further complicated the market. The shift in consumer purchasing behavior from traditional channels to online platforms and direct delivery services also affected the Company's distribution network and agent sales.

In the face of these difficulties, the Company had to make significant efforts to maintain operations, strengthen its sales force, and implement flexible sales policies. Despite organizing multiple field visits to address challenges at branches and dealerships, operational costs remained high, while sales volume and revenue fell short of expectations. Consequently, the gross profit was insufficient to cover operating expenses, as follows:

- Consolidated net revenue: 863,69 billion vnd, achieving 72,11% of the annual target and 82,41% of the previous year's figure.
- Profit before tax: Loss of 45,94 billion vnd, compared to a loss of 38.5 billion vnd in the previous year; Profit after tax: Loss of 48.18 billion vnd, compared to a loss of 33.13 billion vnd in the previous year; Parent company's profit after tax: Loss of 48.49 billion vnd, compared to a loss of 33.48 billion vnd in the previous year.



Unit: VND

Items	2024 Plan	2024 Actual	Actual/Plan rate
Consolidated Net Revenue	1.197.800.000.000	863,686,430,659	72.11%
Profit Before Tax	22.400.000.000	-45,942,452,933	
Profit After Tax	21.920.000.000	-48,188,126,678	

Source: 2024 Audited Consolidated Financial Statements

## 2. Board of Directors' Activities in 2024

By the provisions of the Enterprise Law, the Company's Charter, the Internal Corporate Governance Regulations, and the Board of Directors Operating Regulations, the BOD diligently, transparently, and responsibly carried out its duties within its scope of authority in 2024. All BOD members were committed to fulfilling their responsibilities by actively participating in all board meetings and making timely decisions to support the company's business operations. The activities of the BOD ensured a balanced approach that harmonized the interests of the company, shareholders, partners, the community, and employees, while also strengthening the foundation for the company's long-term development.

Additionally, the BOD worked closely with the Supervisory Board to ensure operational safety and strict compliance with legal regulations in all company activities.

The disclosure of information by the BOD was carried out fully, promptly, and by legal requirements.

In 2024, the company continued to face numerous challenges in its business operations. In response, the BOD proactively held regular meetings in accordance with regulations, as well as extraordinary meetings when necessary. These meetings focused on analyzing root causes, identifying weaknesses and limitations, and formulating corrective measures to help the company navigate difficulties effectively. The BOD ensured compliance with the required board structure, including the appropriate number of non-executive board members. Regular operations were maintained through various communication channels such as scheduled meetings, written resolutions, phone discussions, and emails to provide timely and comprehensive updates on the company's business performance. The board also exercised its rights and responsibilities in strict accordance with the Company Charter and Corporate Regulations.

All meetings were conducted in full compliance with regulations, and all BOD resolutions and decisions received high consensus among board members and strong support from employees across the company. Based on these discussions, the BOD approved the following key resolutions:

- Implementing and directing the Executive Board to execute the resolutions of the Annual General Meeting of Shareholders in compliance with regulations.
- Evaluating quarterly business performance, reviewing executive management effectiveness, assessing the Supervisory Board's activities, and addressing unresolved issues.

- Reviewing and approving proposals and submissions from the Executive Board to support business operations efficiently.
- Collaborating with the Executive Board to address challenges and obstacles encountered during operations.
- Resolutions of the Board of Directors in 2024:

No.	Resolution No.	Date	Content	Approval rate
1	01/NQ- BVTVSG - HDQT	01/02/2024	Appointment of Management Personnel: Heads of Business Marketing Department, Import-Export Department, Vinh Long Branch Director, Dong Nai Branch Director.	100%
2	02/NQ- BVTVSG - HDQT	01/02/2024	Schedule for the 2024 Annual General Meeting of Shareholders.	100%
3	03/NQ- BVTVSG - HDQT	15/04/2024	Approving the timeline and documents for the 2024 Annual General Meeting of Shareholders of MJC.	100%
4	04/NQ- BVTVSG - HDQT	15/04/2024	Adjust the timeline for the 2024 Annual General Meeting of Shareholders of SPC.	100%
5	05/NQ- BVTVSG - HDQT	24/04/2024	Approving contracts and transactions with related parties.	100%
6	06/NQ- BVTVSG - HDQT	06/05/2024	Approving the Internal audit regulation.	100%
7	07/NQ- BVTVSG - HDQT	06/05/2024	Approving the timeline and venue for the 2024 Annual General Meeting of Shareholders.	100%
8	11/NQ- BVTVSG - HDQT	04/06/2024	Approving credit limits for banks in 2024	100%
9	12/NQ- BVTVSG - HDQT	04/06/2024	Approving the investment policy for the SC industrial grinder; reporting the Business performance for the first 4 months, and directions for the last 8 months of 2024; Reports and Proposals presented at the 2024 Annual General Meeting of Shareholders.	100%
10	13/NQ- BVTVSG - HDQT	04/06/2024	Approval of Credit limits with Agribank in 2024.	100%
11	14/NQ- BVTVSG - HDQT	04/06/2024	Approving Credit limits with BIDV in 2024.	100%
12	17/NQ- BVTVSG - HDQT	03/07/2024	Approving the Audit firm for Financial statements in 2024.	100%
13	18/NQ- BVTVSG - HDQT	03/07/2024	Conversion of collateral form for Credit limits at BIDV - Saigon Branch.	100%
14	20/NQ- BVTVSG - HDQT	08/08/2024	Approving the Financial and Profit plan for the fiscal year 2023-2024; Reporting the Business performance for the first 6 months of 2024 and directions for the last 6 months of 2024.	100%
15	22/NQ- BVTVSG - HDQT	24/09/2024	Approving the 2024 Internal audit plan.	100%
16	24/NQ- BVTVSG - HDQT	18/10/2024	Borrowing and securing assets as collateral with Vietcombank - HCM City Branch.	100%
17	26/NQ- BVTVSG - HDQT	18/10/2024	Credit limits for 2024 with VietinBank Branch 1 – HCM City.	100%
18	28/NQ- BVTVSG - HDQT	14/11/2024	Reporting Business performance results for the first 9 months of 2024 and directions for the final 3 months of 2024.	100%

### 3. Implementation of the 2024 Annual General Meeting Resolutions

The Board of Directors has executed the resolutions of the 2024 Annual General Meeting with the following results:

- 2024 Business results: net revenue achieved 72.11% of the planned revenue target, with a loss before tax of 45,94 billion vnd and a loss after tax of 48,19 billion vnd, failing to meet the assigned targets.

- The BOD revised, adjusted, and issued the Charter on Organization and Operations of SPC, the Internal Corporate Governance Regulations, and the Board of Directors' Operational Regulations.

- No dividend distribution was made to shareholders, and no remuneration was paid to BOD and Supervisory Board members.

- The company appointed AASC Auditing Firm Company Limited to conduct the audit of the 2024 Financial Statements.

#### **4. Supervision results on the Executive Board**

By the Company's Charter, the Internal Corporate Governance Regulations, and the Board of Directors Operational Regulations, the BOD supervised the management and operations of the General Director, executives, and key management personnel through monthly regular meetings or extraordinary meetings when urgent matters arose. The key supervision areas included:

- Monitoring the execution of the 2023 – 2024 business plan, and evaluating the operational performance of the Parent Company, subsidiaries, and affiliated units.

- Supervising accounts receivable, accounts payable, and inventory management, ensuring timely resolution of outstanding issues.

- Overseeing the financial health of the Company.

Throughout the year, the Executive Board regularly reported on business performance and financial management during quarterly BOD meetings. It ensured capital availability for business operations, complied with regulatory reporting requirements, and submitted reports to the BOD for matters within its jurisdiction. Additionally, it fulfilled information disclosure obligations and prioritized employee welfare. However, the execution of business strategies by the Executive Board remained inadequate, failing to adapt to market conditions and internal challenges. This led to financial losses, and the Executive Board did not fulfill the targets assigned by the General Meeting of Shareholders and BOD.

#### **5. Report on Transactions between the Company, subsidiaries, and controlled entities (over 50% capital) with BOD members and their related parties; Transactions between the Company and entities where BOD members were founders or executives in the past 03 years:**

a. Transactions between the Company, subsidiaries, and controlled entities (over 50% capital) with BOD members and their related parties:

+ *No transactions occurred in 2024.*

+ *SPC has a short-term loan of 54.000.000 vnd with Mr. Nguyen Quoc Dung, a BOD member, originating before 2015. The company paid 8% interest on this loan in 2024.*

b. Transactions between the Company and entities where BOD members were founders or executives in the past 03 years:



No.	Name of organization /individual	Relationship with the Company	NSH No., date of issue, place	Contact address	Date of Transactions	Details, Quantity, and Total Value of Transactions
1	Moc Hoa Joint Stock Trading Company (MJC)	-Subsidiary -Mr Dieu Quang Trung - Deputy Director of Company – Chairman of MJC. Mr Dieu Quang Trung does not hold shares in MJC.	1100496986 30/11/2018 Department Of Planning And Investment Of Long An	72 Tran Hung Dao, Quarter 1, Ward 1, Kien Tuong Town, Long An..	2024	- <b>SPC Purchases: 108.337.500 vnd</b> <i>(including plant protection products...)</i> - <b>SPC Land Rental Expenses: 93.500.000 vnd</b> - <b>SPC Sales Revenue: 1.292.308.505 vnd</b> <i>(including plant protection products...)</i> - <b>Management expenses: 11.769.683 vnd</b> - <b>Financial revenue: 591,408,000 vnd</b> <i>(Profit remitted from MJC to SPC)</i>
2	Nam Long Phat Co., Ltd	Member of BOD Huynh Chi Quyen – Mr Huynh Duc’s son is Chairman/Director of Nam Long Phat Co., Ltd	110079874 02/07/2001 Department Of Planning And Investment Of Long An	Km 1929 Long Binh Hamlet, National Route 1A, Long Hiep Commune, Ben Luc Dist, Long An	2024	- <b>SPC Purchases: 14.038.930.270 vnd</b> <i>(including paper boxes, bottles, labels...)</i>
3	Nong Phu Co.,Ltd	Independent Member of BOD Vo Van Nghi – Director of Nong Phu Co.,Ltd	0302854618 14/02/2003 Department Of Planning And Investment Of HCMC	89/4K Tan Thoi Nhi 2, Dan Thang 2 Hamlet, Tan Thoi Nhi Commune, Hoc Mon Dist, HCMC	2024	- <b>SPC paid dividends: 9.750.000 vnd</b> <i>(Dividends in 2022)</i> - <b>SPC Sales Revenue: 733.894.483 vnd</b> <i>(including plant protection products...)</i> - <b>Selling expense: 147.940.769 vnd</b>

## 6. Evaluation and assessment:

Overall, in 2024, the BOD maintained stable operations by maximizing collective intelligence, fostering a sense of responsibility, unity, democracy, and consensus among its members.

In 2024, given the continued challenges in the plant protection market, the BOD introduced new strategic directions in business operations to adapt to the rapidly changing market conditions and SPC’s current capabilities. SPC implemented in-depth strategies focusing on efficiency, improving organizational and business systems, and enhancing sales channel performance. Additionally, efforts to strengthen inspection and control were consistently prioritized. However, due to the lingering effects of ineffective business operations—such as a sharp decline in raw material prices, reduced selling prices, and high inventory levels at distributors—along with shortcomings in 2023’s demand stimulation policies and limited financial capacity, the execution of the 2024 business plan faced significant weaknesses. Consequently, SPC’s business performance continued to suffer losses, exceeding those of 2023.

## II. BUSINESS STRATEGY FOR 2025:

The global economic outlook for 2025 remains complex and unpredictable, directly impacting Vietnam, particularly in exports, business operations, and macroeconomic stability. The global economy will continue to face challenges and

evolving trends, including deep transformations in economics, politics, and technology, as well as breakthroughs in renewable energy and advanced technologies. These factors will shape growth prospects and regional stability. Increasing strategic competition among major economies, escalating trade tensions, and policy shifts in key global markets pose risks to global economic growth. However, economic opportunities will still focus on technological transformation, renewable energy development, and climate change adaptation, with growth prospects driven by sustainable production and the circular economy model.

Domestically, building upon the positive economic growth of 2024, Vietnam aims to accelerate and achieve a breakthrough in 2025. While there are both opportunities and challenges, the difficulties are expected to outweigh the advantages. Despite strong economic growth momentum, business operations are forecasted to remain challenging. Demand in Vietnam's key export and import markets is expected to stay weak, financial and real estate markets will continue to pose risks, USD exchange rate fluctuations will persist, and market demand for plant protection products has yet to recover, creating obstacles for SPC's business activities. However, with determination, unity, and consensus among the Board of Directors, the BOD remains confident that Saigon Plant Protection Joint Stock Company will continue to achieve its revenue and profit targets in 2025.

## 1. Key objectives for 2025 :

### a. According to Consolidated Report

Unit: VND

Indicator	Actual 2024	Plan 2025	2025/2024 rate
Net revenue	863.686.430.659	936.807.495.142	108%
Profit before tax	-45.942.452.933	10.000.000.000	
Profit after tax	-48.188.126.678	8.000.000.000	
Parent company's profit after tax	-48.499.527.359	7.900.000.000	
Dividend payout ratio	No dividend distribution	Profits used to offset 2024 losses	

### b. According to Separate Report

Unit: VND

Indicator	Actual 2024	Plan 2025	2025/2024 rate
Net revenue	487.289.435.051	504.935.337.261	103%
Profit before tax	-46.455.307.993	8.600.000.000	
Profit after tax	-45.420.813.980	6.880.000.000	
Dividend payout ratio	No dividend distribution	Profits used to offset 2024 losses	

## 2. Implementation solutions

To ensure the effective execution of the resolutions set by the General Meeting of Shareholders and to maintain business stability and sustainable development, the Board of Directors will regularly manage, monitor, and closely direct the Executive Board in organizing and implementing business operations through the following solutions:

**a. Regarding organizational structure and governance:** Implementing organizational restructuring and streamlining operations at the headquarters, factories, and branches of SPC to align with the company's business situation and actual productivity. Reducing costs by cutting ineffective warehouse and office rentals and liquidating surplus company vehicles. Reviewing and adjusting salary policies to ensure appropriate compensation levels, stimulating business activities, and boosting sales performance.

Enhancing the role of the BOD, Supervisory Board, and Internal Audit Department in overseeing business operations. Continuing to improve transparency within the company and refining regulations, processes, and management policies in accordance with the business environment and legal requirements.

Maximizing cost savings in business activities, optimizing production processes to lower product costs, increasing competitiveness in pricing, and ensuring stable product quality, competitive pricing, and profitability. Strengthening cost control measures across all stages, from procurement and production to distribution, to ensure cost efficiency and effectiveness.

Regularly conducting cost analysis and product pricing evaluations to identify factors contributing to increased expenses and costs, thereby implementing timely corrective measures.

**b. Regarding market and products:** Reassessing the distribution system, market access trends, product demand, and growth potential in each region to ensure a balanced and mutually beneficial approach. Implementing incentive policies, promotional programs, and technical support for distributors to strengthen the distribution network. Expanding distribution channels in parallel with product development to diversify the company's product portfolio. Focusing on market expansion and strengthening the distribution system, particularly in Cambodia and Laos. Enhancing marketing efforts through social media platforms to promote the company's brand and visibility. Increasing sales through online channels and e-commerce platforms. Strengthening relationships with the distribution network through promotional campaigns, customer engagement programs, and events such as lucky draws and SPC partnership initiatives.

Reviewing and restructuring the company's product portfolio, implementing strategies to boost sales of market-accepted, high-profit, and eco-friendly products that meet market demand. Ensuring strict quality control for all products supplied to the market. Regularly evaluating sales performance, pricing, and the effectiveness of product distribution, while adjusting pricing, discounts, promotions, and sales policies based on regional market conditions and business efficiency.

**c. Regarding risk management:** Strengthening debt recovery efforts by developing reasonable sales, debt collection, salary, and reward-punishment policies to boost revenue and minimize bad debts. Reassessing the current distribution system,



especially identifying financially strong or high-risk distributors, to make timely adjustments. Regularly analyzing and evaluating inventory to implement solutions for stagnant and slow-moving stock, minimizing product deterioration and quality degradation. Identifying and addressing long-standing unsold goods promptly to prevent capital stagnation and maintain product quality.

Enhancing the application of technology in customer management, improving debt collection processes, and accelerating overdue debt recovery. Closely monitoring and regularly updating customer financial statuses. Establishing rational sales, debt collection, salary, and incentive policies to increase revenue while minimizing new overdue and bad debts.

Continuously analyzing and evaluating inventory, resolving slow-moving stock issues promptly, and prioritizing the sale of products with more than 6 months of low turnover. Minimizing product deterioration and quality loss, while proactively identifying and handling excess stock to prevent capital stagnation and ensure optimal inventory management.

**d. Regarding human resource management:** Focusing on enhancing the capabilities of the sales and marketing teams, as well as personnel involved in product research and development, market analysis, forecasting, and seasonal trend predictions. Developing a high-quality workforce through policies that attract, train, and nurture talents, particularly for employees with strong competencies, skills, and dedication to SPC.

**e. Regarding research and development of new products:** Strengthening research and development efforts for new biologically-based, eco-friendly products that differentiate SPC's offerings from competitors. Expanding product registration and development to replace products banned by the Plant Protection Department's regulations.

Seeking partnerships with multinational corporations to acquire licensing rights for introducing new plant protection products into the Vietnamese market.

Conducting research and development for household and medical insecticide products, as well as urban agricultural solutions with environmentally friendly and user-safe innovations.

**f. Regarding investment activities:** Prioritizing investments in advanced, high-productivity machinery and equipment to replace outdated systems. This aims to enhance production capacity, improve product quality, and ensure timely market supply, strengthening SPC's competitive edge.

**g. Regarding forecasting and planning:** Enhancing pest and disease forecasting by season and crop type to proactively plan and effectively implement business and production strategies. This includes ensuring timely procurement and stockpiling of raw materials and goods to maintain stable market supply, preventing shortages that could disrupt seasonal demand and business operations. Regularly analyzing and forecasting market trends and input material prices to develop rational procurement and inventory strategies. This approach aims to minimize stockpiles, optimize capital usage, and enhance financial efficiency. Periodically review and evaluate the effectiveness of business strategies and plans to identify challenges, implement corrective measures, and make timely adjustments for improved operational efficiency.

### 3. Disclosure of contracts and transactions between the Company and related organizations, individuals, and insiders

All contracts and transactions between the Company and related organizations, individuals, and insiders will be transparently disclosed, ensuring optimal efficiency and compliance with disclosure regulations. The expected disclosures are as follows:

a. Transactions between the Company, its subsidiaries, and entities controlled by the public company (over 50% ownership) with board members and their related parties:

+ *No transactions are expected in 2025.*

+ *SPC has a short-term loan of 54,000,000 vnd with Mr. Nguyen Quoc Dung, a Board Member, originating before 2015. The projected interest payment for 2025 is 8%.*

b. Transactions between the Company and other entities where a board member has been a founder or a manager within the last 03 years before the transaction:

No.	Name of organization/individual	Relationship with the Company	NSH No., date of issue, place	Contact address	Date of Transactions
1	Moc Hoa Joint Stock Trading Company (MJC)	- Subsidiary Mr Dieu Quang Trung - Deputy Director of Company – Chairman of MJC. Mr Dieu Quang Trung does not hold shares in MJC.	1100496986 30/11/2018 Department Of Planning And Investment Of Long An	72 Tran Hung Dao, Quarter 1, Ward 1, Kien Tuong Town, Long An..	- <b>The estimated value of SPC's purchases is under 2 billion VND</b> <i>(including plant protection products...)</i> - <b>The estimated value of SPC's sales is under 2 billion vnd</b> <i>(including plant protection products...)</i> - <b>The estimated value of SPC's land lease expenses is under 1 billion vnd.</b> - <b>The projected profit remitted from MJC to SPC is under 1 billion vnd.</b>
2	Nam Long Phat Co., Ltd	Member of BOD Huynh Chi Quyen – Mr Huynh Duc's son is Chairman/Director of Nam Long Phat Co., Ltd	110079874 02/07/2001 Department Of Planning And Investment Of Long An	Km 1929 Long Binh Hamlet, National Route 1A, Long Hiep Commune, Ben Luc Dist, Long An	<b>The estimated value of SPC's purchases is under 20 billion vnd</b> <i>(including packaging materials such as cartons, pesticide bottles, and labels...)</i>
3	Nong Phu Co.,Ltd	Independent Member of BOD Vo Van Nghi – Director of Nong Phu Co.,Ltd	0302854618 14/02/2003 Department Of Planning And Investment Of HCMC	89/4K Tan Thoi Nhi 2, Dan Thang 2 Hamlet, Tan Thoi Nhi Commune, Hoc Mon Dist, HCMC	<b>The estimated value of SPC's sales is under 2 billion vnd</b> <i>(including plant protection products...)</i>

This concludes the report on the Board of Directors' activities in 2024 and the business strategy for 2025, submitted for the General Meeting of Shareholders' consideration.

Wishing the General Meeting great success.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Vo Anh Tung**



**SAIGON PLANT PROTECTION  
JOINT STOCK COMPANY**

No. 25/BC-BVTVSG-HDQT

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Ho Chi Minh city, 03/4...,2025*

**REPORT**

**Re: Independent board member's assessment report for 2024**

Regarding the performance of the Board of Directors (BOD) in 2024, the independent board member provides the following general assessment:

- In 2024, the company faced significant challenges due to extreme weather conditions, prolonged heat waves, and widespread salinity intrusion, which severely impacted business operations. Despite these difficulties, the Board of Directors worked with a high sense of responsibility. Key matters related to business strategy, market expansion, technology investment, and management system development were regularly reviewed and evaluated in board meetings.

- All Board of Directors meetings were convened promptly, with procedures strictly following the Company's Charter, Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. The meeting agendas were thoroughly discussed by the members, who carefully deliberated and proposed the most beneficial directions and solutions for the company.

- The Board of Directors consists of 05 members, including 01 independent member. All board members actively participated in planning, compliance oversight, strategic review, and ensuring adherence to the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations.

**1. ORGANIZATION OF BOD MEETINGS**

- In 2024, the Board of Directors held a total of 12 meetings, including in-person meetings and written consultations with members. These meetings were convened and conducted according to a specific schedule, with well-prepared documentation, ensuring full compliance with legal regulations, the Company's Charter, Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. The



meeting agendas were thoroughly discussed, reviewed, and critically assessed by the BOD members to determine the best strategic directions and solutions for the Company.

- Key issues such as business strategy, financial strategy, corporate culture, management system development, market expansion, technology investment, and human resource development were rigorously discussed and closely coordinated between the BOD and the Executive Board.

- Any modifications to plans or new strategic directions were independently researched, practically assessed, and debated within the BOD and with the Executive Board.

- The BOD regularly organized and maintained both scheduled and ad-hoc meetings in a centralized format, with full participation from BOD members, the Executive Board, and the Supervisory Board. Meeting minutes were recorded after each session, and all written consultations with members were conducted in accordance with established procedures, regulations, the Company's Charter, Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. Decisions made during BOD meetings were approved based on majority rule, with meeting minutes properly documented and duly signed as required.

## **2. SUPERVISION OF THE EXECUTIVE BOARD'S ACTIVITIES**

- Overall, the BOD has effectively supervised the Executive Board. As the Company's General Director is also a member of the BOD, the Company's operations have been closely monitored to ensure alignment with strategic directions, allowing timely adjustments when required by practical circumstances.

- BOD members holding executive positions, along with other members of the Executive Board, regularly participated in both scheduled and ad-hoc BOD meetings. Their activities were consistently reported promptly, ensuring that all operations adhered to the resolutions of the BOD.

- The Executive Board proactively reported on business operations and outlined strategies to achieve the best possible business results.

- The BOD placed particular emphasis on risk management solutions, supporting the Executive Board in early identification of potential issues. This approach helped the Company maintain stability, sustainability, and protect investor interests.

## **3. SUPERVISION RESULTS OF FINANCIAL REPORTING**

– The financial statements were prepared and disclosed in accordance with accounting standards and legal regulations.

– The selected auditing firm ensured reliability, adhered to the audit timeline, maintained independence, and complied with all relevant regulations.

#### **4. TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES**

The Company complied with all relevant regulations regarding transactions with related parties. These transactions were fully disclosed in accordance with legal requirements.

#### **5. CONCLUSION**

The Board of Directors has operated with a high sense of responsibility, issuing timely resolutions and decisions to guide the Company's business activities in accordance with the resolutions of the General Meeting of Shareholders, the Company's Charter, and legal regulations.

Despite the numerous challenges in 2024, the BOD collaborated effectively with the Executive Board to implement timely and efficient solutions, helping the Company partially overcome difficulties. Additionally, the BOD has exercised strong control and supervision to ensure the Company's operations comply with legal requirements.

The BOD has provided strategic direction and leadership, ensuring that the Company successfully carried out its business activities, fulfilled its obligations to the State budget, maintained stable income for employees, and, together with the Executive Board, promoted sustainable corporate cultural initiatives.

Respectfully reported!

**Independent member of BOD**



Ngô Văn Ngọc

DRAFT

## **REPORT BUSINESS PERFORMANCE RESULTS FOR 2024 AND BUSINESS PLAN FOR 2025**

The Executive Board reports on the results of business operations management in 2024 and the direction for implementing the 2025 business plan:

### **I. BUSINESS PERFORMANCE RESULTS FOR 2024**

#### **1. General overview :**

Vietnam's economy achieved a growth rate of 7,09% in 2024, with the average consumer price index increasing by 3,63% compared to 2023. The total import-export turnover reached 786,29 billion USD. Nevertheless, the economy still faced several challenges, including dependence on global developments, difficulties faced by domestic enterprises, a low level of modernization, and slow disbursement of public investment. Additionally, interest rates showed an upward trend, and the USD exchange rate at banks increased by 4,6%.

The agricultural input market in 2024 experienced a mix of both favorable and challenging developments. Exports benefited from increased demand, particularly as China boosted imports of agricultural products, especially durian, and the rice export market reached record levels. Prices of materials and active ingredients in the plant protection industry remained stable, with the previous downward trend coming to a halt and showing signs of increase towards the end of the year. However, the El Nino phenomenon in the early months of the year led to prolonged extreme heat, while Typhoon Yagi caused severe destruction in northern provinces, heavily impacting purchasing power among distributors. Additionally, tax regulations on household businesses in 2024 had a major effect on sales activities. Many distributors struggled to adapt, refrained from stocking large inventories, and instead opted for small, on-demand purchases while prioritizing high-margin products. Regarding the temporary import and re-export business to Cambodia and Laos, the company suspended operations in August 2024 in compliance with current regulations, significantly affecting business performance. Meanwhile, competition in the industry intensified, with an increasingly fragmented market due to a growing number of companies entering the sector. The market also faced oversupply, while distributor purchasing power remained weak.

As business operations became increasingly challenging, the company was forced to make greater efforts to stabilize market share, maintain production activities, and ensure stable income for employees. To achieve this, the company implemented various discount and promotional policies, established task forces to work in the market, and facilitated collaboration between departments and branches to address difficulties in sales operations.

However, these efforts led to higher operating costs, while revenue remained below expectations, resulting in gross profit being insufficient to cover expenses.

## 2. Business performance results for 2024:

### a) Financial indicators – Consolidated report for 2024:

No.	Items	Unit	Year 2023	Year 2024		Rates	
				2024 Plan	2024 Actual	% Actual/Plan	% 2024/2023
1	Production value	1.000 vnd	410,820,042	492,367,231	367,002,698	74.54%	89.33%
2	Production output	Ton	4,529	5,428	4,633	85.35%	102.30%
3	Total revenue	1.000vnd	1,065,544,361	1,206,185,000	880,120,197	72.97%	82.60%
	<i>Net revenue</i>	<i>1.000 vnd</i>	<i>1,048,010,681</i>	<i>1,197,800,000</i>	<i>863,686,431</i>	<i>72.11%</i>	<i>82.41%</i>
	<i>Financial revenue</i>	<i>1.000 vnd</i>	<i>12,499,867</i>	<i>5,151,000</i>	<i>11,350,040</i>	<i>220.35%</i>	<i>90.80%</i>
	<i>Other income</i>	<i>1.000 vnd</i>	<i>5,033,813</i>	<i>3,234,000</i>	<i>5,083,726</i>	<i>157.20%</i>	<i>100.99%</i>
4	Total expenses	1.000 vnd	1,104,047,592	1,175,400,000	926,081,649	78.79%	83.88%
5	Total profit before tax	1.000 vnd	-38,503,231	22,400,000	-45,942,452		
6	Net profit after tax	1.000 vnd	-33,135,047	21,920,000	-48,188,127		
7	Charter capital	1.000 vnd	105,300,000	105,300,000	105,300,000	100.00%	100.00%
8	Net profit after tax/charter capital ratio	%	-31%	21%	-45%		

- Total revenue for 2024 was 880,12 billion vnd (comprising 863,68 billion vnd from core business operations, 11,35 billion vnd from financial revenue, and 5,08 billion vnd from other income). This achieved 72,97% of the annual target and declined compared to the previous year (2023 Actual: 1.065 billion vnd). Net revenue from core business operations decreased by 17,59% yoy, reaching only 71,32% of the planned target.
- Net profit after tax recorded a loss of 48,18 billion vnd, compared to a loss of 33,14 billion vnd in the same period last year.
- Production value reached 367 billion vnd, fulfilling 74,54% of the annual target (2024 Target: 492,37 billion vnd), marking a 10,67% decrease yoy (2023 Actual: 410,82 billion vnd), indicating that the production value fell short of planned targets.
- Production output totaled 4.633 tons, achieving 85,35% of the annual target (2024 Target: 5.428 tons) and increasing by 2,30% yoy (2023 Actual: 4.529 tons).
- Average employee income was 10.734.171 vnd per person per month, reaching 75,35% of the annual target and showing a 4,94% yoy decrease. Despite the company's difficulties, employee welfare remained a priority.

### b) Review and evaluation:

The company reported a loss in business operations for 2024 due to the following reasons

#### ➤ Objective factors

- A significant shortfall in sales of banned products, which previously accounted for over 60% of total annual revenue, while replacement product sales have not yet compensated for the loss. Additionally, market demand declined sharply due to extreme weather conditions (drought, salinity intrusion, floods, etc.), severely impacting agricultural production and the consumption of agricultural products throughout the year. Rising costs of fuel, raw materials, production inputs, and

transportation created substantial pressure on production expenses, leading to higher costs. However, the company could not increase selling prices or had to adjust them downward to remain competitive, making production operations increasingly challenging.

- Intensifying competition in both pricing and sales policies forced the company to introduce additional sales incentives, which reduced gross profit margins. Meanwhile, high operating expenses meant that gross profit was insufficient to cover costs.

➤ **Subjective factors**

- Inadequate forecasting of pest outbreaks, crop seasons, and market demand led to inefficiencies in raw material procurement and inventory management. The company's planning process was not sufficiently aligned with market realities, resulting in localized stock shortages. Additionally, some products did not meet quality standards, negatively affecting the company's ability to achieve its sales targets.
- The organizational structure remained cumbersome, lacking agility and efficiency in response to market dynamics. High operating costs, low production, and competitive capabilities further weakened the company's performance. While restructuring efforts, including streamlining the workforce and reducing costs, were initiated, they were not implemented swiftly enough to counteract the business downturn.
- In 2023, falling raw material prices from China forced industry peers to lower their selling prices to remain competitive. However, the company and its distributors still held high-cost inventory, which made it difficult to sell and recover debts. In 2024, to balance cash flow, manage inventory, and collect outstanding debts, the company introduced discounts, promotions, and price reductions to support distributors, which further impacted overall business performance.
- Business performance indicators did not meet the planned targets, affecting the overall efficiency of operations. Cost management, pricing, and production costs still face many challenges, with some expenses remaining high. Production costs remained elevated with little improvement, as material cost norms in pricing were not updated annually. While some products had high gross margins, after applying discounts, promotions, and price reductions, certain items incurred losses, and some were even sold below cost.
- The lack of investment in modern machinery and high-efficiency equipment over a long period has kept production costs high, making it difficult for the company to compete on pricing.

**3. Investment project progress:**

Investment Project in Laos: The company has almost completed the liquidation process of the project in accordance with the directives of the City People's Committee and the Parent corporation. The only remaining project, KM21, is currently under proposal for retention as a transaction office and warehouse for SPC Laos' crop protection business.

**4. Research and development of new products:**

The company places great emphasis on research and development of new products, making it one of SPC's top priorities. In 2024, the company was recognized by the Plant Protection Department for four fertilizer products, including three organic biological

fertilizers developed and manufactured in-house: Biological foliar fertilizer SPC - Potassium silicate, Biological SPC- NPK 5-5-15, and SPC- ORGANIC and SPC-MKP foliar fertilizer.

In addition, 05 new plant protection products are currently in the registration process, including Sagoflu Pro 687.5SC, Sagopyrac Pro 45EC, Zicofast 23.5SL, Foshield 726SL, Zico Super 32SL and 03 new organic foliar fertilizers SPC Amino Cal, SPC Amino Potassium, SPC-NPK 5-11-3. The company is actively working to expedite the registration process in compliance with the Plant Protection Department's procedures.

To expand business development, following the Product-Crop Strategy, SPC has applied for extended usage registration for additional pests/crops for several products, including Sagoperfect 320SC/ anthracnose/ cashews, pepper, rust/ chrysanthemums; Saipora Super 350SC/ brown spot/ dragon fruit, grain discoloration / rice, anthracnose / mango; Kingspider 93 SC/ red spider/ tea, cucumber; Sagofort 10 GR/ nematodes/coffee;

In the household insect control sector, 02 products, Sagomoi 360SC and Wicare – Mosquito Larva 10SG, are currently in the final stages of approval for market circulation.

Beyond these products, the company is actively researching new formulation combinations of two active ingredients to enhance efficacy, introduce innovation, and strengthen market competitiveness. Additionally, SPC is collaborating with international partners to prepare for the registration of upcoming products, including Kasava 88SL, Diusinate 555WP, Sairifos Super 115SC, Lyphoxim Gold 575SC, Olong 70SC, Sagomoi 360SC. The company has also received authorization to register new plant protection product mixtures from Chinese partners.

Alongside efforts to refresh the domestic product portfolio in Vietnam, SPC continues to prioritize and invest in international product registration. Over the past year, the company successfully registered 05 new products in Cambodia, 15 in Laos, and 02 in Myanmar.

## **5. Internal operations:**

The company has established strategic task forces and specialized councils to translate strategic directions and plans into concrete actions to achieve common goals.

For domestic units, the company has implemented a monthly incentive and reward policy to motivate employees in business operations to meet assigned sales targets. Additionally, it has introduced a sales-based expense allocation policy for domestic sales teams. For international units, the company has applied a salary-based performance model to drive sales, enhance operational efficiency, and increase employee income.

The company has carried out appointments, transfers, and job assignments in accordance with proper procedures and with full transparency. In 2024, the company appointed personnel and management teams for various departments and units, including the Head of Sales & Marketing Department, Head of Import-Export Department, Acting Head of Human Resources & Administration, Acting Director of Hiep Phuoc Enterprise, Director of Myanmar Branch, Director of Vinh Long Branch, and Acting Director of Dong Nai Branch.



To ensure alignment with the current business and production situation, the company has reviewed the operations of various units, leading to the closure of the Tuyen Quang business area and the restructuring of business operations in Kien Giang, Khanh Hoa, and An Giang.

Despite significant business challenges in 2024, the company remains committed to ensuring employee well-being and morale by fully implementing salary, bonus, social insurance, and health insurance policies in compliance with regulations. Additionally, the company continues to maintain higher-than-standard benefits beyond labor law requirements, including sick leave, employee support programs, and accident insurance, to encourage employees during this difficult period.

#### **6. Financial management:**

The company continues to strengthen debt management by establishing credit limits for each customer and tightening sales through credit limit tools, overdue debts, and sales contracts. These measures have proven effective in managing customer receivables and minimizing financial risks.

It also enhances the supervision of inventory levels across branches, regions, and product categories to control stock, increase inventory turnover, and improve capital efficiency.

Strict monitoring of imported purchases is enforced to ensure raw material stock levels align with business operations. This is achieved by setting inventory limits, import quotas for each active ingredient and material, and selecting reputable suppliers with high-quality products. Additionally, purchasing regulations for quarterly, monthly, and weekly orders at branches are implemented.

The company fully complies with tax obligations to the State Budget in accordance with legal regulations.

#### **7. Market development:**

In customer care efforts, the company has launched a targeted customer service campaign during peak agricultural seasons in the Mekong Delta. This initiative aims to closely monitor market trends, understand dealer needs, and address customer feedback effectively.

SPC has organized various workshops and seminars, including “Pest and weed management strategies in sugarcane fields in Vietnam”, Household insect control industry conference, “Nutrient and disease management in durian trees”, “Pests and control measures for dragon fruit”, “Pests and control measures for pepper plants”, “Pests and control measures for coffee plants”, “Pests and control measures for citrus trees”,... These events serve to disseminate pest management knowledge while introducing SPC’s products to farmers and dealers.

The company has also strengthened its media presence through the “Post a Great Clip – Get Instant Rewards” program. This initiative enhances SPC’s brand recognition on social media, encourages customer interaction, and leverages user-generated content for future marketing campaigns.

SPC is intensifying its market expansion efforts by developing distribution networks, particularly in Cambodia and Laos. The company's strong reputation in these markets presents significant growth opportunities, and increased investment is expected to drive substantial revenue growth.

Additionally, SPC is implementing a flexible sales policy tailored to 04 geographic regions and different customer groups. While maintaining a consistent sales strategy throughout the agricultural season, pricing adjustments are made in response to market fluctuations to ensure agility in meeting evolving market demands and company objectives.

## **II. BUSINESS PLAN FOR 2025:**

### **1. Forecasted opportunities and challenges for 2025:**

#### **a) Opportunities:**

- SPC's diverse and high-quality product portfolio continues to maintain strong credibility among farmers and direct consumers. The company's commitment to quality ensures high efficiency and satisfaction for end users.

- The company has nationwide distribution network, and SPC's loyal customer base continues to support the company, sharing market insights and overcoming challenges together. Currently, SPC has nearly 700 tiered distributors, 08 domestic business branches, and 03 international branches, ensuring product availability across all regions.

- SPC has gained strong trust from input suppliers.

- SPC has been recognized as a Vietnam High-Quality Goods brand for 21 consecutive years.

- The SECSAIGON 10EC product has been awarded the Vietnam Value for 3 consecutive terms 2020 - 2022 - 2024.

#### **b) Challenges**

- The global economy faces the possibility of a trade war in 2025, which could disrupt supply chains and shrink export markets.

- Agricultural market: In early 2025, durian exports to China faced difficulties due to strict inspections for yellow O residue; rice export prices hit a nine-year low, causing concerns among businesses over declining orders, leading to a sharp drop in paddy purchase prices for farmers.

- In pesticide business sector, the direct sales model of multinational corporations is becoming more evident, intensifying competition within the industry; distributors and retailers are becoming more conservative and hesitant to invest heavily; counterfeit and imitation products are frequently found in the market.

- The company's operations remain cumbersome and slow to adapt to market conditions, leading to high operating costs and weak productivity and competitiveness.

Although restructuring efforts have been implemented to streamline personnel and reduce costs, they have not kept pace with the business downturn in recent times.

- Due to business difficulties and declining sales, cash flow has decreased, affecting the company's ability to repay bank loans and supplier debts. Banks are tightening credit limits and reassessing financial risks based on the company's financial reports.

- The company is also facing challenges in VAT refunds from previous years. The Ho Chi Minh City Tax Department is experiencing delays in tax audits and inspections, slowing down the processing of tax refund applications. This has significantly impacted the company's current working capital.

## 2. Business plan and implementation solutions for 2025

### a. Financial indicators (Consolidated report)

No.	Items	Unit	2024 Actual	2025 Plan	2025 Plan /2024 Actual
1	Production value	1.000 vnd	367,002,698	405,000,000	110.35%
2	Production output	Ton	4,633	5,400	116.56%
3	Net revenue	1.000 vnd	863,686,431	936,807,495	108.47%
4	Profit before tax	1.000 vnd	-45,942,453	10,000,000	
5	Profit after tax	1.000 vnd	-48,188,127	8,000,000	
	Profit after tax of the Parent company		-48,499,527	7,900,000	
6	Net profit margin on Owner's equity contribution	%		7.6%	
7	Budget Contribution	1.000 vnd	23,631,759	25,000,000	105.79%

### b. Financial indicators (Separate report)

No.	Items	Unit	2024 Actual	2025 Plan	2025 Plan /2024 Actual
1	Production value	1.000 vnd	367,002,698	405,000,000	110.35%
2	Production output	Ton	4,633	5,400	116.56%
3	Net revenue	1.000 vnd	487,289,435	504,935,337	103.62%
4	Profit before tax	1.000 vnd	-46,455,308	8,600,000	
5	Profit after tax	1.000 vnd	-45,420,814	6,880,000	
6	Net profit margin on Owner's equity contribution	%		6.53%	
7	Budget Contribution	1.000 vnd	16,200,000	16,000,000	98.77%

### c. Implementation solutions for 2025:

#### + *Market, product, and sales policy strategies*

Focus on market development by strengthening the distribution system, particularly in Cambodia and Laos, where SPC's reputation and brand presence are growing. Increased investment in these markets is expected to drive significant sales growth shortly.

Enhance marketing efforts through online platforms such as TikTok, YouTube, and Zalo to promote brand awareness and engage with consumers, farmers, and distributors. The company will leverage social media to conduct livestream sessions on safe and effective pesticide usage, providing farmers with practical knowledge applicable to their production.

Distributors will also benefit from informative sessions, helping them improve their business operations while contributing positively to society and the community.

Develop and adjust sales policies to align with 04 key geographical regions and customer segments. Sales policies will remain consistent throughout the crop season, while pricing will be adjusted dynamically based on market fluctuations to respond swiftly to market demands and align with the company's strategic objectives.

**+ *Accounts receivable management***

Implement a performance-based salary system for employees, incorporating not only sales targets but also debt recovery goals, overdue debt ratios, and other individual and team management metrics.

Leverage industry 4.0 technology for customer management, including contract management modules, credit management modules (granting credit based on each customer's financial capacity), overdue debt monitoring modules, and business transaction messaging software for sales and payment tracking.

Strengthen debt collection efforts by closely monitoring overdue debts, actively following up on collections, and keeping track of customers' financial status. Minimize new overdue debts and bad debts to ensure sufficient working capital for business operations.

**+ *Inventory management***

Develop and forecast inventory demand to ensure optimal purchasing and storage. Procurement and inventory management will follow maximum stock limits and predefined purchasing thresholds for all input materials (raw materials, semi-finished products, packaging, additives, etc.). Inventory levels of mixed semi-finished products and raw materials will be maintained at appropriate levels to control input costs while ensuring timely supply to the market.

Conduct frequent inventory assessments to identify slow-moving and stagnant stock. Expedite the sale of slow-moving inventory that has been in stock for more than 6 months. For slow-moving raw materials, semi-finished products, and Category B goods, reassess quality, specifications, and technical composition. Adjust product formulations to align with changing agricultural practices and environmental conditions while targeting stable quality and competitive pricing for the Cambodian and Laotian markets.

Establish a structured procurement system for raw materials, packaging, and additives. Implement domestic procurement through bidding processes (for packaging, additives, etc.) and conduct auction-based purchasing for imported raw materials and semi-finished products. This approach will help identify suppliers offering competitive prices, high-quality goods, and a stable supply chain.

**+ *Cost management***

Regularly evaluate sales performance, product pricing, production costs, and the effectiveness of sales policies across different regions, markets, and customer segments. Adjust pricing, discounts, promotions, and incentives to align with the company's business situation and financial goals.

Optimize workforce allocation by reviewing and restructuring personnel based on job functions and business needs. Streamline operations at the company's headquarters, factories, and branches to enhance efficiency and productivity. Improve production and sales planning to minimize unplanned expenses, enforce strict quality control measures, and reduce ineffective warehouse rental costs. Liquidate surplus vehicles and non-essential assets to free up capital. Implement company-wide cost-saving measures, including optimizing office utilities, reducing administrative expenses, implementing travel expense quotas based on individual sales performance, and cutting unnecessary fuel and toll expenses. These efforts aim to minimize financial losses and enhance SPC's overall profitability.

Establish market task forces comprising department heads, business staff, and crops doctor to strengthen customer relationships, gather market insights, and address client concerns. The collected data will serve as a basis for developing the 2025 business strategy. Additionally, review and adjust revenue targets, workforce plans, and total operating expenses while optimizing salary policies to balance employee compensation, cost savings, and business growth.

**+ *Investment strategy***

Invest in replacing outdated grinding equipment with advanced SC pesticide production technology. This upgrade aims to enhance production capacity, improve product quality, and ensure the company's competitiveness while meeting market demands efficiently.

This report summarizes SPC's business performance in 2024 and outlines its business plan for 2025.

Sincerely!

**CHIEF EXECUTIVE OFFICER**

**NGUYEN QUOC DUNG**

No: /BC-BVTVSG-BKS

*Ho Chi Minh city, April , 2025*

DRAFT

## **REPORT 2024 ACTIVITIES OF SUPERVISORY BOARD SAIGON PLANT PROTECTION JOINT STOCK COMPANY**

To:

- **The Annual General Meeting of Shareholders**
- **The Board of Directors**

**Saigon Plant Protection Joint Stock Company**

According to the Law on Enterprises No. 59/2020/QH14 of the National Assembly of the Socialist Republic of Vietnam passed on June 17, 2020.

According to the functions and tasks of Supervisory Board as stipulated in the Charter on Organization and Operations of Saigon Plant Protection Joint Stock Company, the Operating Regulations of the Board of Supervisors and the provisions of law.

According to the Audited 2024 Financial Statements of the Company;

The Board of Supervisory would like to report to the 2025 Annual General Meeting of Shareholders on the activities in 2024 as follows:

### **I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2024:**

Conducted audits of the Company's 6-month and 2024 financial statements.

On behalf of shareholders, supervised the production and business activities, administration and management of the company in accordance with the Enterprise Law and the Company Charter. Monitored labor utilization and compliance with regulations related to employees in accordance with the law.

Participated in all meetings of the Board of Directors, inspected and supervised the implementation of the Resolution of the General Meeting of Shareholders for the Board of Directors and the Board of Management. Participated in contributing ideas and proposing solutions to complete the unit's production and business plan in meetings.

Reviewed the reasonableness, legality, transparency and level of prudence in business management and operation, accounting, statistics and financial reporting.



Monitored and tracked data reflecting the unit's business operations, analyzed and evaluated financial indicators, and proposed measures to minimize losses to the greatest extent possible.

Monitored the Company's information disclosure in accordance with legal regulations, reviewed transparency in the information disclosure process to ensure shareholders' rights.

Reviewed fees and evaluated the capacity of independent auditing units. Advised the Board of Directors in selecting AASC Auditing Company Limited as the auditing unit for the Company's 2024 Financial Statements. At the end of the 6 months and the end of the year, the Board of Supervisors coordinated with the independent auditing unit to review and audit the financial statements of the Parent Company and its subsidiaries to ensure the accuracy and transparency of the data.

❖ Salary and remuneration of the Board of Supervisors in 2024:

- ✓ Head of the Board of Supervisors: Received a full-time salary.
- ✓ Remuneration for members of the Board of Supervisors: No remuneration was paid due to the Company's poor business performance (loss).

## II. AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS FOR 2024

### 1. Implementation status of some basic financial indicators in 2024

*Unit: million VND*

No	Items	2023 Actual	2024		Rate %	
			Plan	Actual	3/1	3/2
		1	2	3	4	5
1	Total assets	531.539		451.368	85%	
2	Accounts receivable from customers	228.935		126.456	55%	
3	Inventories	206.304		238.518	116%	
4	Liabilities	360.576		328.597	91%	
5	Equity	170.963		122.771	71%	
6	Debt/Equity Ratio	2,11		2,68	127%	
7	Revenue (consolidated)	1.048.010	1.197.800	863.686	82%	72%
8	Profit before tax	-38.503	22.400	-45.942	119%	-205%

9	Profit after tax	-33.135	21.920	-48.188	135%	-220%
10	Profit after tax/Revenue	- 3%		- 6%		

(Data source: according to the Audit 2024 financial statements

Note: 2024 revenue and profit include data of Moc Hoa Trading Joint Stock Company)

## 2. Evaluation of implementation results

*Total assets of the Company as of December 31, 2024:* VND 451,368 billion, decrease of 15% (equivalent to VND 80,170 billion) compared to the beginning of 2024, of which major fluctuations include:

- + Cash and cash equivalents: decrease by VND 18,143 billion
- + Short-term receivables: decrease by VND 105,300 billion
- + Inventories: increased by VND 32,214 billion
- + Other short-term assets: increased by VND 8,961 billion
- + Long-term assets: decrease by VND 3,152 billion
- + Other long-term assets: increased by VND 1,672 billion

Other items fluctuated insignificantly.

*Accounts receivable from customers as of December 31, 2024:* VND 126,456 billion, decreased of 45% (equivalent to VND 102,478 billion) compared to the same period in 2023. Part of the reason is that revenue in 2024 was lower than the previous year, customers asked to return goods due to not selling all the purchased goods, in addition, the Company issued attractive sales and collection policies to quickly recover customer debts, minimize risks and increase the Company's working capital to serve production and business activities. Therefore, accounts receivable from customers at the end of the year decreased significantly compared to the same period.

*Inventory as of December 31, 2024:* VND 238.518 billion, an increase of 16% (equivalent to VND 32.214 billion) compared to the same period in 2023. The main reason for this increase was customers returning unsold goods purchased earlier, leading to a deduction of accounts payable at the end of the year.

*Payables as of December 31, 2024:* VND 328,597 billion, decreased of 9% (equivalent to VND 31,978 billion) compared to the same period in 2023. The reason is that at the end of the year, the Company sharply reduced its receivables from customers, increasing working capital to pay debts to banks and suppliers. Therefore, payables decreased significantly.

*The debt-to-equity ratio as of December 31, 2024,* was 2.68 times, marking a 27% increase compared to 2023. Although this ratio remains within the controllable threshold (<3%), it still poses potential risks to the company's operations, given the ineffective business performance.

*Consolidated revenue in 2024:* VND 863,686 billion, reaching 72% of the annual plan and 82% compared to 2023. The main reason for not achieving 100% of the revenue plan is the complicated developments of the world economy affecting the output of agricultural products, so people's consumption of pesticides has decreased significantly, revenue from herbicides has decreased sharply due to prolonged heat and fierce market competition.

*Profit before tax in 2024:* loss of VND 45,942 billion, increased of 19% over the same period.

*Profit after tax in 2024:* loss of VND 48,188 billion, increased of 35% over the same period.

The main reason for the loss in business results is that revenue did not meet the set plan, low profit margin was not enough to cover the operating costs of the Company.

### **III. REPORT ON IMPLEMENTATION OF THE 2024 GENERAL MEETING OF SHAREHOLDERS' RESOLUTION**

Regarding the resolution of the 2024 Annual General Meeting of Shareholders, the Company has implemented it with the following results:

In 2024, the Board of Directors and the Executive Board of the company made great efforts to overcome difficulties to orient and operate the production and business units. However, with the difficult world situation leading to the gloomy domestic situation, the business results did not meet the plan set by the General Meeting of Shareholders. Consolidated revenue only reached 72% of the plan, after-tax profit was a loss of VND 48,188 billion, an increase of VND 15,053 billion compared to the same period last year.

The Company has allocated and utilized development investment, reward and welfare funds in accordance with the contents of the Resolution of the 2024 Shareholders' Meeting issued.

The Company has approved the criteria for an independent auditor and selected AASC Auditing Company Limited to audit the 2024 Financial Statements in accordance with the Resolution.

Signed and issued the Company's Charter of Organization and Operation, adjusted and supplemented the internal regulations on governance, operating regulations of the Board of Directors and the Board of Supervisors in accordance with the content of the Resolution of the 2024 Shareholders' Meeting.

### **IV. REPORT ON IMPLEMENTATION OF THE BOARD OF DIRECTORS' RESOLUTIONS IN 2024**

In 2024, the Board of Directors held regular and extraordinary meetings or consulted in writing and issued many Resolutions with specific contents to orient, direct and promptly resolve urgent issues. These resolutions were thoroughly implemented by the Executive Board to ensure that production and business activities are always smooth, bringing the highest efficiency to the unit, specifically as follows:

Evaluated the unit's quarterly production and business results, promptly remove difficulties and obstacles, and direct the resolution of existing problems.

Issued Resolution to approve contracts and transactions with related parties.

Issued a Resolution approving internal audit regulations.

Issued a Resolution approving the investment policy to replace SC pesticide grinding machines.

Issued a Resolution approving credit limits at Banks in 2024.

## **V.REPORT ON ACTIVITY MONITORING RESULTS**

The company's operations are in compliance with the laws of the State, the Company's Charter and the Resolutions of the General Meeting of Shareholders.

The Board of Directors and the Executive Board have organized and maintained regular and extraordinary meetings in a centralized manner, with the full participation of members of the Board of Directors, Executive Board, and Supervisory Board. Minutes of the meeting have been prepared after the meeting ended. All meetings to collect opinions of members were conducted in accordance with the prescribed procedures, regulations, and the Company Charter. The members of the Board of Directors have worked with a high sense of responsibility to issue timely Resolutions and decisions to orient and direct business in accordance with the Resolutions of the General Meeting of Shareholders and the provisions of law.

The Board of Directors and the Executive Board have promptly issued new Regulations, Statutes and documents to apply in practice according to the Corporation's regulations and the Enterprise Law and Vietnamese law.

In 2024, the Company faced many difficulties such as: revenue from products replacing banned products did not meet expectations, the consumer market was increasingly competitive, the profit/revenue ratio decreased significantly due to competition while the cost of maintaining the company's apparatus was still high. However, the Board of Directors and the Executive Board of the Company made great efforts to overcome difficulties, promptly put forward many orientation strategies, searched for additional replacement products, issued appropriate sales policies, launched emulation movements to complete the plan, and save costs to complete the assigned plan, but the results were not as expected.

## **VI. REPORT ON TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES**

1. Transactions between the Company and related parties of the Company; or between the Company and major shareholders, insiders, and related related parties of insiders

Saigon Plant Protection Joint Stock Company (SPC) has a loan of VND 54,000,000 with the company's Director, Mr. Nguyen Quoc Dung, arising before 2015, paying interest at 8% in 2024 (expected to be paid in early 2025) details:

*Unit: VND*

<b>NAME</b>	<b>BALANCE BEGINNING</b>	<b>BALANCE ENDING</b>	<b>INTEREST (%/year)</b>	<b>EXPECTED INTEREST</b>	<b>P.I.TAX 5%</b>	<b>EXPECTED NET RECEIPT</b>
Nguyen Quoc Dung	54,000,000	54,000,000	8.00%	4,320,000	216,000	4,104,000

2. Transactions between the Company and companies in which members of the Board of Directors, members of the Supervisory Board, Directors and other managers were or are founding members or members of the Board of Directors, Executive Directors

In 2024, Saigon Plant Protection Joint Stock Company signed a contract in principle No. 01/NLP-HDMB 2024 & No. 02/NLP-HDMB 2024, dated January 2, 2024 on the purchase of bottles, plastic cans and carton boxes of all kinds with Nam Long Phat Production & Trading Company Limited, whose legal representative is Mr. Huynh Duc.

In 2022, Saigon Plant Protection Joint Stock Company signed a goods purchase contract No. 367/BVTV-SG/HDMBHSG, dated May 17, 2022 with Nong Phu Trading Company Limited, with Mr. Vo Van Nghi as the legal representative. The contract is valid for 03 years (May 17, 2022 - May 17, 2025).

No	Company Name/Related Person	Name of traded goods	Total transaction value in 2024 (VND)	Transaction value/Total assets ratio in 2023	Transaction value/Total assets ratio in 2024
1	<b>Nam Long Phat Production &amp; Trading Company Limited</b> (Member of the Board of Directors Huynh Chi Quyen - Son of Mr. Huynh Duc is Chairman and Director of Nam Long Phat Company)	SPC buys paper boxes, medicine bottles, labels...	14.038.930.270	2,93%	3,33%
2	<b>Nong Phu Trading Company Limited</b> (Board Member Vo Van Nghi - Director of Nong Phu Company)	SPC sells pesticides, fertilizers...	733.894.483	0,15%	0,17%

#### **Reviews:**

Total asset value of SPC as of December 31, 2023 on the Parent Company's Financial Statement is: VND 479,808,753,264.

Total asset value of SPC as of December 31, 2024 on the Parent Company's Financial Statement is: VND 421,611,025,243.

After reviewing the contracts and transactions arising in 2024 between Saigon Plant Protection Joint Stock Company (SPC) and related parties, the Board of Supervisors found that the total value of transactions arising in 2024 and the ratio of transaction value/Total assets of SPC were less than 20%, completely in accordance with current regulations.

## **VII. REPORT ON ASSESSMENT OF COOPERATION BETWEEN THE SUPERVISORY BOARD AND THE BOARD OF DIRECTORS AND MANAGEMENT**

Over the past year, the Supervisory Board, the Board of Directors, the Executive Board and the management staff have maintained a close working relationship and coordination based on the principle of serving the interests of the Company and shareholders and complying with the provisions of law, the Company Charter and Internal Regulations.

The Board of Directors continues to closely monitor and promptly direct the Executive Board in production and business activities, and supervise the implementation of the resolutions passed by the General Meeting of Shareholders.

In 2024, the Board of Supervisors did not receive any recommendations from shareholders regarding violations by the Board of Directors and the Company's Executive Board in the performance of their duties.a.

During the performance of its duties, the Board of Supervisors has been given all favorable conditions by the Board of Directors to complete its work.

## **VIII. SUPERVISION BOARD'S RECOMMENDATIONS**

The Company's customer receivables by the end of 2024 decreased significantly compared to the same period in 2023. The Board of Supervisors requested the Company to continue to strengthen the monitoring and timely debt collection, minimizing the occurrence of new overdue debts leading to bad debts. For bad debts and lawsuit debts, the Company is requested to continue to closely monitor and update the financial situation and assets of customers as well as the progress and results of the settlement of court and enforcement agencies for customer debts related to the Company, in order to take measures to recover these bad debts, in order to minimize losses for the Company.

Inventory at the end of 2024 increased significantly compared to the same period in 2023, causing great pressure on the Company's working capital, and many items are still in inventory for a long time and slow to circulate. It is recommended that the Company continue to further strengthen the unit's inventory management, minimize the long-term inventory of raw materials and production supplies, and promote the circulation of finished goods. In addition, continue to review and take measures to handle long-term stagnant raw materials and supplies to rotate inventories faster.

The Company's payables at the end of 2024 decreased significantly compared to the same period in 2023. However, the Liabilities/Equity ratio continued to increase in the context of the unit's ineffective production and business activities. The Board of Supervisors requested the Company to continue to control its payables at a safe level (<3%). In addition, timely payment to suppliers and banks must always be given attention and emphasis to ensure the reputation of the Company.

It is necessary to further strengthen risk management, focus on ensuring financial security for the unit, and regularly analyze and evaluate the financial situation of customers.



Continue to invest in research and register new products to supplement the Company's product portfolio to replace products removed from the portfolio according to regulations of the Plant Protection Department.

It is recommended that the Company continue to review and reorganize the apparatus in a streamlined and efficient manner, reduce operating costs that affect the unit's operational efficiency, and at the same time review costs related to product manufacturing activities at the factory to reduce costs, increase the competitiveness of products in the market, and develop revenue.

## **IX. WORK PLAN OF THE BOARD OF SUPERVISION IN 2025**

The Board of Supervisors, on behalf of shareholders, continues to perform the task of inspecting and supervising the production, business, management and operation activities of the Company on the basis of legal provisions and the Company's charter.

Control and evaluate the performance of the Board of Directors and the Executive Board in implementing the Resolutions of the General Meeting of Shareholders.

Control the Company's business situation, review the progress of projects, the use of company capital, debt management, and inventory.

Review the implementation and compliance with the Regulations and Procedures when purchasing materials, goods, services, managing materials, goods, debts, expenses and investments of the Company to detect potential risks or shortcomings. From there, make recommendations and proposals to the Board of Directors and the Board of Management.

Review inventory work, bookkeeping, cost accounting, and document storage at the Company's Departments/Offices.

Coordinate with internal auditors to conduct inspections and controls at the company office and branches to improve the quality of inspections.

Review financial reports, evaluate and analyze financial situation as well as preserve and develop equity capital honestly and objectively.

Through the audit program and directly participate in the settlement of the Company's annual financial statements with an independent auditor.

Perform other duties of the Board of Supervisors as prescribed by law.

Best regards !

Recipients:

- General Meeting of Shareholders;
- Board of Directors/Management;
- Filed: Supervisory Board Archives.

**SUPERVISORY BOARD**

**Tran Dinh Vu**

No: ...../TTr-BVTVSG-HDQT

*Ho Chi Minh city, April ,2025*

## **PROPOSAL**

Re: Approval of the Audited 2024 Financial Statements,  
Profit Distribution for 2024, and Profit Distribution Plan for 2025

To: The Annual General Meeting of Shareholders 2025

- *According to the Charter on Organization and Operations of Saigon Plant Protection Joint Stock Company;*
- *According to the Audited 2024 Financial Statements of the Company;*
- *According to the Company's business plan for 2025.*

### **I. Approval of the Audited 2024 Financial Statements:**

- Approval of the consolidated financial statements for 2024, which were audited by AASC Auditing Company Limited under independent audit report No. 240325.004/BCTC.HCM, dated March 24, 2025.
- Approval of the separate financial statements for 2024, which were audited by AASC Auditing Company Limited under independent audit report No. 240325.003/BCTC.HCM, dated March 24, 2025.

*(Detailed audited 2024 financial statements attached)*

*In case any arising issues affect the financial statements, the Board of Directors shall review and direct adjustments in accordance with regulations.*

### **II. Profit Distribution for 2024:**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the profit distribution for 2024 (according to separate financial statements) of Saigon Plant Protection Joint Stock Company as follows:

<b>No.</b>	<b>Items</b>	<b>Amount (VND)</b>	<b>Notes</b>
1	Remaining retained earnings from 2023 and prior years	-13,110,964,187	
2	Profit after tax for 2024	-45,420,813,980	
3	Allocation to Development Investment Fund	0	
4	Allocation to Bonus and Welfare Fund	0	
5	Retained earnings at the end of 2024 (1) + (2) – (3) – (4)	-58,531,778,167	
6	Dividend payment	0	<b><i>No dividend distribution</i></b>
7	Final retained earnings	-58,531,778,167	

### III. Profit Distribution Plan for 2025:

Based on the 2025 business plan, the Board of Directors unanimously submits the following profit distribution plan for 2025:

No.	Items	Amount (VND)	Notes
1	Profit after tax	6.880.000.000	
2	Allocation to Development Investment Fund	0	<i>No allocation</i>
3	Allocation to Bonus and Welfare Fund (10% )	0	<i>No allocation</i>
4	Dividend payment	0	<i>No dividend distribution</i>
5	Remaining profit used to offset the 2024 losses	6.880.000.000	

BOD respectfully submits this plan for approval by the General Meeting of Shareholders.

Sincerely./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Vo Anh Tung**

## **CONSOLIDATED FINANCIAL STATEMENTS**

### **SAI GON PLANT PROTECTION JOINT STOCK COMPANY**

For the fiscal year ended as at 31/12/2024  
(audited)

## **CONTENTS**

	<b>Pages</b>
Report of the Board of Management	02 - 03
Independent Auditors' Report	04
Audited Consolidated Financial Statements	05 - 48
Consolidated Statement of Financial Position	05 - 06
Consolidated Statement of Income	07
Consolidated Statement of Cash Flows	08 - 09
Notes to the Consolidated Financial Statements	10 - 48

## **REPORT OF THE BOARD OF MANAGEMENT**

The Board of Management of Sai Gon Plant Protection Joint Stock Company ("the Company") presents its report and the Company's Consolidated Financial Statements for the fiscal year ended as at 31/12/2024.

### **THE COMPANY**

Sai Gon Plant Protection Joint Stock Company which was established and operating activities under the Enterprise Registration Certificate of joint stock company No. 0300632232 issued by Department of Planning and Investment of Ho Chi Minh City for the first time on 14 June 2008, 9th re-registered on 13 September 2023.

The Company's head office is located in: Quarter 1, Nguyen Van Quy Street, Tan Thuan Dong Ward, District 7, Ho Chi Minh City.

### **BOARD OF DIRECTORS, BOARD OF MANAGEMENT AND BOARD OF SUPERVISION**

Members of the Board of Directors during the year and to the reporting date are:

Mr. Vo Anh Tung	Chairman
Mr. Tong Xuan Phu	Vice Chairman
Mr. Nguyen Quoc Dung	Member
Mr. Vo Van Nghi	Member
Mr. Huynh Chi Quyen	Member

Members of the Board of Management in the year and to the reporting date are:

Mr. Nguyen Quoc Dung	Director
Mr. Dieu Quang Trung	Vice Director
Mrs. Bui Thi Anh Tuyet	Vice Director

Members of the Board of Supervision are:

Mr. Tran Dinh Vu	Head of Board of Supervision
Mrs. Do Thi Kim Anh	Member
Mr. Huynh Van Hai	Member

### **LEGAL REPRESENTATIVE**

The legal representative of the Company during the year and until the preparation of this Consolidated Financial Statements is Mr. Nguyen Quoc Dung – Director.

### **AUDITORS**

The auditors of the AASC Auditing Firm Company Limited have taken the audit of the Consolidated Financial Statements for the Company.

### **STATEMENT OF THE BOARD OF MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

The Board of Management is responsible for the Consolidated Financial Statements which give a true and fair view of the state of financial position of the Company, its operating results and its cash flows for the year. In preparing those Consolidated Financial Statements, the Board of Management is required to:



**Sai Gon Plant Protection Joint Stock Company**

Quarter 1, Nguyen Van Quy Street, Tan Thuan Dong Ward, District 7, Ho Chi Minh City

- Establish and maintain of an internal control system which is determined necessary by the Board of Directors and the Board of Management to ensure the preparation and presentation of the Consolidated Financial Statements do not contain any material misstatement caused by errors or frauds;
- Select suitable accounting policies and then apply them consistently;
- Make judgments 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;
- Prepare and present the Consolidated Financial Statements on the basis of compliance with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to preparation and presentation of Consolidated Financial Statements;
- Prepare the Consolidated Financial Statements on going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Board of Management is responsible for ensuring that accounting records are kept to reflect the financial position of the Company, with reasonable accuracy at any time and to ensure that the Consolidated Financial Statements comply with the registered accounting system. It is responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Board of Management confirms that the Consolidated Financial Statements give a true and fair view of the financial position as at 31 December 2024, its operation results and cash flows for the fiscal year then ended of the Company in accordance with the Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to preparation and presentation of the Consolidated Financial Statements.

**Other commitments**

The Board of Management Directors pledges that the Company complies with the Decree No. 155/2020/ND-CP dated 31 December 2020 on detailing and guiding the implementation of a number of articles of the Law on Securities and the Company does not violate the obligations of information disclosure in accordance with the regulations of the Circular No. 96/2020/TT-BTC dated 16 November 2020 issued by the Ministry of Finance guiding the disclosure of information on Securities Market and the Circular No. 68/2024/TT-BTC dated 18 September 2024 issued by the Ministry of Finance amending and supplementing some articles of the Circular No. 96/2020/TT-BTC.

On behalf of the Board of Management



**Nguyen Quoc Dung**

Director

Ho Chi Minh City, 24 March 2025





## INDEPENDENT AUDITORS' REPORT

To: **Shareholders, the Board of Directors and the Board of Management  
Sai Gon Plant Protection Joint Stock Company**

We have audited the accompanying Consolidated Financial Statements of Sai Gon Plant Protection Joint Stock Company prepared on 24 March 2025, as set out on pages 05 to 48, including: Consolidated Statement of Financial Position as at 31 December 2024, Consolidated Statement of Income, Consolidated Statement of Cash Flows for the fiscal year then ended and Notes to Consolidated Financial Statements.

### The Board of Management's responsibility

The Board of Management is responsible for the preparation and presentation of the Consolidated Financial Statements that give a true and fair view in accordance with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to the preparation and presentation of Consolidated Financial Statements and for such internal control as the Board of 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 standards and ethical requirements; 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 auditor's 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 considers internal control relevant to the entity's preparation and presentation of Consolidated Financial Statements that give a true and fair view 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 Board of Management, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Auditors' opinion

In our opinion, the Consolidated Financial Statements give a true and fair view, in all material respects, of the financial position of Sai Gon Plant Protection Joint Stock Company as at 31 December 2024, its operating results and its cash flows for the fiscal year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to the preparation and presentation of Consolidated Financial Statements.

**AASC Auditing Firm Company Limited**



**Ngo Minh Quy**  
Deputy General Director  
Certificate of registration for audit practising  
No.: 2434-2023-002-1  
Ho Chi Minh City, 24 March 2025

**Pham Van Sang**  
Auditor  
Certificate of registration for audit practising  
No.: 3864-2025-002-1



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

Code	ASSETS	Note	31/12/2024	01/01/2024
			VND	VND
100	<b>A. CURRENT ASSETS</b>		<b>391,654,930,723</b>	<b>468,673,047,421</b>
110	<b>I. Cash and cash equivalents</b>	03	<b>6,671,135,245</b>	<b>24,814,475,638</b>
111	1. Cash		6,671,135,245	24,814,475,638
120	<b>II. Short-term financial investments</b>	4	<b>5,250,000,000</b>	-
123	1. Held to maturity investments		5,250,000,000	-
130	<b>II. Short-term receivables</b>		<b>113,621,818,220</b>	<b>218,922,087,223</b>
131	1. Short-term trade receivables	05	126,456,635,514	228,935,264,772
132	2. Short-term prepayments to suppliers	06	2,609,314,558	1,771,874,191
136	3. Other short-term receivables	07	3,264,500,490	6,037,641,322
137	4. Provision for short-term doubtful debts	08	(18,708,632,342)	(17,828,169,880)
139	5. Shortage of assets awaiting resolution		-	5,476,818
140	<b>III. Inventories</b>	09	<b>238,518,370,241</b>	<b>206,304,209,163</b>
141	1. Inventories		249,240,119,892	214,340,125,656
149	2. Provision devaluation of inventories		(10,721,749,651)	(8,035,916,493)
150	<b>IV. Other current assets</b>		<b>27,593,607,017</b>	<b>18,632,275,397</b>
151	1. Short-term prepaid expenses	15	1,074,229,470	1,517,548,900
152	2. Deductible VAT		25,857,663,626	16,455,096,985
153	3. Taxes and other receivables from State budget	18	661,713,921	659,629,512
200	<b>B. NON-CURRENT ASSETS</b>		<b>59,713,907,877</b>	<b>62,866,750,530</b>
210	<b>I. Long-term receivables</b>		<b>619,886,914</b>	<b>1,453,750,000</b>
216	1. Other long-term receivables	07	619,886,914	1,453,750,000
220	<b>II. Fixed assets</b>		<b>27,656,888,161</b>	<b>31,533,156,929</b>
221	1. Tangible fixed assets	11	21,868,394,087	25,274,447,358
222	- Historical cost		152,581,341,574	152,891,133,550
223	- Accumulated depreciation		(130,712,947,487)	(127,616,686,192)
224	2. Finance lease fixed assets	12	1,181,417,642	1,478,837,450
225	- Historical cost		2,974,198,190	2,974,198,190
226	- Accumulated depreciation		(1,792,780,548)	(1,495,360,740)
227	3. Intangible fixed assets	13	4,607,076,432	4,779,872,121
228	- Historical cost		9,261,423,802	9,261,423,802
229	- Accumulated amortization		(4,654,347,370)	(4,481,551,681)
230	<b>III. Investment properties</b>	14	<b>173,625,530</b>	<b>288,595,761</b>
231	- Historical costs		1,922,357,945	1,838,356,870
232	- Accumulated depreciation		(1,748,732,415)	(1,549,761,109)
240	<b>IV. Long-term assets in progress</b>		<b>4,873,604,417</b>	<b>4,873,604,417</b>
242	1. Construction in progress	10	4,873,604,417	4,873,604,417
260	<b>V. Other long-term assets</b>		<b>26,389,902,855</b>	<b>24,717,643,423</b>
261	1. Long-term prepaid expenses	15	14,257,443,360	13,583,757,547
262	2. Deferred income tax assets	35.a	12,132,459,495	11,133,885,876
270	<b>TOTAL ASSETS</b>		<b>451,368,838,600</b>	<b>531,539,797,951</b>



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024  
(continued)

Code	CAPITAL	Note	31/12/2024 VND	01/01/2024 VND
300	C. LIABILITIES		328,597,688,110	360,576,581,668
310	I. Current liabilities		321,919,254,312	352,261,852,922
311	1. Short-term trade payables	16	165,291,362,742	186,585,958,947
312	2. Short-term prepayment from customers	17	345,406,885	913,401,093
313	3. Taxes and other payables to State budget	18	7,544,737,397	8,209,698,709
314	4. Payables to employees		7,149,214,879	8,524,620,145
315	5. Short-term accrued expenses	19	4,852,078,703	8,390,390,940
318	6. Short-term unearned revenue		59,987,324	61,687,501
319	7. Other short-term payables	20	12,836,477,191	23,305,151,096
320	8. Short-term borrowings and finance lease liabilities	21	123,758,110,782	116,210,062,434
322	9. Bonus and welfare funds		81,878,409	60,882,057
330	II. Non-current liabilities		6,678,433,798	8,314,728,746
337	1. Other long-term payables	20	1,316,854,000	1,602,854,000
338	2. Long-term borrowings and finance lease liabilities	21	348,285,000	1,698,579,948
341	3. Deferred income tax payables	35	5,013,294,798	5,013,294,798
400	D. OWNER'S EQUITY		122,771,150,490	170,963,216,283
410	I. Owner's equity	22	122,771,150,490	170,963,216,283
411	1. Contributed capital		105,300,000,000	105,300,000,000
411a	Ordinary shares with voting rights		105,300,000,000	105,300,000,000
412	2. Share premium		782,715,818	782,715,818
417	3. Exchange rate differences	23	14,760,005,246	14,149,002,516
418	4. Development and investment fund		62,507,094,322	62,487,685,785
421	5. Retained earnings		(70,980,439,093)	(22,297,069,372)
421a	RE accumulated to previous year		(22,412,015,010)	11,264,950,822
421b	RE of the current year		(48,568,424,083)	(33,562,020,194)
429	7. Non - Controlling interests		10,401,774,197	10,540,881,536
440	TOTAL CAPITAL		451,368,838,600	531,539,797,951

Dinh Hoang Phat

Preparer

Ho Chi Minh City, 24 March 2025

Phung Thai Phuong Trang

Chief Accountant

Nguyen Quoc Dung

Director



## CONSOLIDATED STATEMENT OF INCOME

For the fiscal year ended as at 31/12/2024

Code	ITEMS	Note	Year 2024	Year 2023
			VND	VND
01	1. Revenue from sales of goods and rendering of services	25	885,499,684,027	1,062,361,690,247
02	2. Revenue deductions	26	21,813,253,368	14,351,008,644
10	3. Net revenue from sales of goods and rendering of services		863,686,430,659	1,048,010,681,603
11	4. Cost of goods sold	27	718,229,174,100	889,540,379,101
20	5. Gross profit from sales of goods and rendering of services		145,457,256,559	158,470,302,502
21	6. Financial income	28	11,350,039,510	12,499,866,536
22	7. Financial expenses	29	52,701,726,136	53,358,428,356
23	In which: Interest expense		8,704,816,633	13,222,120,755
24	8. Profit or loss of Share of joint ventures and associates		-	-
25	9. Selling expenses	30	127,496,938,714	130,266,305,821
26	10. General administrative expenses	31	26,225,002,135	29,060,515,187
30	11. Net profit from operating activities		(49,616,370,916)	(41,715,080,326)
31	12. Other income	32	5,083,726,078	5,033,813,248
32	13. Other expenses	33	1,409,808,095	1,821,963,684
40	14. Other profit		3,673,917,983	3,211,849,564
50	15. Total net profit before tax		(45,942,452,933)	(38,503,230,762)
51	16. Current corporate income tax expense	34	3,244,247,364	4,195,068,524
52	17. Deferred corporate income tax expense	35	(998,573,619)	(9,563,252,601)
60	18. Profit after corporate income tax		(48,188,126,678)	(33,135,046,685)
61	19. Profit after tax attributable to shareholders of the Parent Company		(48,499,527,359)	(33,481,640,682)
62	20. Profit after tax attributable to Non-controlling interests		311,400,681	346,593,997
70	21. Basic earnings per share	36	(4,606)	(3,180)

Dinh Hoang Phat

Preparer

Ho Chi Minh City, 24 March 2025

Phung Thai Phuong Trang

Chief Accountant

Nguyen Quoc Dung

Director





## CONSOLIDATED STATEMENT OF CASH FLOWS

For the fiscal year ended as at 31/12/2024

(Under indirect method)

Code	ITEMS	Note	Year 2024 VND	Year 2023 VND
	<b>I. CASH FLOWS FROM OPERATING ACTIVITIES</b>			
01	1. Profit before tax		(45,942,452,933)	(38,503,230,762)
	2. Adjustments for			
02	- Depreciation and amortization of fixed assets and investment properties		4,901,925,518	5,775,321,401
03	- Provisions		3,566,295,620	8,324,082,833
04	- Exchange gains/ losses from retranslation of monetary items denominated in foreign currency		419,044,631	(2,234,550,023)
05	- Gains/ losses from investment activities		(310,747,227)	(162,295,907)
06	- Interest expense		8,704,816,633	13,222,120,755
08	3. Operating profit before changes in working capital		(28,661,117,758)	(13,578,551,703)
09	- Increase/ decrease in receivables		96,146,304,970	(56,994,439,225)
10	- Increase/ decrease in inventories		(34,899,994,236)	174,288,139,487
11	- Increase or decrease in payables (excluding interest payable/ corporate income tax payable)		(31,126,719,010)	23,927,307,879
12	- Increase/ decrease in prepaid expenses		(695,055,175)	(693,699,945)
14	- Interest paid		(8,716,711,807)	(13,384,032,607)
15	- Corporate income tax paid		(4,414,134,854)	(6,907,551,088)
17	- Other payments on operating activities		(227,381,493)	(6,646,951,328)
20	Net cash flow from operating activities		(12,594,809,363)	100,010,221,470
	<b>II. CASH FLOWS FROM INVESTING ACTIVITIES</b>			
21	1. Purchase or construction of fixed assets and other long-term assets		(358,000,000)	(2,836,243,526)
22	2. Proceeds from disposals of fixed assets and other long-term assets		295,272,727	177,991,274
23	3. Lendings and purchase of debt instruments from other entities		(5,250,000,000)	-
27	4. Interest and dividend received		47,665,194	45,734,771
30	Net cash flow from investing activities		(5,265,062,079)	(2,612,517,481)
	<b>III. CASH FLOWS FROM FINANCING ACTIVITIES</b>			
33	1. Proceeds from borrowings		482,414,302,657	515,238,594,075
34	2. Repayment of principal		(475,767,397,849)	(593,654,032,693)
35	3. Repayment of financial principal		(449,151,408)	(565,763,856)
36	4. Dividends or profits paid to owners		(7,259,373,685)	(11,915,294,065)
40	Net cash flow from financing activities		(1,061,620,285)	(90,896,496,539)
50	Net cash flows in the year		(18,921,491,727)	6,501,207,450

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the fiscal year ended as at 31/12/2024  
(Under indirect method)

Code ITEMS	Note	Year 2024	Year 2023
		VND	VND
60 Cash and cash equivalents at the beginning of the year		24,814,475,638	25,464,897,980
61 Effect of exchange rate fluctuations		778,151,334	(7,151,629,792)
70 Cash and cash equivalents at the end of the year	3	<u>6,671,135,245</u>	<u>24,814,475,638</u>

*[Signature]*

*[Signature]*



Dinh Hoang Phat

Preparer

Ho Chi Minh City, 24 March 2025

Phung Thai Phuong Trang

Chief Accountant

Nguyen Quoc Dung

Director



## **SEPARATE FINANCIAL STATEMENTS**

### **SAIGON PLANT PROTECTION JOINT STOCK COMPANY**

for the fiscal year ended as at 31/12/2024

(audited)



## REPORT OF THE BOARD OF MANAGEMENT

The Board of Management of Saigon Plant Protection Joint Stock Company ("the Company") presents its report and the Company's Separate Financial Statements for the fiscal year ended as at 31/12/2024.

### THE COMPANY

Saigon Plant Protection Joint Stock Company which was established and operating under the Enterprise registration certificate of joint stock company No. 0300632232 issued by Ho Chi Minh City Department of Planning and Investment for the first time on 14 June 2008, 9th re-registered on 13 September 2023.

The Company's head office is located at: Quarter 1, Nguyen Van Quy street, Tan Thuan Dong ward, District 7, Ho Chi Minh City.

### BOARD OF DIRECTORS, BOARD OF MANAGEMENT AND BOARD OF SUPERVISION

The members of the Board of Directors during the year and to the reporting date are:

Mr. Vo Anh Tung	Chairman
Mr. Tong Xuan Phu	Vice Chairman
Mr. Nguyen Quoc Dung	Member
Mr. Vo Van Nghi	Member
Mr. Huynh Chi Quyen	Member

The members of the Board of Management during the year and to the reporting date are:

Mr. Nguyen Quoc Dung	Director
Mr. Dieu Quang Trung	Vice Director
Mrs. Bui Thi Anh Tuyet	Vice Director

The members of the Board of Supervision are:

Mr. Tran Dinh Vu	Head of the Board of Supervision
Mrs. Do Thi Kim Anh	Member
Mr. Huynh Van Hai	Member

### LEGAL REPRESENTATIVE

The legal representative of the Company during the year and as of the date of preparation of this Financial Statements is Mr. Nguyen Quoc Dung – Director.

### AUDITORS

The auditors of AASC Auditing Firm Company Limited have taken the audit of the Separate Financial Statements for the Company.

### STATEMENT OF THE BOARD OF MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE SEPARATE FINANCIAL STATEMENTS

The Board of Management is responsible for the Separate Financial Statements which give a true and fair view of the financial position of the Company, its operating results and its cash flows for the year. In preparing those Separate Financial Statements, the Board of Management is required to:

**Saigon Plant Protection Joint Stock Company**

Quarter 1, Nguyen Van Quy street, Tan Thuan Dong ward, District 7, Ho Chi Minh City

- Establish and maintain an internal control system which is determined necessary by the Board of Management and the Board of Directors to ensure the preparation and presentation of the Separate Financial Statements do not contain any material misstatement caused by errors or frauds;
- Select suitable accounting policies and then apply them consistently;
- Make judgments 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;
- Prepare and present the Separate Financial Statements on the basis of compliance with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to the preparation and presentation of Separate Financial Statements;
- Prepare the Separate Financial Statements on going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Board of Management is responsible for ensuring that accounting records are kept to reflect the financial position of the Company, with reasonable accuracy at anytime and to ensure that the Separate Financial Statements comply with the current State's regulations. It is responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Board of Management confirms that the Separate Financial Statements give a true and fair view of the financial position as at 31 December 2024, its operation results and cash flows for the fiscal year then ended of the Company in accordance with the Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to the preparation and presentation of Separate Financial Statements.

**Other commitments**

The Board of Management pledges that the Company complies with the Decree No. 155/2020/ND-CP dated 31/12/2020 on detailing and guiding the implementation of a number of articles of the Law on Securities and the Company does not violate the obligations of information disclosure in accordance with the regulations of the Circular No. 96/2020/TT-BTC dated 16/11/2020 issued by the Ministry of Finance guiding the disclosure of information on Securities Market and the Circular No. 68/2024/TT-BTC dated 18/09/2024 issued by the Ministry of Finance amending and supplementing some articles of the Circular No. 96/2020/TT-BTC.

On behalf of the Board of Management



**Nguyen Quoc Dung**

Director

Ho Chi Minh City, 24 March 2025





**INDEPENDENT AUDITORS' REPORT**

To: Shareholders, the Board of Directors and the Board of Management  
Saigon Plant Protection Joint Stock Company

We have audited the accompanying Separate Financial Statements of Saigon Plant Protection Joint Stock Company prepared on 24 March 2025 from page 05 to 44 including: Separate Statement of Financial Position as at 31 December 2024, Separate Statement of Income, Separate Statement of Cash Flows for the fiscal year then ended and Notes to the Separate Financial Statements.

**The Board of Management's responsibility**

The Board of Management responsible for the preparation and presentation of the Separate Financial Statements that give a true and fair view in accordance with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to preparation and presentation of Financial Statements and for such internal control as the Board of 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 standards and ethical requirements, 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 auditor considers internal control relevant to the entity's preparation and presentation of the Separate Financial Statements that give a true and fair view 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 Board of General Directors, 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 opinion.

**Auditors' opinion**

In our opinion, the Separate Financial Statements give a true and fair view, in all material respects, of the financial position of Saigon Plant Protection Joint Stock Company as at 31 December 2024, its operating results and its cash flows for the fiscal year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to preparation and presentation of Financial Statements.

**AASC Auditing Firm Company Limited**



Ngo Minh Quy  
Deputy General Director  
Certificate of registration to audit practice  
No.: 2434-2023-002-1

*Ho Chi Minh City, 24 March 2025*

Pham Van Sang  
Auditor  
Certificate of registration to audit practice  
No.: 3864-2025-002-1



## SEPARATE STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

Code	ASSETS	Note	31/12/2024 VND	01/01/2024 VND
100	<b>A. CURRENT ASSETS</b>		<b>359,001,193,106</b>	<b>416,214,264,797</b>
110	<b>I. Cash and cash equivalents</b>	03	<b>2,458,209,091</b>	<b>17,527,415,971</b>
111	1. Cash		2,458,209,091	17,527,415,971
120	<b>II. Short-term financial investments</b>	04	<b>5,250,000,000</b>	
123	1. Held-to-maturity investments		5,250,000,000	
130	<b>II. Short-term receivables</b>		<b>132,784,243,153</b>	<b>227,251,941,312</b>
131	1. Short-term trade receivables	05	171,085,042,508	262,384,891,867
132	2. Short-term prepayments to suppliers	06	1,453,856,148	1,603,404,773
136	3. Other short-term receivables	07	1,470,922,718	3,763,868,016
137	4. Provision for short-term doubtful debts	08	(41,225,578,221)	(40,500,223,344)
140	<b>III. Inventories</b>	09	<b>196,301,903,811</b>	<b>157,304,099,980</b>
141	1. Inventories		206,095,581,101	164,663,003,873
149	2. Provision for devaluation of inventories		(9,793,677,290)	(7,358,903,893)
150	<b>IV. Other short-term assets</b>		<b>22,206,837,051</b>	<b>14,130,807,534</b>
151	1. Short-term prepaid expenses	13	760,411,114	1,267,472,574
152	2. Deductible VAT		20,793,964,807	12,210,873,830
153	3. Taxes and other receivables from State budget	16	652,461,130	652,461,130
200	<b>B. NON-CURRENT ASSETS</b>		<b>62,609,832,137</b>	<b>63,594,488,467</b>
210	<b>I. Long-term receivables</b>		<b>619,886,914</b>	<b>603,750,000</b>
216	1. Other long-term receivables	07	619,886,914	603,750,000
220	<b>II. Fixed assets</b>		<b>20,385,548,475</b>	<b>23,249,554,551</b>
221	1. Tangible fixed assets	10	16,694,875,023	19,175,218,974
222	- Historical cost		132,174,686,599	132,668,693,490
223	- Accumulated depreciation		(115,479,811,576)	(113,493,474,516)
224	2. Finance lease fixed assets	11	1,181,417,642	1,478,837,450
225	- Historical cost		2,974,198,190	2,974,198,190
226	- Accumulated depreciation		(1,792,780,548)	(1,495,360,740)
227	3. Intangible fixed assets	12	2,509,255,810	2,595,498,127
228	- Historical cost		4,317,451,250	4,317,451,250
229	- Accumulated amortization		(1,808,195,440)	(1,721,953,123)
240	<b>III. Long-term assets in progress</b>		<b>738,027,335</b>	<b>738,027,335</b>
242	1. Construction in progress		738,027,335	738,027,335
250	<b>IV. Long-term financial investments</b>	4	<b>15,891,391,939</b>	<b>15,891,391,939</b>
251	1. Investments in subsidiaries		35,223,629,691	35,223,629,691
254	2. Provision for devaluation of long-term investments		(19,332,237,752)	(19,332,237,752)
260	<b>V. Other long-term assets</b>		<b>24,974,977,474</b>	<b>23,111,764,642</b>
261	1. Long-term prepaid expenses	13	13,791,711,140	12,962,992,321
262	2. Deferred income tax assets	32.a	11,183,266,334	10,148,772,321
270	<b>TOTAL ASSETS</b>		<b>421,611,025,243</b>	<b>479,808,753,264</b>

## SEPARATE STATEMENT OF FINANCIAL POSITION

As at 31 December 2024  
(continued)

Code	CAPITAL	Note	31/12/2024 VND	01/01/2024 VND
300	C. LIABILITIES		312,172,901,716	324,920,815,757
310	I. Current liabilities		310,507,762,716	321,679,381,809
311	1. Short-term trade payables	14	161,692,980,065	176,731,519,814
312	2. Short-term prepayments from customers	15	345,406,885	898,709,683
313	3. Taxes and other payables to State budget	16	6,373,484,055	5,924,540,460
314	4. Payables to employees		4,041,965,462	4,718,630,173
315	5. Short-term accrued expenses	17	4,847,521,823	8,376,378,633
319	6. Other short-term payables	18	11,932,093,644	21,803,356,678
320	7. Short-term borrowings and finance lease liabilities	19	121,258,110,782	103,226,246,368
322	8. Bonus and welfare funds		16,200,000	-
330	II. Non-current liabilities		1,665,139,000	3,241,433,948
337	1. Other long-term payables	18	1,316,854,000	1,542,854,000
338	2. Long-term borrowings and finance lease liabilities	19	348,285,000	1,698,579,948
400	D. OWNER'S EQUITY		109,438,123,527	154,887,937,507
410	I. Owner's equity	20	109,438,123,527	154,887,937,507
411	1. Contributed capital		105,300,000,000	105,300,000,000
411a	Ordinary shares with voting rights		105,300,000,000	105,300,000,000
412	2. Share premium		782,715,818	782,715,818
418	3. Development and investment fund		61,887,185,876	61,887,185,876
421	4. Retained earnings		(58,531,778,167)	(13,081,964,187)
421a	RE accumulated to the previous year		(13,110,964,187)	21,875,115,173
421b	RE of the current year		(45,420,813,980)	(34,957,079,360)
440	TOTAL CAPITAL		421,611,025,243	479,808,753,264

Dinh Hoang Phat  
Preparer

Ho Chi Minh City, 24 March 2025

Phung Thai Phuong Trang  
Chief Accountant

Nguyen Quoc Dung  
Director





**SEPARATE STATEMENT OF INCOME**  
*for the fiscal year ended as at 31/12/2024*

Code	ITEMS	Note	Year 2024	Year 2023
			VND	VND
01	1. Revenue from sales of goods and rendering of services	22	504,240,996,956	616,892,650,766
02	2. Revenue deductions	23	16,951,561,905	2,728,399,472
10	3. Net revenue from sales of goods and rendering of services		487,289,435,051	614,164,251,294
11	4. Cost of goods sold	24	409,136,952,134	532,063,384,939
20	5. Gross profit from sales of goods and rendering of services		78,152,482,917	82,100,866,355
21	6. Financial income	25	15,489,636,087	21,551,271,907
22	7. Financial expenses	26	28,027,220,701	26,524,006,175
23	<i>In which: Interest expense</i>		8,057,252,981	11,872,237,282
25	8. Selling expenses	27	92,696,110,527	99,848,784,120
26	9. General administrative expenses	28	22,285,708,975	24,973,400,392
30	10. Net profit from operating activities		(49,366,921,199)	(47,694,052,425)
31	11. Other income	29	3,619,502,737	4,275,745,823
32	12. Other expenses	30	707,889,531	1,687,545,079
40	13. Other profit		2,911,613,206	2,588,200,744
50	14. Total profit before tax		(46,455,307,993)	(45,105,851,681)
51	15. Current corporate income tax expense	31	-	-
52	16. Deferred corporate income tax expense	32	(1,034,494,013)	(10,148,772,321)
60	17. Profit after corporate income tax		(45,420,813,980)	(34,957,079,360)

Dinh Hoang Phat

Preparer

Ho Chi Minh City, 24 March 2025

Phung Thai Phuong Trang

Chief Accountant

Nguyen Quoc Dung

Director



## SEPARATE STATEMENT OF CASH FLOWS

for the fiscal year ended as at 31/12/2024  
(Under direct method)

Code	ITEMS	Note	Year 2024 VND	Year 2023 VND
<b>I. CASH FLOWS FROM OPERATING ACTIVITIES</b>				
01	1. Proceeds from sales of goods and rendering of services and other revenue		591,424,255,794	568,888,800,912
02	2. Cash paid to suppliers		(492,360,207,598)	(381,588,408,531)
03	3. Cash paid to employees		(57,004,450,273)	(54,348,082,766)
04	4. Interest paid		(8,055,372,728)	(12,001,314,334)
06	5. Other receipts from operating activities		14,648,232,237	16,561,443,544
07	6. Other payments on operating activities		(77,328,998,292)	(67,670,661,120)
20	<i>Net cash flow from operating activities</i>		<i>(28,676,540,860)</i>	<i>69,841,777,705</i>
<b>II. CASH FLOWS FROM INVESTING ACTIVITIES</b>				
21	1. Purchase or construction of fixed assets and other long-term assets		(95,000,000)	(687,866,560)
22	2. Proceeds from disposals of fixed assets and other long-term asset		213,454,545	4,727,273
23	3. Lendings and purchase of debt instruments from other entities		(5,250,000,000)	-
27	4. Interest and dividend received		8,747,603,219	14,465,895,432
30	<i>Net cash flow from investing activities</i>		<i>3,616,057,764</i>	<i>13,782,756,145</i>
<b>III. CASH FLOWS FROM FINANCING ACTIVITIES</b>				
33	1. Proceeds from borrowings		300,016,065,883	272,974,729,667
34	2. Repayment of principal		(282,885,345,009)	(348,967,930,312)
35	3. Repayment of financial principal		(449,151,408)	(565,763,856)
36	4. Dividends or profits paid to owners		(6,892,809,685)	(11,740,415,285)
40	<i>Net cash flow from financing activities</i>		<i>9,788,759,781</i>	<i>(88,299,379,786)</i>
50	<i>Net cash flows in the year</i>		<i>(15,271,723,315)</i>	<i>(4,674,845,936)</i>
60	<i>Cash and cash equivalents at the beginning of the year</i>		<i>17,527,415,971</i>	<i>21,620,808,928</i>
61	<i>Effect of exchange rate fluctuations</i>		<i>202,516,435</i>	<i>581,452,979</i>
70	<i>Cash and cash equivalents at the end of the year</i>	03	<i>2,458,209,091</i>	<i>17,527,415,971</i>

Dinh Hoang Phat

Preparer

Ho Chi Minh City, 24 March 2025

Phung Thai Phuong Trang

Chief Accountant

Nguyen Quoc Dung

Director



DRAFT

## PROPOSAL

Re: Payment of Remuneration and Bonuses for the Board of Directors  
and Supervisory Board

To: The Annual General Meeting of Shareholders 2025

- According to the Resolution of the 2024 Annual General Meeting of Shareholders;
- According to the Audited 2024 Financial Statements of the Company;
- According to the Charter on Organization and Operations of Saigon Plant Protection Joint Stock Company.

The Board of Directors of Saigon Plant Protection Joint Stock Company hereby reports and submits to the General Meeting of Shareholders for consideration and approval of the remuneration payment for the BOD and Supervisory Board as follows:

### 1. Report on Remuneration Payment for the BOD and Supervisory Board in 2024

In 2024, the Company's business performance was ineffective (incurred losses). Based on the Resolution of the 2024 Annual General Meeting of Shareholders, the Company did not pay remuneration to members of the Board of Directors and the Supervisory Board. The Company only paid salaries to the Vice Chairman of the Board of Directors and the Head of the Supervisory Board as full-time positions.

### 2. Remuneration Payment Plan for the BOD and Supervisory Board in 2025

In 2025, the Board of Directors will consist of 05 members, and the Supervisory Board will consist of 03 members. The proposed remuneration for 2025 is as follows:

Chairman of the Board of Directors:	5.000.000 VND/month
Vice Chairman of the Board of Directors:	full-time salary
Member of the Board of Directors:	3.000.000 VND/month
Head of the Supervisory Board:	full-time salary
Member of the Supervisory Board:	2.000.000 VND/month

*Note: If the Company's business performance in 2025 remains ineffective (incurs losses), no remuneration will be paid to the BOD and Supervisory Board.*

The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for voting and approval.

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



SAIGON AGRICULTURE  
INCORPORATION  
SAIGON PLANT PROTECTION  
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

No: /TTr-BVTVSG-BKS

*Ho Chi Minh City, April ,2025*

Re: Selection of an independent auditing firm

DRAFT

**PROPOSAL**

To: - The General Meeting of Shareholders

According to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Company's Charter

The Supervisory Board respectfully submits to the General Meeting of Shareholders the selection of an independent auditing firm to conduct the audit of the Company's financial statements for the year 2025 as follows:

**1. Criteria for selecting an independent auditing firm:**

- A reputable independent auditing firm that legally operates in Vietnam and is approved by the State Securities Commission and the Ministry of Finance to audit public companies and listed organizations.
- A team of auditors with integrity, high ethical standards, expertise, and extensive experience to ensure the quality of the financial statement audit.
- Reasonable audit costs that align with the content, scope, and timeline of the audit as required by the Company.

**2. List of proposed auditing firms:**

- AASC Auditing Firm Company Limited
- Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS)
- AFC Audit Viet Nam Company Ltd.

**3. Proposal of the Supervisory Board:**

- The General Meeting of Shareholders is requested to approve the selection criteria and the list of proposed auditing firms mentioned above.
- The General Meeting of Shareholders is requested to authorize the Board of Directors to select one of the auditing firms from the proposed list based on the recommendation of the Supervisory Board.

The Supervisory Board respectfully submits this proposal for consideration and approval by the General Meeting of Shareholders.

Respectfully!

**On behalf of the Supervisory Board  
Head of Supervisory Board**

**Tran Dinh Vu**



## VOTING BALLOT

Shareholder:

Shareholder code:

Total shares owned and represented:

After reviewing the proposals from the Board of Directors, I cast my votes on the following matters:

**Matter 1: Approval of the Report on the activities of the Board of Directors in 2024 and the 2025 plan**

☐ Agree

☐ Disagree

☐ No Opinion

**Matter 2: Approval of the Report on business performance in 2024 and business plan for 2025 of Executive Board**

☐ Agree

☐ Disagree

☐ No Opinion

**Matter 3: Approval of the Report on the activities of the Supervisory Board in 2024 and the 2025 plan**

☐ Agree

☐ Disagree

☐ No Opinion

**Matter 4: Approval of the 2024 Audited Financial Statements, 2024 Profit Distribution, and 2025 Profit Distribution Plan**

☐ Agree

☐ Disagree

☐ No Opinion

**Matter 5: Approval of Remuneration and Bonuses for the BoD and the Supervisory Board in 2024 and the Remuneration and Bonus Plan for 2025**

☐ Agree

☐ Disagree

☐ No Opinion

**Matter 6: Approval of the Selection of the Auditor for the 2025 Financial Statements**

☐ Agree

☐ Disagree

☐ No Opinion

Ho Chi Minh City, April 25<sup>th</sup>, 2025

**Shareholder** (*sign*)

**SAIGON PLANT PROTECTION  
JOINT STOCK COMPANY**

No: /NQ-DHDCD

**THE SOCIALIST REPUBLIC OF VIETNAM**

*Independence - Freedom – Happiness*

*Ho Chi Minh City, April 25<sup>th</sup>, 2025*

**DRAFT**

## **RESOLUTION**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS SAIGON PLANT PROTECTION JOINT STOCK COMPANY**

*According to:*

*The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*The Charter of Organization and Operation of Saigon Plant Protection Joint Stock Company;*

*The Minutes of the 2025 Annual General Meeting of Shareholders of Saigon Plant Protection Joint Stock Company dated April 26, 2025.*

### **RESOLUTION:**

#### **Article 1. Business Performance in 2024 and Business Plan for 2025**

The General Meeting approved the reports from the Board of Directors and the Executive Board as follows:

##### **❖ Business performance in 2024 (Consolidated report):**

*Unit: VND*

No.	Items	Unit	Year 2023	Year 2024		Rates	
				2024 Plan	2024 Actual	% Actual/Plan	% 2024/2023
1	Production value	1.000 vnd	410,820,042	492,367,231	367,002,698	74.54%	89.33%
2	Production output	Ton	4,529	5,428	4,633	85.35%	102.30%
3	Total revenue	1.000 vnd	1,065,544,361	1,206,185,000	880,120,197	72.97%	82.60%
	<i>Net revenue</i>	<i>1.000 vnd</i>	<i>1,048,010,681</i>	<i>1,197,800,000</i>	<i>863,686,431</i>	<i>72.11%</i>	<i>82.41%</i>
	<i>Financial revenue</i>	<i>1.000 vnd</i>	<i>12,499,867</i>	<i>5,151,000</i>	<i>11,350,040</i>	<i>220.35%</i>	<i>90.80%</i>
	<i>Other income</i>	<i>1.000 vnd</i>	<i>5,033,813</i>	<i>3,234,000</i>	<i>5,083,726</i>	<i>157.20%</i>	<i>100.99%</i>
4	Total expenses	1.000 vnd	1,104,047,592	1,175,400,000	926,081,649	78.79%	83.88%
5	Total profit before tax	1.000 vnd	-38,503,231	22,400,000	-45,942,452		
6	Net profit after tax	1.000 vnd	-33,135,047	21,920,000	-48,188,127		
7	Charter capital	1.000 vnd	105,300,000	105,300,000	105,300,000	100.00%	100.00%
8	Net profit after tax/charter capital ratio	%	-31%	21%	-45%		

❖ ***Business plan for 2025 (Consolidated report):***

*Unit: VND*

No.	Items	Unit	2024 Actual	2025 Plan	2025 Plan /2024 Actual
1	Production value	1.000 vnd	367,002,698	405,000,000	110.35%
2	Production output	Ton	4,633	5,400	116.56%
3	Net revenue	1.000 vnd	863,686,431	936,807,495	108.47%
4	Profit before tax	1.000 vnd	-45,942,453	10,000,000	
5	Profit after tax	1.000 vnd	-48,188,127	8,000,000	
	Profit after tax of the Parent company		-48,499,527	7,900,000	
6	Net profit margin on Owner's equity contribution	%		7.6%	
7	Budget Contribution	1.000 vnd	23,631,759	25,000,000	105.79%

❖ ***Business plan for 2025 (Separate report):***

*Unit: VND*

No.	Items	Unit	2024 Actual	2025 Plan	2025 Plan /2024 Actual
1	Production value	1.000 vnd	367,002,698	405,000,000	110.35%
2	Production output	Ton	4,633	5,400	116.56%
3	Net revenue	1.000 vnd	487,289,435	504,935,337	103.62%
4	Profit before tax	1.000 vnd	-46,455,308	8,600,000	
5	Profit after tax	1.000 vnd	-45,420,814	6,880,000	
6	Net profit margin on Owner's equity contribution	%		6.53%	
7	Budget Contribution	1.000 vnd	16,200,000	16,000,000	98.77%

**Article 2. Approval of the Supervisory Board's Report:**

The General Meeting approved the Supervisory Board's report for 2024 and the plan for 2025.

**Article 3. Approval of the 2024 Audited Financial Statements, 2024 Profit Distribution, and 2025 Profit Distribution Plan:**

❖ ***The 2024 Audited Financial Statements.***

–Approval of the 2024 Consolidated financial statements audited by AASC Auditing Firm Co., Ltd., as stated in Independent Audit Report No. 240325.004/BCTC.HCM, dated March 24, 2025.

–Approval of the 2024 Separate financial statements audited by AASC Auditing Firm Co., Ltd., as stated in Independent Audit Report No. 240325.003/BCTC.HCM, dated March 24, 2025.

*In case any arising issues affect the financial statements, the Board of Directors shall review and direct adjustments in accordance with regulations.*

❖ ***The 2024 Profit Distribution and the 2025 Profit Distribution Plan***

– The 2024 Profit distribution: (According to separate financial statements)

No.	Items	Amount (VND)	Notes
1	Remaining retained earnings from 2023 and prior years	-13,110,964,187	
2	Profit after tax for 2024	-45,420,813,980	
3	Allocation to Development Investment Fund	0	
4	Allocation to Bonus and Welfare Fund	0	
5	Retained earnings at the end of 2024 (1) + (2) – (3) – (4)	-58,531,778,167	
6	Dividend payment	0	<b><i>No dividend distribution</i></b>
7	Final retained earnings	-58,531,778,167	

– The 2025 Profit distribution plan:

No.	Items	Amount (VND)	Notes
1	Profit after tax	6.880.000.000	
2	Allocation to Development Investment Fund	0	<i>No allocation</i>
3	Allocation to Bonus and Welfare Fund (10% )	0	<i>No allocation</i>
4	Dividend payment	0	<b><i>No dividend distribution</i></b>
5	Remaining profit used to offset the 2024 losses	6.880.000.000	

**Article 4. Approval of Remuneration and Bonuses for the BoD and the Supervisory Board in 2024 and the Remuneration and Bonus Plan for 2025**

❖ ***Payment of remuneration for the Board of Directors and the Supervisory Board in 2024***

In 2024, due to the company's ineffective business performance (loss), based on the resolution of the 2024 Annual General Meeting of Shareholders, the company did not pay remuneration to members of the Board of Directors and the Supervisory Board. The company only paid salaries to the Vice Chairman of the Board of Directors and the Head of the Supervisory Board as full-time positions.

❖ ***Remuneration for the Board of Directors and the Supervisory Board in 2025:***

In 2025, the Board of Directors will consist of 05 members, and the Supervisory Board will consist of 03 members. The proposed remuneration for 2025 is as follows:

- Chairman of the Board of Directors : 5.000.000 vnd/month
- Vice chairman of Board of Directors : full-time salary
- Member of Board of Directors : 3.000.000 vnd/month
- Head of Supervisory Board : full-time salary
- Member of Supervisory Board : 2.000.000 vnd/month

**Note:** *If the company's business performance in 2025 is ineffective (loss), no remuneration will be paid to the BOD and Supervisory Board.*

**Article 5. Approval of the Selection of the Auditor for the 2025 Financial Statements:**

❖ Approval of the criteria for selecting an auditing firm as presented by the Supervisory Board.

❖ Authorization for the Board of Directors to decide on the auditing firm based on the Supervisory Board's proposal and delegation of authority to the Company's General Director to sign the contract for the 2025 financial statement audit services.

**Article 6. Approval.**

**Article 7. This resolution takes effect from April 25, 2025.**

The Board of Directors is responsible for publishing this resolution on the Company's website ([www.spchcmc.com.vn](http://www.spchcmc.com.vn)) in compliance with legal regulations.

**Article 8. Responsibility for Dissemination and Implementation**

The General Meeting of Shareholders assigns the Board of Directors, the Supervisory Board, and the Executive Board to be responsible for disseminating, thoroughly understanding, implementing, and overseeing the execution of this resolution.

***Recipients:***

- *Company shareholders;*
- *BoD, Supervisory Board, Executive Board;*
- *Saigon Agriculture Incorporation "for reporting";*
- *Hanoi Stock Exchange;*
- *State Securities Commission of Vietnam;*
- *Heads of Departments;*
- *Filed: Administrative Office and Archives.*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Vo Anh Tung**



SINCE 1989

## **SAIGON PLANT PROTECTION JOINT STOCK COMPANY**

RQ 1, Nguyen Van Quy St.,  
Tan Thuan Dong Ward, District 7, HCM City  
TEL: (+84.28) 3873 3295 - 3873 1149 - FAX: (+84.28) 3873 3003

---