Legion Consortium Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2129)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

The board (the "**Board**") of Directors (the "**Directors**") of Legion Consortium Limited (the "**Company**") is pleased to present the audited consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2024 together with comparative figures for the corresponding period for the year ended 31 December 2023 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Note	**2024**	2023
		S$	S$
Revenue	4	**66,127,480**	60,481,361
Cost of services		**(45,261,704)**	(41,313,793)
Gross profit		**20,865,776**	19,167,568
Other income	5	**1,460,154**	1,148,516
Other gains, net	6	**278,220**	159,429
Selling expense		**(207,359)**	(198,358)
Administrative expenses		**(15,913,790)**	(15,051,605)
Impairment gains and losses (including reversals of impairment losses) on financial assets		**3,049**	18,510
Finance costs	7	**(540,707)**	(753,241)
Profit before tax	8	**5,945,343**	4,490,819
Income tax expense	9	**(903,775)**	(1,047,975)
Profit and other comprehensive income for the year		**5,041,568**	3,442,844
Attributable to:			
Equity shareholders of the Company		**5,024,359**	3,426,958
Non-controlling interests		**17,209**	15,886
Profit and other comprehensive income for the year		**5,041,568**	3,442,844
Basic and diluted earnings per share (S$ cents)	11	**0.40**	0.27

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	Note	**2024**	2023
		S$	S$
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	12	**35,492,408**	21,387,751
Investment properties		**3,267,231**	3,456,372
Intangible assets		**2,283,719**	2,410,478
Deposits and other receivables	14	**393,703**	2,446,799
		41,437,061	29,701,400
Current assets			
Trade receivables	13	**15,506,508**	12,296,087
Other receivables, deposits and prepayments	14	**5,648,919**	2,270,948
Amounts due from related parties	15	**10,831**	8,038
Pledged deposits		**350,000**	350,000
Fixed deposits with maturity of over three months		**1,195,424**	4,042,938
Bank balances and cash		**14,471,271**	22,794,266
		37,182,953	41,762,277
Current liabilities			
Trade and other payables	16	**5,056,143**	3,258,766
Amounts due to related parties	15	**348,981**	315,094
Bank borrowings		**—**	45,311
Lease liabilities		**11,614,622**	7,599,394
Income tax payable		**895,130**	921,082
		17,914,876	12,139,647
Net current assets		**19,268,077**	29,622,630
Total assets less current liabilities		**60,705,138**	59,324,030

	Note	2024	2023
		S$	S$
Non-current liabilities			
Other payables	16	**1,314,064**	1,104,208
Bank borrowings		**—**	451,173
Lease liabilities		**3,518,182**	7,428,424
Provisions		**230,706**	230,706
Deferred tax liabilities		**1,006,519**	515,420
		6,069,471	9,729,931
Net assets		**54,635,667**	49,594,099
EQUITY			
Share capital		**2,133,905**	2,133,905
Reserves		**51,542,309**	46,517,950
Total equity attributable to shareholders of the Company		**53,676,214**	48,651,855
Non-controlling interests		**959,453**	942,244
Total equity		**54,635,667**	49,594,099

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

1 GENERAL

The Company was incorporated and registered as an exempted company in the Cayman Islands with limited liability on 20 June 2018 and its registered office is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The Company was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Companies Ordinance**") on 3 August 2018 and the principal place of business in Hong Kong and Singapore is at Unit 1307A, 13/F, Two Harbourfront 22 Tak Fung Street, Hunghom Kowloon, Hong Kong and 7 Keppel Road, #03-20/21/22/23/24 Tanjong Pagar Complex, Singapore respectively. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 13 January 2021 ("**Listing date**").

The Company is an investment holding company and the principal activities of its operating subsidiaries are provision of trucking services, freight forwarding services and value added transport services.

The consolidated financial statements are approved by the Board of Directors of the Company on 27 March 2025.

2 BASIS OF PREPARATION

These consolidated financial statements have been prepared based on the accounting policies which conform with IFRS Accounting Standards ("**IFRSs**"), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("**IASs**") and Interpretations issued by the International Accounting Standard Board ("**IASB**"), and the disclosure requirements of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). They have been prepared under the historical cost convention. These consolidated financial statements are presented in Singapore dollars ("**S$**").

3. ADOPTION OF NEW AND REVISED STANDARDS

New and amended IFRSs that are effective for the current year

The Group has applied the following amendments to IFRSs to these financial statements for the current accounting period:

Amendments to IAS 1	*Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants*
Amendments to IAS 7 and IFRS 7	*Supplier Finance Arrangements*
Amendments to IFRS 16	*Lease Liability in a Sale and Leaseback*

Except as described below, the application of the amendments to IFRSs in the current year has had no material impact on the Group's financial position and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

– specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that;

  • the classification should not be affected by management intentions or expectations to settle the liability within twelve months; and

  • if the right is conditional on the compliance with covenants, the right exists if the conditions are met on or before the end of the reporting period, even if the lender does not test compliance until a later date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

– clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 Financial Instruments: Presentation ("**IAS 32**").

The amendments also specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classifies liabilities arising from loan arrangements as non-current when the entity's right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period. The disclosure includes information about the covenants, the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The amendments have no material impact on the consolidated financial statements for the current and prior years.

Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements

The amendments add a disclosure objective to IAS 7 Statement of Cash Flows stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 Financial Instruments: Disclosures was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk.

The amendments provide transition relief by not requiring disclosure of comparative information in the first year of application, and also not requiring disclosure of specified opening balances.

The amendments have no material impact on the Group's consolidated financial statements for the current year.

Amendments to IFRS 16 Lease Liability in a Sale and Leaseback

The amendments add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements of IFRS 15 Revenue from Contracts with Customers to be accounted for as a sale. The amendments require a seller-lessee to determine "lease payments" or "revised lease payments" such that the seller-lessee would not recognise a gain or loss that relates to the right of use retained by the seller-lessee. The amendments also clarify that applying the requirements does not prevent the seller-lessee from recognising in profit or loss any gain or loss relating to subsequent partial or full termination of a lease.

The amendments have no material impact on the consolidated financial statements for the current and prior years.

New and revised IFRS Accounting Standards in issue but not yet effective

At the date of authorisation of these consolidated financial statements, the Group has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective:

Amendments to IAS 21	*Lack of Exchangeability*[1]
Amendments to IFRS 9 and IFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*[2]
Amendments to IFRS 9 and IFRS 7	*Contracts Referencing Nature-dependent Electricity*[2]
Annual improvements to IFRS Accounting Standards 2024	*Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7*[2]
IFRS 18 and consequential amendments to other IFRSs	*Presentation and Disclosure in Financial Statements*[3]
IFRS 19	*Subsidiaries without Public Accountability: Disclosures*[3]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]

1 Effective for annual periods beginning on or after 1 January 2025

2 Effective for annual periods beginning on or after 1 January 2026

3 Effective for annual periods beginning on or after 1 January 2027

4 Effective for annual periods beginning on or after a date to be determined

4 REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable from provision of trucking services, freight forwarding services and value added transport services by the Group to external customers, also represents the revenue from contracts with customers. This is consistent with the revenue information that is disclosed for each operating and reportable segment under IFRS 8. During the years ended 31 December 2024 and 2023, there is no inter-segment sales.

Information is reported to the Chief Operating Decision Maker ("**CODM**") of the Group, for the purposes of resource allocation and performance assessment. The CODM reviews segment revenue and results attributable to each segment, which is measured by reference to respective segments' gross profit. The segment information is defined by nature of services provided:

- Trucking services
- Freight forwarding services
- Value added transport services

No further detailed analysis of the Group's assets and liabilities is regularly provided to the CODM for review.

An analysis of the Group's revenue and segment result for the financial years are as follows:

	2024	2023
	S$	S$
Revenue from external customers:		
– Trucking services	**22,590,165**	19,981,341
– Freight forwarding services	**29,667,117**	26,621,653
– Value added transport services	**13,870,198**	13,878,367
	66,127,480	60,481,361
Segment result:		
– Trucking services	**6,886,666**	5,850,524
– Freight forwarding services	**8,162,084**	7,280,465
– Value added transport services	**5,817,026**	6,036,579
	20,865,776	19,167,568
Unallocated:		
– Other income	**1,460,154**	1,148,516
– Other gains, net	**278,220**	159,429
– Selling expense	**(207,359)**	(198,358)
– Administrative expenses	**(15,913,790)**	(15,051,605)
– Impairment gains and losses (including reversals of impairment losses) on financial assets	**3,049**	18,510
– Finance costs	**(540,707)**	(753,241)
Profit before tax	**5,945,343**	4,490,819

The Group derives its revenue from provision of trucking services, freight forwarding services and value added transport services over time. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

During the years ended 31 December 2024 and 2023, the contract prices for trucking services and freight forward services are agreed based on factors such as weight and distance etc. and for value added transport services are based on storage space occupied and storage duration used.

The accounting policies for segment information are the same as Group's accounting policies. Segment results represent the profit earned by each segment without allocation of other income, other gains and losses, selling expenses, administrative expenses, impairment gains and losses (including reversals of impairment losses), finance costs and listing expenses.

Geographical information

The Group principally operates in Singapore, which is also the place of domicile. The Group's all non-current assets other than financial assets are all located in Singapore.

Information about major customers

For the years ended 31 December 2024 and 2023, no single customer contributes 10% or more of total revenue of the Group.

5 OTHER INCOME

	2024	2023
	S$	S$
Government grants (Note)	**200,378**	216,657
Interest income	**774,535**	526,177
Rental income	**302,650**	299,800
Yard utilities income	**164,011**	91,620
Others	**18,580**	14,262
	1,460,154	1,148,516

Note:

The government grants received mainly comprise Wage Credit Scheme, Special Employment Credit, Senior Employment Credit, Job Support Scheme and Enterprise Development Grant, all of them are compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs. These are incentives received upon fulfilling the conditions for compensation of expenses already incurred or as immediate financial support with no future related costs nor related to any assets.

6 OTHER GAINS, NET

	2024	2023
	S$	S$
Gain on disposal of property and equipment, net	**1,894**	64,862
Net foreign exchange gain/(loss)	**276,326**	(37,663)
Over-provision of reinstatement costs in prior years	**—**	132,230
	278,220	159,429

7 FINANCE COSTS

	2024	2023
	S$	S$
Interest on:		
Bank borrowings	**15,882**	24,365
Lease liabilities	**524,825**	728,876
	540,707	753,241

8 PROFIT BEFORE TAX

Profit before tax is arrived at after charging (crediting):

	2024	2023
	S$	S$
Depreciation of property, plant and equipment		
– Recognised as cost of services	**9,156,491**	7,600,845
– Recognised as administrative expenses	**1,832,770**	1,898,424
	10,989,261	9,499,269
Depreciation of investment properties	**189,141**	189,141
Amortisation of intangible assets	**127,088**	122,996
Audit fee paid or payable to auditors of the Company	**231,349**	227,985
Directors' remuneration	**1,555,060**	1,487,796
Other staff costs:		
– Salaries and other benefits	**11,016,183**	9,875,934
– Contributions to Central Provident Fund ("**CPF**")	**846,099**	930,143
Total staff costs (including Directors' remuneration) (Note i)	**13,417,342**	12,293,873
Gross rental income from investment property recognised as other income (Note 5)	**(302,650)**	(299,800)
Less: Direct operating expenses incurred for investment property that generated rental income	**245,429**	240,262
	(57,221)	(59,538)

Note i: The total staff costs of S$3,034,092 (2023: S$2,712,425) is included in cost of services and S$10,383,250 (2023: S$9,581,448) is included in administrative expenses respectively.

9 INCOME TAX EXPENSE

	2024	2023
	S$	S$
Tax expense comprises:		
Current tax:		
– Singapore corporate income tax ("**CIT**")	**882,000**	913,300
– (Over)/under provision in prior years	**(469,324)**	140,636
Deferred tax expense/(credit)	**491,099**	(5,961)
	903,775	1,047,975

The Group is subject to income tax on an entity basis on profits arising in or derived from jurisdictions in which members of the Group are domiciled and operate.

Cayman Islands

Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. In addition, upon payments of dividends by the Company to its shareholders, no Cayman Islands withholding tax is imposed.

Singapore

The subsidiaries of the Company which operate in Singapore are subject to CIT at a rate of 17% (2023: 17%) on the estimated assessable profit for the year.

For the years ended 31 December 2024 and 2023, Rejoice Container Services (Pte) Ltd, Richwell Global Forwarding Pte. Ltd, Radiant Overseas Pte Ltd, Real Time Forwarding Pte. Ltd. and Resolute Solutions Pte. Ltd. ("**Resolute Solutions**") (the subsidiaries of the Company) can enjoy 75% tax exemption on the first S$10,000 of chargeable income and a further 50% tax exemption on the next S$190,000 of chargeable income.

10 DIVIDENDS

No dividend was paid or declared by the Company for the year ended 31 December 2024 (2023: Nil).

11 EARNINGS PER SHARE

	2024	2023
Profit for the year attributable to the owners of the Company (S$)	**5,024,359**	3,426,958
Weighted average number of ordinary shares in issue	**1,250,000,000**	1,250,000,000
Basic and diluted earnings per share (S$ cents)	**0.40**	0.27

The calculation of basic earnings per share for the years ended 31 December 2024 and 2023 is based on the profit for the year attributable to owners of the Company and the weighted average number of shares in issue.

Diluted earnings per share is the same as the basic earnings per share because the Group has no dilutive securities that are convertible into shares during the years ended 31 December 2024 and 2023.

12 PROPERTY, PLANT AND EQUIPMENT

	Machinery	Computer and office equipment	Motor vehicles	Leasehold buildings	Leasehold improvement	Furniture and fittings	Total
	S$	S$	S$	S$	S$	S$	S$
Cost:							
At 1 January 2023	1,335,784	587,564	13,047,777	13,082,607	1,537,570	72,775	29,664,077
Additions	1,073,000	1,391,151	683,229	13,236,359	847,464	3,290	17,234,493
Disposals/Written off	(581,800)	(81,628)	(416,235)	(3,764,722)	(480,000)	—	(5,324,385)
At 31 December 2023	1,826,984	1,897,087	13,314,771	22,554,244	1,905,034	76,065	41,574,185
Additions	4,200	109,661	2,679,303	21,947,807	334,011	20,121	25,095,103
Disposals/Written off	—	(64,780)	(51,602)	(1,298,152)	(296,533)	(5,061)	(1,716,128)
At 31 December 2024	**1,831,184**	**1,941,968**	**15,942,472**	**43,203,899**	**1,942,512**	**91,125**	**64,953,160**
Accumulated depreciation:							
At 1 January 2023	1,306,109	386,505	8,989,686	3,625,018	1,338,536	56,930	15,702,784
Charge for the year	114,197	407,182	969,606	7,695,922	303,307	9,055	9,499,269
Disposals/Written off	(581,800)	(52,452)	(152,060)	(3,749,307)	(480,000)	—	(5,015,619)
At 31 December 2023	838,506	741,235	9,807,232	7,571,633	1,161,843	65,985	20,186,434
Charge for the year	214,720	660,199	1,284,048	8,231,474	589,880	8,940	10,989,261
Disposals/Written off	—	(64,112)	(51,602)	(1,298,152)	(296,533)	(4,544)	(1,714,943)
At 31 December 2024	**1,053,226**	**1,337,322**	**11,039,678**	**14,504,955**	**1,455,190**	**70,381**	**29,460,752**
Carrying amounts:							
At 31 December 2023	988,478	1,155,852	3,507,539	14,982,611	743,191	10,080	21,387,751
At 31 December 2024	**777,958**	**604,646**	**4,902,794**	**28,698,944**	**487,322**	**20,744**	**35,492,408**

For the year ended 31 December 2024, there were additions of S$25,095,103 (2023: S$17,234,493) including non-cash additions of right-of-use assets of S$7,931,810 (2023: S$12,967,929).

13 TRADE RECEIVABLES

	2024	2023
	S$	S$
Trade receivables	**15,558,318**	12,352,796
Allowance for doubtful receivable	**(51,810)**	(56,709)
	15,506,508	12,296,087

The Group provides trucking services to new customers at cash upon delivery and grants credit terms to other customers typically ranging from 30 to 90 days from the invoice date for trade receivables. The following is an ageing analysis of trade receivables, net of allowance for doubtful debts, presented based on the invoice date which approximated the revenue recognition date at the end of each financial year:

	2024	2023
	S$	S$
Within 30 days	**6,098,372**	4,834,341
31 days to 60 days	**3,629,282**	2,974,550
61 days to 90 days	**1,821,246**	1,448,709
91 days to 180 days	**1,172,512**	695,132
181 days to 1 year	**547,370**	828,485
Over 1 year	**2,289,536**	1,571,579
	15,558,318	12,352,796

As at 31 December 2024, S$2,797,499 (2023: S$2,193,659) due from a customer ("**Customer A**"), an independent third party, was past due and expected credit loss is assessed individually.

Customer A rented certain space in the Group's yard for storing cargo. In October 2020, Customer A entered into a settlement agreement with its creditors, pursuant to which Customer A obtained its creditors' approval for payment of the storage cost due to the Group before any distributions are made to the rest of the creditors of Customer A. The Directors expected that Customer A will sell the cargo, which is kept in the Group's yard, and distribute the proceeds of the sale to its creditors with first priority given to the Group.

In the opinion of the Directors of the Group, the estimated market value of the cargo is higher than the outstanding balance due from Customer A. Therefore the Group will be able to recover the outstanding balance in full and expected credit loss is minimal.

The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix as at 31 December 2024 and 2023 within lifetime expected credit losses ("**ECL**") (not credit impaired). Customers with credit-impaired were assessed individually.

	Average loss rate	**Gross trade receivable**	**ECL**
	S$	**S$**	**S$**
As at 31 December 2024			
Assessed based on provision matrix			
Low risk	**0.24%**	**12,760,819**	**30,976**
Assessed individually			
Watch list	**0.74%**	**2,797,499**	**20,834**
Loss	**NA**	**—**	**—**
		15,558,318	**51,810**
As at 31 December 2023			
Assessed based on provision matrix			
Low risk	0.23%	10,146,756	23,494
Assessed individually			
Watch list	0.95%	2,193,659	20,834
Loss	100%	12,381	12,381
		12,352,796	56,709

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

14 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2024	2023
	S$	S$
Rental and other deposits (Note a)	**2,470,572**	2,417,054
Deposits paid for acquisition of property, plant and equipment	**—**	1,769,600
GST recoverable	**1,343,712**	—
Prepayments	**491,299**	366,786
Interest receivable	**1,310**	4,170
Staff advances	**127,212**	89,711
Others (Note b)	**1,608,517**	70,426
	6,042,622	4,717,747
Analysed as:		
– Current	**5,648,919**	2,270,948
– Non-current	**393,703**	2,446,799
	6,042,622	4,717,747

Notes:

(a) The deposit balances pertains to non-current deposit of yard, warehouse and office rental amounted to S$393,703 (2023: S$677,199).

(b) Included in others is an amount of S$1,469,365 (2023: Nil) relating to a payment to a customer in connection with an overpayment of GST. The amount is expected to be recovered upon refund by the relevant tax authority to the customer, which is anticipated in 2025.

15 AMOUNTS DUE FROM/(TO) RELATED PARTIES

The average credit period for services provision from/to the related parties is 30 days.

As at 31 December 2024, the trade related amounts due from related parties of S$4,084 (2023: S$4,737) and trade related amounts due to related parties of S$117,981 (2023: S$84,094) were aged within 60 days (2023: 30 days) based on the invoice date.

16 TRADE AND OTHER PAYABLES

	2024	2023
	S$	S$
Trade payables	**1,721,775**	1,316,140
Other payables	**1,377,000**	—
GST payables	**62,088**	114,491
Payable for acquisition of property, plant and equipment	**66,731**	—
Customer deposits	**1,329,063**	1,169,808
Accrued operating expenses	**1,546,419**	1,662,535
Deferred government grants	**267,131**	100,000
	6,370,207	4,362,974
Analysed as:		
– Current	**5,056,143**	3,258,766
– Non-current (Note a)	**1,314,064**	1,104,208
	6,370,207	4,362,974

Note:

(a) Non-current trade and other payables arise from customer deposit for office and yard rental. The lease term for these office and yard rental range from 1 to 3 years (2023: 1 to 3 years).

The following is an ageing analysis of trade payables presented based on the invoice date at the end of each reporting period:

	2024	2023
	S$	S$
Within 30 days	**1,078,229**	925,470
31 to 60 days	**394,317**	296,720
61 to 90 days	**145,389**	40,176
Over 90 days	**103,840**	53,774
	1,721,775	1,316,140

The credit period on purchases from suppliers is between 0 to 30 days or payable upon delivery.

17 EVENTS AFTER THE REPORTING PERIOD

The Group had the following events after the reporting period:

(a) On 10 January 2025, Rejoice Container Services (Pte) Ltd, a wholly-owned subsidiary of the Company, entered into a construction contract with Soon He Construction Pte. Ltd. (the "**Contractor**"), pursuant to which the Contractor has agreed to carry out the construction work for a new erection of a 3-storey single user industrial building at a contract sum of S$5,408,000 (exclusive of GST).

Please refer to the Company's announcement dated 10 January 2025 for details.

(b) On 18 February 2025, Richwell Global Forwarding Pte. Ltd. (the "**Richwell Global**"), a wholly-owned subsidiary of the Company, entered into a management consulting agreement with Heliix Global Logistics Pte. Limited ("**Heliix Global**"), a connected person of the Company, pursuant to which Heliix Global agreed to provide consultancy services, along with standard operating procedure guidelines and business continuity planning to Richwell Global. The service fee shall be paid in the following manner:

– One time sign and bonus of HK$9 million;

– Another 10% bonus of HK$0.9 million to be paid once the business operation stablises.

Please refer to the Company's announcements dated 18 February 2025 and 25 March 2025 for details.

Apart from the events as disclosed above and elsewhere in the consolidated financial statements, the Group did not have other material events after the reporting period and up to the date of this announcement.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The Group is a Singapore-based logistics services provider with offering a complete array of logistics solutions. We offer multiple services that facilitate the movement, these services include trucking, freight forwarding, transportation and value-added transportation services ("**VATS**") to our customers.

The Group not only built a well-established infrastructure, a good market reputation and a strong portfolio of prestigious clients but also expanded our corporate footprint across the Singapore region. Singapore's strategic location makes it primed to be a regional distribution centre. Such strong foundations have supported us in maintaining our position amidst the upheaval of the current industry situation.

The Group has developed a reputation as an integrated logistics solution provider equipped with a vehicle fleet, logistics yards, and an experienced management team. We navigate the complexities of sea, air, and road logistics to move cargo more efficiently.

On 22 November 2024, the Group entered into a lease agreement (the "**Lease Agreement**") with JTC Corporation ("**JTC**"), pursuant to which the Group leased a land and building located in 14 Benoi Sector, Singapore (the "**Leased Premises**"), for 20 years commencing from 26 February 2025 to 25 February 2045 at a consideration of S$17,000,000. On 26 December 2024, the Group completed the handover procedures of the Leased Premises with JTC.

As at 31 December 2024, the Group had a vehicle fleet comprising 55 prime movers, 485 trailers and 21 flat vans, and machineries comprising 6 reach stackers, 2 kalmars and 3 forkflits. Furthermore, the Group is operating 3 logistics yards and 3 warehouse of approximately 48,980 sq. m and 32,343 sq. m, respectively, for the provision of our open-yard storage and warehousing services as part of our VATS to our customers. In order to deal with the expanding capacity and vehicle fleet, the Group has identified a piece of land that the Group considers appropriate and suitable to the business development and expansion of the Group taking into account its, including but not limited to, location, usable floor area, facilities and terms of tenure. The Company intends to use the Leased Premises for warehouse and vehicle parking purposes (e.g. trailer and prime mover).

The Group is of the opinion that the Lease Agreement is representing a good opportunity to the Group that the Leased Premises are fair and suitable for the Group's future expansion and enhancing its business development at a reasonable price. In addition, by having fixed the long-term usage of the Leased Premises, the Group is able to, among others, (i) lower the risk of facing the rental market uncertainty; (ii) have well and stable financial budgeting; and (iii) allocate its resources with flexibility.

The Group expects enhanced visibility of the logistics business and improved access to capital, which will allow us to achieve our expansion plans and further strengthen our position in the market.

Prospects

The Group remains focused on our long-term goals of increasing the scale of our operations by growing our transportation fleet, expanding and enhancing our value-added transportation services and expanding our operations into warehousing, which will help to create a conducive environment for further business growth.

Building premises and increasing warehousing capacities serve as part of our efforts to position the Group for future sustainable growth. We will be able to help our customers consolidate their supply chain operations under one roof and reaffirm our role as a leading provider of total integrated logistics solutions.

Moving forward, the Group is determined to stay abreast of times and maintain its leading position in the industry. We are also mindful of the business impact of external factors, such as fluctuations in diesel prices and interest rates, tightening of the labour market and pressure on wage costs. As such, we will strive to persist in our prudent cost management, while seeking synergistic collaborative partners to enhance our competitive edge.

Undeterred by these challenges, we remain focused on delivering on our strategy with restrained optimism. We embark on our financial year 2025 journey in a strong financial position and have numerous viable options for growth and value creation.

FINANCIAL REVIEW

Revenue

Revenue increased by approximately 9.3% from approximately S$60.5 million for the year ended 31 December 2023 to approximately S$66.1 million for the year ended 31 December 2024. The increase was mainly attributable to the increase in demand from the market with additional new customers and project demand for logistics space.

Trucking services

Our Group's trucking services revenue was approximately S$20.0 million and S$22.6 million for the years ended 31 December 2023 and 2024, respectively. Trucking revenue consists of revenue from transportation fees in relation to the transportation of cargo. The increase of approximately S$2.6 million or 13% was mainly due to the Group continued growth in customer demand for trucking services.

Freight forwarding services

Our Group's revenue from freight forwarding services was approximately S$26.6 million and S$29.7 million for the years ended 31 December 2023 and 2024, respectively. Revenue from freight forwarding services consists of fees from import and export freight forwarding arrangements (by either air or sea), local trucking and haulage to and from airport/seaport and customers/warehouses, as well as other related services such as cargo permit declaration and crating. Such revenue is mainly driven by the volume of goods, type of services provided, and type of cargoes, among other factors. The increase of approximately S$3.1 million or 11.7% was due to the high demand for import and export freight during the year 2024.

VATS

Our Group's revenue from VATS was approximately S$13.9 million and S$13.9 million for the years ended 31 December 2023 and 2024, respectively. Revenue from VATS consists of open-yard storage fees, stuffing and unstuffing fees and transportation fees for the container haulage between our logistics yard and our customers designated pick up and/or delivery points. Such revenue is primarily driven by land area that the containers are stored for. Revenue from VATS remained stable during the year 2023 and 2024.

Gross Profit and Gross Profit Margin

For the years ended 31 December 2023 and 2024, we recorded a gross profit of approximately S$19.2 million and S$20.9 million, respectively. The increase of approximately S$1.7 million or 8.9% was due to an increase in growth rate which resulted in a huge surge in demand for our services. Trucking services accounted for approximately 30.5% and 33.0% of our total gross profit for the years ended 31 December 2023 and 2024, respectively. Freight forwarding services accounted for approximately 38.0% and 39.1% of our total gross profit for the years ended 31 December 2023 and 2024 respectively. VATS accounted for approximately 31.5% and 27.9% of our total gross profit for the years ended 31 December 2023 and 2024, respectively.

For the years ended 31 December 2023 and 2024, we recorded a gross profit margin of approximately 31.7% and 31.6%, respectively. Gross profit margin for trucking services were approximately 29.3% and 30.5% for the years ended 31 December 2023 and 2024, respectively. The increase in the gross profit margin of trucking services was due to increase in pricing and high demands from customers. Gross profit margin for freight forwarding services were approximately 27.3% and 27.5% for the years ended 31 December 2023 and 2024, respectively. The gross profit margin for freight forwarding services remained stable as compared with 31 December 2023. Gross profit margin for VATS were approximately 43.5% and 41.9% for the years ended 31 December 2023 and 2024, respectively. The decrease in the gross profit margin of VATS was due to decrease in ad-hoc services provided to our customers which are of higher gross profit margins.

Other income

Our Group reported other income of approximately S$1.1 million and S$1.5 million for the years ended 31 December 2023 and 2024, respectively. Other income mainly relates to government grants which mainly comprise of the WCS, SEC, JGI, interest income and rental income from investment properties. The increase was mainly due to increase in fixed deposit interest income.

Other gains

Our Group reported other gains of approximately S$0.2 million and S$0.3 million for the years ended 31 December 2023 and 2024, respectively. Other gains and losses relate to (loss)/gain on disposal of property and equipment and net foreign exchange gains.

Impairment gains and losses (including reversals of impairment losses) on financial assets

Impairment gains of S$18,510 and S$3,049 were recognised for the years ended 31 December 2023 and 2024, respectively. The impairment gains recognised for the year ended 31 December 2023 and 2024 was mainly due to the reversal of impairment losses recognised previously for the amounts owing from a certain customer which has been recovered the debt during the year.

Administrative expenses

Our Group reported administrative expenses of approximately S$15.0 million and S$15.9 million for the years ended 31 December 2023 and 2024, respectively. Administrative expenses for our Group primarily consist of Directors' remuneration cost, staff cost, depreciation and amortisation expenses and other miscellaneous expenses. Directors' remuneration cost includes Director salary, CPF contribution, bonuses, and Director fee. Staff cost includes office staff salary, CPF contribution, and bonuses. Depreciation and amortisation expenses include property depreciation, office equipment depreciation and software amortisation. Miscellaneous expenses include office expenses such as utility expenses, insurance expenses and office rental expenses as well as professional expenses such as audit and secretarial fees and other expenses. The increase in the administrative expenses was mainly due to increase in payroll costs and leasing dormitory for foreign staff.

Income tax expense

As our operations are based in Singapore, the Group is liable to pay corporate income tax in accordance with the tax regulations of Singapore. Income tax expense of the Group amounted to approximately S$1.0 million and S$0.9 million for the years ended 31 December 2023 and 2024, respectively.

Profit for the year

As a result of the foregoing, profit of the Group increased by approximately S$1.6 million from approximately S$3.4 million for the year ended 31 December 2023 to approximately S$5.0 million for the year ended 31 December 2024. Net profit margin increased from approximately 5.7% for the year ended 31 December 2023 to approximately 7.6% for the year ended 31 December 2024.

Final dividend

No dividend was declared or paid out during the year ended 31 December 2024.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2024.

Liquidity and capital assets

The shares of the Company were successfully listed on the Main Board of the Stock Exchange on the Listing Date and there has been no change in capital structure of the Group since then. The capital structure of the Group consists of debt, which includes amounts due to related parties, trade and other payables, lease liabilities and bank borrowings, net of bank balances and cash and equity attributable to owners of the Group, comprising share capital and reserves.

Our primary uses of cash are to satisfy our working capital needs. Our working capital needs have been financed through a combination of funds generated from operations and bank borrowings. As at 31 December 2023 and 31 December 2024, we had bank balances and cash of approximately S$22.8 million and S$14.5 million respectively. As at 31 December 2023 and 2024, we had fixed deposits with maturity of over three months of approximately S$4.0 million and S$1.2 million respectively. Going forward, we expect to fund our working capital and other capital requirements with a combination of various sources, including but not limited to cash generated from our operations and short-term or long-term indebtedness.

The bank balances and cash of the Group, mainly denominated in SGD, HKD and USD, are generally deposited with authorised financial institutions. As at 31 December 2024, approximately 71% (31 December 2023: 91%) of the Group's bank balances and cash was denominated in SGD, approximately 29% (31 December 2023: 8%) was denominated in USD and approximately 0% (31 December 2023: 1%) was denominated in HKD.

As at 31 December 2024, the Group had banking facilities with credit limit amounting to Nil (31 December 2023: approximately S$0.4 million). There was no unutilised credit facilities at the end of the year 2024.

As at 31 December 2024, the gearing ratio of the Group, based on total interest-bearing liabilities (including bank borrowings and lease liabilities) to total equity (including all capital and reserves) of the Company was approximately 27.7% (31 December 2023: 31.3%). The decrease in gearing ratio was mainly attributable to the repayment of bank borrowing during the year and the increase in total equity arising from the net profit generated for the year.

Foreign currency exposure

The Group transacts mainly in Singapore dollars, which is the functional currency of all the Group's operating subsidiaries. The Group currently does not have a foreign currency hedging policy but maintains a conservative approach to foreign currency management to ensure its exposure to fluctuations in foreign exchange rates is minimised.

Pledge of assets

The deposit of S$0.4 million (2023: S$0.4 million) is pledged as security with a financial institution to obtain letter of credit facilities with original maturity of 1 year.

Significant investment held, material acquisitions and disposal of subsidiaries, associated companies or joint ventures

There were no significant investments held, material acquisitions or disposals of subsidiaries, associated companies or joint ventures by the Group during the year ended 31 December 2024.

Future plans for material investments and capital assets

As at 31 December 2024, the Group did not have other plans for material investments and capital assets.

Employees and remuneration policy

As at 31 December 2024, the Group had a total of 226 employees (2023: 221 employees), including executive Directors. The gender ratio of the Group's workforce (including senior management) was approximately 57% male to approximately 43% female. The Group shall continue to take into account diversity perspectives including gender diversity in its hiring of employees from time to time. Total staff costs including Directors' emoluments, salaries, wages and other staff benefits, contributions and retirement schemes in the year ended 31 December 2024 amounted to approximately S$13.4 million (2023: approximately S$12.3 million). In order to attract and retain high quality staff and to enable smooth operation within the Group, the remuneration policy and package of the Group's employees are periodically reviewed. The salary and benefit levels of the employees of the Group are competitive (with reference to market conditions and individual qualifications and experience). The Group provides adequate job training to the employees to equip them with practical knowledge and skills. Apart from central provident fund and job training programs, salary increments and discretionary bonuses may be awarded to employees according to the assessment of individual performance and market situation. The emoluments of the Directors have been reviewed by the remuneration committee of the Company, having regard to the Company's operating results, market competitiveness, individual performance, and achievement, and approved by the Board.

Environmental policies and performance

Details of environmental policies, performance and compliance with laws and regulations will be set out in the "Environmental, Social and Governance Report" section in the annual report of the Company for the year ended 31 December 2024.

Capital commitments

As at 31 December 2024, the Group had capital commitments of Nil (2023: S$17.1 million) in relation to the acquisition of property, plant and equipment.

Contingent liabilities

As at 31 December 2024, the Group had no material contingent liabilities (2023: nil).

Use of proceeds

On the Listing Date, the shares of the Company (the "**Shares**") were listed on the Main Board of the Stock Exchange. The Group intends to apply the proceeds from the issuance 312,500,000 Shares at the offer price of HK$0.40 per Share in accordance with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the the prospectus of the Company dated 30 December 2020. After deducting share issuance expense and professional fee regarding to the Share Offer, the net proceeds (the "**Net Proceeds**") amounted to approximately HK$41.5 million (equivalent to approximately S$7.2 million).

Reference is made to the announcement of the Company dated 30 August 2023. In order to i) improve the efficiency of the use of the Net Proceeds; ii) avoid continuous and massive rental and other related expenses in relation to storage of the prime movers and containers of the Group; and iii) utilise the unoccupied portion of logistics yard for generating other income, rather than continuously holding onto the unutilised Net Proceeds for the planned Strategic Acquisition and earning minimal bank interest income by depositing in banks, the Board has changed the use of the unutilised Net Proceeds.

Up to 31 December 2024, the Group had utilised the Net Proceeds as follows:

Intended uses of the net proceeds	Original allocation	Revised allocation	Utilised net proceeds up to 31 December 2024	Unutilised net proceeds as at 31 December 2024	Expected timeline for utilising remaining net proceeds
	HK$ million (approximately)	*HK$ million (approximately)*	*HK$ million (approximately)*	*HK$ million (approximately)*	
Strategic acquisition	17.7	—	—	—	—
Expansion of our fleet in relation to our trucking services segment	16.5	16.5	(11.6)	4.9	Before 31 December 2025
Increase and strengthen our freight forwarding services segment	2.5	2.5	(2.5)	0	—
Working capital and other general corporate purposes	0.2	0.2	(0.2)	0	—
Purchase of a pallet racking system	4.6	4.6	(4.6)	0	—
Acquisition of the property	—	17.7	(17.7)	—	—
Total	41.5	41.5	(36.6)	4.9	

Update on expected timeline for the use of proceeds

Bearing uncertainty of business environment and adaptability of business under the current market situation, the Company expects that additional time is required to explore the expansion of the fleet in relation to the trucking segment. Accordingly, the Board decided to extend the expected timeline for unutilised Net Proceeds to 31 December 2025.

Reference is made to the announcements of the Company dated 30 August 2023 and 26 March 2024, and the circular of the Company dated 20 October 2024 in relation to an acquisition. In order to improve the efficiency of the use of the Net Proceeds, the Board resolved to change the use of the unutilised Net Proceeds and approximately HK$17,700,000 was used to finance the payment of consideration of the acquisition. However, the major transaction of the Company was terminated, and hence the Vendor shall refund to the Purchaser all the payments paid by the Purchaser to the Vendor. Taking into account the uncertainty of business environment and business opportunity, the Company expects that additional time is required to identify appropriate target(s) for acquisition.

Events after the reporting period

References were made to the announcements dated 10 January 2025, 18 February 2025, and 25 March 2025 respectively.

On 10 January 2025, Rejoice Container Services (Pte) Ltd, a wholly-owned subsidiary of the Company, entered into a construction contract with Soon He Construction Pte. Ltd. (the "**Contractor**"), pursuant to which the Contractor has agreed to carry out the construction work for a new erection of a 3-storey single user industrial building at a contract sum of S$5,408,000 (exclusive of GST).

On 18 February 2025, Richwell Global Forwarding Pte. Ltd. (the "**Richwell Global**"), a wholly-owned subsidiary of the Company, entered into a management consulting agreement with Heliix Global Logistics Pte. Limited ("**Heliix Global**"), a connected person of the Company, pursuant to which Heliix Global agreed to provide consultancy services, along with standard operating procedure guidelines and business continuity planning to Richwell Global. The service fee shall be paid in the following manner:

– One time sign and bonus of HK$9 million;

– Another 10% bonus of HK$0.9 million to be paid once the business operation stablises.

Saved as disclosed, there were no significant events of the Group after the year ended 31 December 2024 and up to the date of this announcement.

Compliance with the model code for securities transactions by Directors of listed issuers (the "Model Code")

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules. All the Directors have confirmed that, following specific enquiry by the Company, they fully complied with the required standard as set out in the Model Code throughout the year ended 31 December 2024.

Corporate governance

The Company confirms that it had complied with all the code provisions set out in the Corporate Governance Code (the "**CG Code**") set out in Appendix C1 to the Listing Rules during the period from the Listing Date to 31 December 2024 save as disclosed below.

The Company is aware of the requirement under paragraph C.2.1 of the CG Code that the roles of chairman and chief executive should be separated and should not be performed by the same individual. The Company does not separately have any officer with the title of "chief executive". Mr. Ng Choon Eng, the chairman, chief executive officer and executive Director of the Company, is also responsible for the leadership and effective running of the Board, ensuring that all material issues are decided by the Board in a conducive manner. The Board will meet regularly to consider major matters affecting the operations of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company. The roles of the respective executive Directors and senior management, who are in charge of different functions complement the role of the chairman and chief executive. The Board is of the view that this structure provides the Group with strong and consistent leadership, facilitates effective and efficient planning and implementation of business decisions and strategies, and ensures the generation of shareholders' benefits.

The Board shall nevertheless review the structure from time to time to ensure appropriate measures would be taken should suitable circumstance arise.

Purchase, sale or redemption of the Company's listed securities

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any listed securities of the Company.

Audit committee

The Company has established the audit committee (the "**Audit Committee**") in accordance with the requirements of the Listing Rules for the purpose of reviewing and supervising the Group's financial reporting process.

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Yeo Teck Chuan, Mr. Ho Wing Sum and Mr. Teo Rainer Jia Kai. Mr. Yeo Teck Chuan is the chairman of the Audit Committee. The Audit Committee has reviewed the Group's audited consolidated financial statement for the year ended 31 December 2024 and discussed with the management and the auditors of the Company on the accounting principles and practices adopted by the Group with no disagreement by the Audit Committee.

SCOPE OF WORK OF CROWE (HK) CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in the preliminary announcement have been agreed by the Group's auditor, Crowe (HK) CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Crowe (HK) CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Crowe (HK) CPA Limited on the preliminary announcement.

Publication of annual results announcement and annual report

This announcement is published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.legionconsortium.com. The annual report of the Company for the year ended 31 December 2024 will be available on the aforesaid websites and dispatched to the shareholders of the Company in due course.

By Order of the Board
Legion Consortium Limited
Ng Choon Eng
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 27 March 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Ng Choon Eng, Mr. Ng Kong Hock and Ms. Tham Chia Sze; and three independent non-executive Directors, namely Mr. Ho Wing Sum, Mr. Yeo Tech Chuan and Mr. Teo Rainer Jia Kai.