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Legion Consortium Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2129)

RENEWAL OF CONTINUING CONNECTED TRANSACTION IN RELATION TO THE R&S MASTER SERVICES AGREEMENT AND THE JH MASTER SERVICES AGREEMENT

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Reference is made to the Company's announcement dated 21 March 2023 in relation to (i) the Previous R&S Master Services Agreement; and (ii) the Previous JH Master Services Agreement, which will expire on 31 December 2025. The Board announces that on 5 December 2025, (i) Rejoice Container and R&S Engineering entered into the R&S Master Services Agreement to renew the Continuing Connected Transactions contemplated under the Previous R&S Master Services Agreement for a term of from 1 January 2026 to 31 December 2028 and to set their respective annual caps; and (ii) Rejoice Container and JH Tyres & Batteries entered into the JH Master Services Agreement to renew the Continuing Connected Transactions contemplated under the Previous JH Master Services Agreement for a term of from 1 January 2026 to 31 December 2028 and to set their respective annual caps.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Ng is an executive Director, the chairman of the Board, the chief executive officer of the Company and the Controlling Shareholder who is indirectly interested in 937,500,000 Shares, representing approximately 75.0% of the issued Shares. Also, R&S Engineering and JH Tyres & Batteries are owned as to 60.0% and 65.0% by Mr. Ng, respectively. As such, R&S Engineering and JH Tyres & Batteries are associates of Mr. Ng and connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions with R&S Engineering and JH Tyres & Batteries under the R&S Master Services Agreement and the JH Master Services Agreement, respectively, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

For the purpose of Rules 14A.81 and 14A.82 of the Listing Rules, the transactions under the R&S Master Services Agreement and the JH Master Services Agreement have been aggregated. As the highest applicable percentage ratio under the Listing Rules calculated based on the Aggregated Annual Caps for the Aggregated Transactions under the R&S Master Services Agreement and the JH Master Services Agreement for the three years ending 31 December 2028 exceeds 5% but is less than 25%, and the total aggregated consideration for the R&S Master Services Agreement and the JH Master Services Agreement is less than HK$10,000,000, the transactions contemplated under the R&S Master Services Agreement and the JH Master Services Agreement (on an aggregated basis) constitute continuing connected transactions of the Company that are subject to the reporting, annual review and announcement requirements, but exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Reference is made to the Company's announcement dated 21 March 2023 in relation to (i) the Previous R&S Master Services Agreement; and (ii) the Previous JH Master Services Agreement, which will expire on 31 December 2025. The Board announces that on 5 December 2025, (i) Rejoice Container and R&S Engineering entered into the R&S Master Services Agreement to renew the Continuing Connected Transactions contemplated under the Previous R&S Master Services Agreement for a term of from 1 January 2026 to 31 December 2028 and to set their respective annual caps; and (ii) Rejoice Container and JH Tyres & Batteries entered into the JH Master Services Agreement to renew the Continuing Connected Transactions contemplated under the Previous JH Master Services Agreement for a term of from 1 January 2026 to 31 December 2028 and to set their respective annual caps.

The R&S Master Services Agreement and the JH Master Services Agreement

On 5 December 2025, Rejoice Container and R&S Engineering entered into the R&S Master Services Agreement, pursuant to which Rejoice Container agreed to purchase and R&S Engineering agreed to supply repair and maintenance services and other related services for the Group's fleet of vehicles (the "**Repair Services**").

On 5 December 2025, Rejoice Container and JH Tyres & Batteries entered into the JH Master Services Agreement, pursuant to which Rejoice Container agreed to purchase and JH Tyres & Batteries agreed to supply tyres and provide tyre installation services and other related services for the Group's fleet of vehicles (the "**Tyre Services**").

The principal terms of the R&S Master Services Agreement and the JH Master Services Agreement are set out below.

Parties:

R&S Master Services Agreement

(a) Rejoice Container; and

(b) R&S Engineering

JH Master Services Agreement

(a) Rejoice Container; and

(b) JH Tyres & Batteries

Subject matter:

R&S Master Services Agreement

R&S Engineering will supply repair and maintenance services and other related services for the Group's fleet of vehicle.

The transactions under the R&S Master Services Agreement are in the ordinary and usual course of business of the Group.

JH Master Services Agreement

JH Tyres & Batteries will supply tyres and provide tyre installation services and other related services for the Group's fleet of vehicles

The transactions under the JH Master Services Agreement are in the ordinary and usual course of business of the Group.

Terms:

R&S Master Services Agreement

The R&S Master Services Agreement shall be effective for a term of from 1 January 2026 to 31 December 2028 (both days inclusive).

JH Master Services Agreement

The JH Master Services Agreement shall be effective for a term of from 1 January 2026 to 31 December 2028 (both days inclusive).

Pricing policies: *R&S Master Services Agreement*

The service fees payable by Rejoice Container to R&S Engineering under the R&S Master Services Agreement will be determined after arm's length negotiation between the parties thereto with reference to the prevailing market price of similar services and scale, which should be in any event no less favourable to Rejoice Container than those offered by independent third parties. Pursuant to the terms of the R&S Master Services Agreement, the Repair Services shall be conducted on normal commercial terms, in particular: (i) the Repair Services will be conducted in the ordinary and usual course of business of the Group; and (ii) the transaction amount of the Repair Services will not exceed the Annual Caps.

In order to ensure that the service fees the Group paid for the Repair Services are fair and reasonable and in line with market practices, the Directors will keep themselves abreast of the prevailing fee level in the market and the market conditions and obtain at least two quotations of the Repair Services of similar type, quantity and quality from independent third party vendors.

JH Master Services Agreement

The service fees payable by Rejoice Container to JH Tyres & Batteries under the JH Master Services Agreement will be determined after arm's length negotiation between the parties thereto with reference to the prevailing market price of similar services and scale, which should be in any event no less favourable to Rejoice Container than those offered by independent third parties. Pursuant to the terms of the JH Master Services Agreement, the Tyre Services shall be conducted on normal commercial terms, in particular: (i) the Tyre Services will be conducted in the ordinary and usual course of business of the Group; and (ii) the transaction amount of the Tyre Services will not exceed the Annual Caps.

In order to ensure that the service fees the Group paid for the Tyre Services are fair and reasonable and in line with market practices, the Directors will keep themselves abreast of the prevailing fee level in the market and the market conditions and obtain at least two quotations of the Tyre Services of similar type, quantity and quality from independent third party vendors.

The independent non-executive Directors and auditors will conduct annual review of the transactions under the R&S Master Services Agreement and the JH Master Services Agreement (including the fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreements, on normal commercial terms and in accordance with the pricing policy.

Historical annual caps:

Previous R&S Master Services Agreement

The historical annual caps for the amount payable to R&S Engineering under the Previous R&S Master Services Agreement for the years ended/ending 31 December 2023, 2024 and 2025 are set out below:

	2023	**2024**	**2025**
	S$'000	*S$'000*	*S$'000*
Historical annual caps	750	750	750

Previous JH Master Services Agreement

The historical annual caps for the amount payable to JH Tyres & Batteries under the Previous JH Master Services Agreement for the years ended/ending 31 December 2023, 2024 and 2025 are set out below:

	2023	**2024**	**2025**
	S$'000	*S$'000*	*S$'000*
Historical annual caps	750	750	750

Historical transaction amounts:

R&S Master Services Agreement

The historical transaction amounts under the Previous R&S Master Services Agreement for the years ended 31 December 2023 and 2024 and the nine months ended 30 September 2025 are set out below:

	For the year ended 31 December 2023 *S$'000*	**For the year ended 31 December 2024** *S$'000*	**For the nine months ended 30 September 2025** *S$'000*
Historical transaction amounts	579	633	539

JH Master Services Agreement

The historical transaction amounts under the Previous JH Master Services Agreement for the years ended 31 December 2023 and 2024 and the nine months ended 30 September 2025 are set out below:

	For the year ended 31 December 2023 *S$'000*	**For the year ended 31 December 2024** *S$'000*	**For the nine months ended 30 September 2025** *S$'000*
Historical transaction amounts	422	608	358

Annual Caps: *R&S Master Services Agreement*

The Company has set the Annual Caps under the R&S Master Services Agreement for the years ending 31 December 2026, 2027 and 2028 as follows:

	2026	**2027**	**2028**
	S$'000	*S$'000*	*S$'000*
Annual Caps	800	800	800

JH Master Services Agreement

The Company has set the Annual Caps under the JH Master Services Agreement for the years ending 31 December 2026, 2027 and 2028 as follows:

	2026	**2027**	**2028**
	S$'000	*S$'000*	*S$'000*
Annual Caps	800	800	800

R&S Engineering and JH Tyres & Batteries are owned as to 60.0% and 65.0% by Mr. Ng, respectively. Mr. Ng is an executive Director, the Chairman of the Board, the chief executive officer of the Company and the Controlling Shareholder who is indirectly interested in 937,500,000 Shares, representing approximately 75.0% of the issued Shares as at the date of this announcement. The transactions entered into by the Group with both R&S Engineering and JH Tyres & Batteries (the "**Aggregated Transactions**") involve the supply of products and/or services to the Group. Therefore, for the purpose of Rules 14A.81 and 14A.82 of the Listing Rules, the transactions under the R&S Master Services Agreement and the JH Master Services Agreement have been aggregated.

The aggregated Annual Caps ("**Aggregated Annual Caps**") for the Aggregated Transactions under the R&S Master Services Agreement and the JH Master Services Agreement for the years ending 31 December 2026, 2027 and 2028 are set out below:

	2026 *S$'000*	**2027** *S$'000*	**2028** *S$'000*
Aggregated Annual Caps	1,600	1,600	1,600

Basis of determining Annual Caps:

R&S Master Services Agreement

The above Annual Caps are determined based on (i) historical transactions between Rejoice Container and R&S Engineering; (ii) the expected growing number of the Group's fleet of vehicles; (iii) the repairs and maintenance tend to be higher for older vehicles; (iv) the older vehicles tend to breakdown more often; and (v) an approximately 10% buffer in order to provide flexibility to the Group in case of any unforeseen increase in orders of the Repair Services in prevailing market prices.

JH Master Services Agreement

The above Annual Caps are determined based is determined based on (i) historical transactions between Rejoice Container and JH Tyres & Batteries; (ii) the expected growing number of the Group's fleet of vehicles; and (iii) an approximately 10% buffer in order to provide flexibility to the Group in case of any unforeseen increase in orders of the Tyre Services in prevailing market prices.

REASONS FOR, AND BENEFITS OF, ENTERING INTO THE R&S MASTER SERVICES AGREEMENT AND THE JH MASTER SERVICES AGREEMENT

The Group is principally engaged in provision of well-established logistics service in Singapore offering trucking services, freight forwarding services and value-added transportation services to customers. Given the Group's fleet of vehicles, a reliable supplier of repair and maintenance services for its fleet of vehicles is vital to avoid any disruption of the Group's services. Also, in light of the wear and tear nature of tyres from general usage, a reliable supplier of tyres and provision of tyre installation services for its fleet of vehicles is vital to avoid any disruption of the Group's services. R&S Engineering and JH Tyres & Batteries have established a great foundation for mutual trust with the Group, and priority is also given to the Group in terms of availability of their staff and stock of specific tyres used by its

fleet of vehicles. The proposed increase in the annual cap from SGD750,000 to SGD800,000 for each of R&S Engineering and JH Tyres & Batteries is due to the Group's addition of new prime movers this year, which will increase the Group's demand for repair and maintenance services and tyres and provision of tyre installation services for its fleet of vehicles. Hence, the Board (including the independent non-executive Directors) considers that the Continuing Connected Transactions will be conducted in the ordinary and usual course of business of the Group and with reference to the prevailing market terms, and the Repair Services and the Tyre Services will be conducted after arm's length negotiations and R&S Engineering and JH Tyres & Batteries can provide their products and/or services to the Group with less communication costs and higher efficiency as the Group frequently needs these materials and services on an urgent basis. The Board (including the independent non-executive Directors) considers that the Continuing Connected Transactions are in the interests of the Company and the Shareholders as a whole and the terms of the Continuing Connected Transactions are on normal commercial terms and fair and reasonable.

INFORMATION OF THE PARTIES

Rejoice Container

Rejoice Container is a company incorporated in Singapore on 1 March 1995 with limited liability and an indirect wholly-owned subsidiary of the Company. Rejoice Container is principally engaged in providing trucking and value-added transportation services.

R&S Engineering

R&S Engineering is a company incorporated in Singapore on 17 April 2012 with limited liability and principally engaged in repair and maintenance of motor vehicles. As at the date of this announcement, R&S Engineering is owned as to 60.0% by Mr. Ng.

JH Tyres & Batteries

JH Tyres & Batteries is a company incorporated in Singapore on 10 May 2011 with limited liability and principally engaged in distribution of tyres and accessories for vehicles. As at the date of this announcement, JH Tyres & Batteries is owned as to 65.0% by Mr. Ng.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Ng is an executive Director, the chairman of the Board, the chief executive officer of the Company and the Controlling Shareholder who is indirectly interested in 937,500,000 Shares, representing approximately 75.0% of the issued Shares. Also, R&S Engineering and JH Tyres & Batteries are owned as to 60.0% and 65.0% by Mr. Ng, respectively. As such, R&S Engineering and JH Tyres & Batteries are associates of Mr. Ng and connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions with R&S Engineering and JH Tyres & Batteries under the R&S Master Services Agreement and JH Master Services Agreement, respectively, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

For the purpose of Rules 14A.81 and 14A.82 of the Listing Rules, the transactions under the R&S Master Services Agreement and the JH Master Services Agreement have been aggregated. As the highest applicable percentage ratio under the Listing Rules calculated based on the Aggregated Annual Caps for the Aggregated Transactions under the R&S Master Services Agreement and the JH Master Services Agreement for the three years ending 31 December 2028 exceeds 5% but is less than 25%, and the total aggregated consideration for the R&S Master Services Agreement and the JH Master Services Agreement is less than HK$10,000,000, the transactions contemplated under the R&S Master Services Agreement and the JH Master Services Agreement (on an aggregated basis) constitute continuing connected transactions of the Company that are subject to the reporting, annual review and announcement requirements, but exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Ng has abstained from voting on the Board resolutions with respect to the approval of entering into of the R&S Master Services Agreement and the JH Master Services Agreement. Save for Mr. Ng, none of the Directors has any material interest, direct or indirect, in the transactions contemplated under the R&S Master Services Agreement and the JH Master Services Agreement.

DEFINITIONS

Unless defined otherwise, the terms used in this announcement shall have the following meanings:

Term	Definition
"Annual Caps"	the proposed annual caps for the Continuing Connected Transactions contemplated under the R&S Master Services Agreement and the JH Master Services Agreement
"associate"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Company"	Legion Consortium Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2129)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Continuing Connected Transactions"	the transactions contemplated under the R&S Master Services Agreement and the JH Master Services Agreement
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency for the time being of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"JH Master Services Agreement"	the agreement entered into between Rejoice Container and JH Tyres & Batteries on 5 December 2025 in relation to the provision of Tyre Services
"JH Tyres & Batteries"	JH Tyres & Batteries Pte. Ltd, a company incorporated in Singapore on 10 May 2011 with limited liability and owned as to 65.0% by Mr. Ng

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Ng"	Mr. Ng Choon Eng, an executive Director, the chairman of the Board, the chief executive officer of the Company and the Controlling Shareholder who is indirectly interested in 937,500,000 Shares, representing approximately 75.0% of the issued Shares as at the date of this announcement
"Previous JH Master Services Agreement"	the previous agreement entered into between Rejoice Container and JH Tyres & Batteries on 21 March 2023 in relation to the provision of Tyre Services
"Previous R&S Master Services Agreement"	the previous agreement entered into between Rejoice Container and R&S Engineering on 21 March 2023 in relation to the provision of Repair Services
"Rejoice Container"	Rejoice Container Services (Pte) Ltd, a company limited by shares incorporated in Singapore on 1 March 1995 and an indirect wholly-owned subsidiary of the Company
"R&S Engineering"	R&S Engineering Works Pte. Ltd., a company incorporated in Singapore on 17 April 2012 with limited liability and owned as to 60.0% by Mr. Ng
"R&S Master Services Agreement"	the agreement entered into between Rejoice Container and R&S Engineering on 5 December 2025 in relation to the provision of Repair Services
"Singapore"	the Republic of Singapore
"Share(s)"	ordinary share(s) in the share capital of the Company with par value of HK$0.01 each
"Shareholder(s)"	holder(s) of the ordinary share(s) in the share capital of the Company
"subsidiary/(ies)"	has the meaning ascribed to it under the Listing Rules
"Stock Exchange"	the Stock Exchange of Hong Kong Limited

"S$"	Singapore dollars, the lawful currency of Singapore
"%"	per cent

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

Hong Kong, 5 December 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. Yeo Teck Chuan, Mr. Ho Wing Sum and Mr. Teo Rainer Jia Kai.