

LEGION CONSORTIUM LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2129



2023 ANNUAL REPORT

An isometric illustration of a city street scene. A central building with a location pin on its roof is the focal point. The street is lined with various buildings, some with trucks parked or driving. The scene is rendered in a light teal and white color palette.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Ng Choon Eng (*Chairman and Chief Executive Officer*)
Mr. Ng Kong Hock

Independent Non-Executive Directors

Mr. Yeo Teck Chuan
Mr. Ho Wing Sum
Mr. Teo Rainer Jia Kai

AUDIT COMMITTEE

Mr. Yeo Teck Chuan (*Chairman*)
Mr. Ho Wing Sum
Mr. Teo Rainer Jia Kai

REMUNERATION COMMITTEE

Mr. Ho Wing Sum (*Chairman*)
Mr. Yeo Teck Chuan
Mr. Teo Rainer Jia Kai
Mr. Ng Kong Hock

NOMINATION COMMITTEE

Mr. Teo Rainer Jia Kai (*Chairman*)
Mr. Yeo Teck Chuan
Mr. Ho Wing Sum
Mr. Ng Kong Hock

COMPANY SECRETARY

Mr. Man Yun Wah (*ACG, HKACG*)

AUTHORISED REPRESENTATIVES

Mr. Ng Kong Hock
Mr. Man Yun Wah

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

7 Keppel Road, #3-20/21/22/23/24
Tanjong Pagar Complex
Singapore, 089053

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1307A, 13/F, Two Harbourfront
22 Tak Fung Street, Hunghom
Kowloon, Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

COMPLIANCE ADVISER

Ample Capital Limited
Unit A, 14/F.
Two Chinachem Plaza
135 Des Voeux Road Central
Central
Hong Kong

PRINCIPAL BANKS

Malayan Banking Berhad
United Overseas Bank Limited

AUDITOR

Crowe (HK) CPA Limited
9/F Leighton Centre
77 Leighton Road
Causeway Bay, Hong Kong

COMPANY'S WEBSITE

www.legionconsortium.com

STOCK CODE

2129

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Legion Consortium Limited (the "**Company**"), I am pleased to present the annual report of the Company and its subsidiaries (collectively referred to as the "**Group**") for the year ended 31 December 2023.

The widespread outbreak of COVID-19 has occurred globally since 2020, including in Singapore and Hong Kong. The consequences and impacts of this outbreak are still manifesting with the potential disruption to economic and social activities in the markets. In these unprecedented and rapidly changing times, the Group expects that the demand in the logistics supply chain industry in Singapore still will continue to grow.

Going forward, the Group will continuously focus its efforts to expand its business by strategic acquisition for long-term growth, we are confident that we will emerge stronger and more agile.

We believe that the global economy is recovering from the COVID-19 pandemic, the Group is optimistic about the long-term economic prospects in Singapore and is well placed to benefit from its growth opportunities. Despite the challenges of the pandemic in 2022, which dealt a heavy blow to the global economy and the communities of Singapore, we are delighted to report that we have achieved approximately 58.6% growth in the profit for the year ended 31 December 2022 (approximately S\$4.6 million) from the year ended 31 December 2021 (approximately S\$2.9 million).

Our progress thus far would not have been possible without the support, understanding and cooperation of our stakeholders. We would like to express our sincere gratitude for the relentless support of all our valuable shareholders, business partners and customers.

Last but not least, we also would like to extend our thanks to our fellow directors for their insights, guidance and support as the pandemic evolves. Besides that, our appreciation to our employees who have made exemplary responses to the challenges resulting from the pandemic and this is a reaffirmation of their commitment and dedication. The management team and all staff members of the Group will continue striving for better results for the Group and bringing returns to the shareholders.

Legion Consortium Limited

Ng Choon Eng

Chairman, Chief Executive Officer and Executive Director

28 March 2024





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.

On 15 July 2022, the Group completed the acquisition of 70% equity interest in Resolute Solutions. Resolute Solutions is a private company limited by shares incorporated on 24 January 2018 under the laws of Singapore and engaged in handling LCL shipments and providing services to freight forwarders and consignees including the delivery of goods to and from local ports for custom clearance, local distribution island-wide for events, shopping malls, places of attractions and construction sites. In view of the Group’s long-term strategy in further developing its business, the Directors consider that the Resolute Solutions Acquisition enlarges the scope of services that the Company is able to provide LCL services for our customers. The Directors believe that after the Resolute Solutions Acquisition, the Company can (i) enhance its logistic services by extending its services to LCL; (ii) reduce the costs of the Group where the Company does not need to outsource the LCL service; (iii) increase its revenue by incorporating the financial performance of Resolute Solutions in the Group; and (iv) increase the market share of the Group by the synergy provided among Resolute Solutions and the Group.

As at 31 December 2023, the Group had a vehicle fleet comprising 53 prime movers, 465 trailers and 19 flat vans, and machineries comprising two reach stackers and three forklifts. Furthermore, we are operating 3 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.

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

As the COVID-19 pandemic has gone endemic and global economic recovery remains an ongoing process. The financial year 2023 has been a challenging year characterised by escalating operational costs, as well as global economic and political uncertainty. In spite of the dynamic macro environment and uncertainties, the Group managed to stay resilient to deliver a stable performance that was in line with market expectations. We believe that the overall business operations are making an effort to return to pre-pandemic levels. However, we continue to closely monitor the potential resurgence of COVID-19, the inflationary and rising interest rates environment. While our business and customers have remained largely unaffected at this time, any escalation of the conflict may have wider implications on the price of global oil, energy and commodity prices. Such a situation will invariably increase the risk of a global recession.

Meanwhile, 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.

With premises and increased warehousing capacities, 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.

MANAGEMENT DISCUSSION AND ANALYSIS

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 2024 journey in a strong financial position and have numerous viable options for growth and value creation.

FINANCIAL REVIEW

Revenue

Revenue increased by approximately 6.1% from approximately S\$57.0 million for the year ended 31 December 2022 to approximately S\$60.5 million for the year ended 31 December 2023. The increase was mainly attributable to the COVID-19 pandemic has gone endemic and business operations are making an effort to return to pre-pandemic levels, global economic recovery remains an ongoing process. As compared with the increase in revenue by approximately 24.5% for the year ended 31 December 2022 as compared to the year ended 31 December 2021, the slowdown in the growth rate is due to the slowdown in overall import and export in Singapore as reflected by the price index.

Trucking services

Our Group's trucking services revenue was approximately S\$20.3 million and S\$20.0 million for the years ended 31 December 2022 and 2023, respectively. Trucking revenue consists of revenue from transportation fees in relation to the transportation of cargo. Trucking revenue remained stable during the years ended 31 December 2022 and 2023.

Freight forwarding services

Our Group's revenue from freight forwarding services was approximately S\$28.3 million and S\$26.6 million for the years ended 31 December 2022 and 2023, respectively. Revenue from freight forwarding services consists of fees from import and export freight forwarding arrangement (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, type of cargoes, among other factors. The decrease of approximately S\$1.7 million or 6.0% was due to the decrease in import and export freight prices during 2023.

VATS

Our Group's revenue from VATS was approximately S\$8.5 million and S\$13.9 million for the years ended 31 December 2022 and 2023, 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 increased by S\$5.4 million or 63.5%, mainly due to the increase in yard and rental fees charged to our customers, as the storage spaces are limited in Singapore.





MANAGEMENT DISCUSSION AND ANALYSIS

Gross Profit and Gross Profit Margin

For the years ended 31 December 2022 and 2023, we recorded a gross profit of approximately S\$18.2 million and S\$19.2 million, respectively. The increase of approximately S\$1.0 million or 5.5% was due to stabilizing of global trade post COVID-19, which resulted in a huge surge of demands of our services. Trucking services accounted for approximately 35.2% and 30.5% of our total gross profit for the years ended 31 December 2022 and 2023, respectively. Freight forwarding services accounted for approximately 39.6% and 38.0% of our total gross profit for the years ended 31 December 2022 and 2023 respectively. VATS accounted for approximately 25.2% and 31.5% of our total gross profit for the years ended 31 December 2022 and 2023, respectively.

For the years ended 31 December 2022 and 2023, we recorded a gross profit margin of approximately 31.9% and 31.7%, respectively. Gross profit margin for trucking services were approximately 31.5% and 29.3% for the years ended 31 December 2022 and 2023, respectively. The decrease in gross profit margin of trucking services was due to intense competition of trucking services in Singapore, so that we had to offer more competitive trucking services to our customers. Gross profit margin for freight forwarding services were approximately 25.4% and 27.3% for the years ended 31 December 2022 and 2023, respectively. The increase in gross profit margin of freight forwarding services was due to the effective cost control of freight service related costs during 2023. Gross profit margin for VATS were approximately 52.9% and 43.5% for the years ended 31 December 2022 and 2023, respectively. The decrease in gross profit margin of VATS was due to closure of the yards and warehouses after expiry of lease terms and shifting to new yards and warehouses at significant increase in lease costs. We have increased our yards and warehouse rental to the customers, but we were not able to shift all the burden to our customers in order to maintain our competitive advantages.

Other income

Our Group reported other income of approximately S\$0.6 million and S\$1.1 million for the years ended 31 December 2022 and 2023, respectively. Other income mainly relates to government grants which mainly comprise of the WCS, SEC, JGI, interest income and rental income from investment properties. Most of the COVID government grants has expired. Only the long term pre covid grants like Special Employment Credit were still available. New grants like senior employment credit and enabling employment credit which was introduced during 2020 still remains in order to get more senior people or people with disability into the workforce.

Other gains and losses

Our Group reported other gains of approximately S\$0.3 million and S\$0.2 million for the years ended 31 December 2022 and 2023, respectively. Other gains relate to gain on disposal of property, plant and equipment, net foreign exchange gains or losses and over provision of reinstatement costs in prior years.

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

Impairment gains of S\$2,000 and S\$18,510 were recognised for the years ended 31 December 2022 and 2023, respectively. The impairment gains recognised for the year ended 31 December 2022 and 2023 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.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

Our Group reported administrative expenses of approximately S\$13.2 million and S\$15.0 million for the years ended 31 December 2022 and 2023, 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 mainly was due to increase in depreciation of property, plant and equipment arising from significant increase in office equipment 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\$1.0 million for the years ended 31 December 2022 and 2023, respectively.

Profit for the year

As a result of the foregoing, profit of the Group decreased by approximately S\$1.2 million from approximately S\$4.6 million for the year ended 31 December 2022 to approximately S\$3.4 million for the year ended 31 December 2023. The decrease in net profit was mainly due to increase in administrative expenses as described above. Net profit margin decreased from approximately 8.1% for the year ended 31 December 2022 to approximately 5.7% for the year ended 31 December 2023.

Final dividend

No dividend was declared or paid out during the year ended 31 December 2023.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

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.





MANAGEMENT DISCUSSION AND ANALYSIS

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 2022 and 31 December 2023, we had bank balances and cash of approximately S\$10.3 million and S\$22.8 million respectively. As at 31 December 2022 and 2023, we had fixed deposits with maturity of over three months of approximately S\$14.4 million and S\$4.0 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 2023, approximately 91% (31 December 2022: 73.0%) of the Group's bank balances and cash was denominated in SGD, approximately 8% (31 December 2022: 25%) was denominated in USD and approximately 1% (31 December 2022: 2.0%) was denominated in HKD.

As at 31 December 2023, the Group had banking facilities with credit limit amounting to approximately S\$0.4 million (31 December 2022: S\$0.2 million). There was no unutilised credit facilities at the end of the year 2023.

As at 31 December 2023, 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 31.3% (31 December 2022: 22.7%). The increase in gearing ratio was mainly attributable to the increase in lease liabilities for the new lease of logistics yard and warehouse.

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 (2022: S\$0.2 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 2023.

Future plans for material investments and capital assets

As at 31 December 2023, the Group did not have other plans for material investments and capital assets.

MANAGEMENT DISCUSSION AND ANALYSIS

Employees and remuneration policy

As at 31 December 2023, the Group had a total of 221 employees (2022: 190 employees), including executive Directors. The gender ratio of the Group's workforce (including senior management) was approximately 58.37% male to approximately 41.63% 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 2023 amounted to approximately S\$12.3 million (2022: approximately S\$11.7 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, salaries increment 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 2023.

Capital commitments

As at 31 December 2023, the Group had capital commitments of approximately S\$17.1 million (2022: S\$0.8 million) in relation to the acquisition of property, plant and equipment.

Contingent liabilities

As at 31 December 2023, the Group had no material contingent liabilities (2022: 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 changes the use of the unutilised Net Proceeds.



MANAGEMENT DISCUSSION AND ANALYSIS

Up to 31 December 2023, 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 2023	Unutilised net proceeds as at 31 December 2023	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	(11.5)	5	Before 31 December 2024
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	(10.5)	7.2	Before 31 December 2024
Total	41.5	41.5	(29.3)	12.2	

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 2024.

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

On 26 March 2024, the proposed acquisition of the property by the Group from Sintex Nylon and Cotton Products (Pte.) Limited (the "Vendor") was terminated, as Jurong Town Corporation rejected to grant the approval for the transaction. In accordance with the terms of the sale and purchase Agreement, the Vendor shall refund to the Purchaser all the payments paid by the Purchaser to the Vendor, i.e. 5% of the total consideration (being S\$900,000) without any interest or deduction.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Executive Directors

Mr. Ng Choon Eng ("Mr. Ng"), aged 61, is our chairman of the Board (the "**Chairman**"), chief executive officer of the Company (the "**Chief Executive Officer**"), executive Director and one of our Controlling Shareholders and the father of Mr. Ng Kong Hock ("**Mr. KH Ng**"), an executive Director. Mr. Ng is primarily responsible for management and formulating the overall strategic direction of our Group. He joined our Group in 1 March 1995. Mr. Ng has more than 39 years of experience in the logistics industry particularly in the area of trucking, freight forwarding and value added transport services. Prior to joining our Group, he worked as a wharf clerk with Lotango Forwarders (Pte) Ltd from 1983 to 1987, an assistant operation manager with Huk Seng Container Pte Ltd from 1987 to 1991, and an assistant operations manager with SH Cogent Logistics Pte Ltd from 1991 to 1995, a company which engaged in logistics business, and was responsible for container trucking operations.

Mr. KH Ng, aged 32, is our executive Director and the son of Mr. Ng, an executive Director. Mr. KH Ng is primarily responsible for management and formulating the overall strategic direction of our Group. He joined our Group on 30 September 2015. Mr. KH Ng has more than six years of experience in the logistics industry particularly in the area of trucking, freight forwarding and value added transport services. Prior to joining our Group, he worked as an inventory supervisor at Bollore Logistics (Singapore) Pte Ltd from November 2014 to February 2016. Mr. KH Ng obtained a diploma in logistics management and diploma plus certificate in international freight forwarding & eLogistics in Ngee Ann Polytechnic in Singapore in May 2012.

Independent non-executive Directors

Mr. Yeo Teck Chuan ("Mr. Yeo"), aged 56, is our independent non-executive Director. Mr. Yeo joined our Group on 18 December 2020. He has more than 31 years of experience in accounting, auditing and financial management. From June 1992 to January 1995, he worked as an auditor at Pricewaterhouse. He worked for Arthur Andersen as an audit manager in Beijing from January 1995 to December 1998 and in Singapore from January 1999 to July 2002. From July 2002 to March 2007, he was the financial service director for South and South East Asia for BOC Asia Limited (Singapore). From July 2007 to May 2015, he worked at Deloitte Touche Tohmatsu and his last position was audit partner. From May 2015 to October 2017, he worked as an audit partner at Shanghai branch of Rui Hua Certified Public Accountants LLP. He worked as a managing director of Laos Rui Hua CPA Co., Ltd. from December 2016 to August 2019. He was a managing director of Beijing Quan Rui Certified Public Accountants LLP from October 2017 to July 2018. He has been a legal representative of Nanchang Yeo Seng Heng Financial Advisory Co. Ltd since August 2015. From July 2018, he has joined SBA Stone Forest Corporate Advisory (Shanghai) Co., Ltd as an advisory partner. Since April 2022, Mr. Yeo has been the director and founder of YSH Advisory PTE. LTD.

He is currently an independent non-executive director of Republic Healthcare Limited, a company listed on GEM of the Stock Exchange (stock code: 8357), since 1 August 2021. He obtained a bachelor degree of accountancy from Nanyang Technological University in Singapore with second class honours (upper division) in May 1992 and has been a certified internal auditor awarded by The Institute of Internal Auditors and a chartered accountant of Singapore admitted by Institute of Singapore Chartered Accountants since May 2005 and July 2013 respectively. He has been employed in the ASEAN chartered professional accountant in Singapore since May 2017.





DIRECTORS AND SENIOR MANAGEMENT PROFILE

Mr. Ho Wing Sum ("Mr. Ho"), aged 40, is our independent non-executive Director. He joined our Group on 18 December 2020. Mr. Ho has more than 14 years of experience in account and client management. From March 2004 to August 2006, he worked as an assistant accountant at Cheng & Cheng Limited. From August 2006 to October 2011, he worked as an assurance associate of Marcum Bernstein & Pinchuk LLP. From February 2012 to present, he has been the director of OnPoint Business Solutions Limited. From June 2014 to December 2018, he was the general manager of Lacubus CPA. From September 2014 and October 2017 to present, he has been the director of Unique Corporate Services Limited and the general manager of Unique & Partners CPA respectively. Since October 2018, Mr. Ho has been the director of Plutus AF Limited. In addition, Mr. Ho has been the director of Insight Power Investments Limited since January 2019. Mr. Ho has been the director of Wang Fu Consultant Company Limited since June 2020. Since July 2020, Mr. Ho has been the director of 88M Global Limited and Jupica Limited. Since December 2020, Mr. Ho has been the independent non-executive director of Milestone Builder Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1667).

Mr. Ho obtained a bachelor degree in accounting from Napier University in January 2008 in Edinburgh, United Kingdom. He has been a certified public accountant recognised by Delaware Board of Accountancy since November 2011.

Mr. Teo Rainer Jia Kai ("Mr. Teo"), aged 44, is our independent non-executive Director. He joined our Group on 21 February 2022. Mr. Teo has extensive experience and knowledge in the capital and finance market. Mr. Teo is currently an executive director of Schroder & Co (Asia) Limited since April 2019 and a director of Quintessential Investments Pte. Ltd. since December 2016. During December 2017 and December 2018, he was an independent non-executive director of Datapulse Technology Limited (a company listed on the Singapore Exchange Securities Trading Limited, stock code: BKW). During April 2017 and April 2019, he was a senior director of Thirdrock Capital Private Limited. During October 2013 and November 2016, he was an assistant vice president (private banking division – greater China region) of ABN AMRO Private Banking. During July 2010 and October 2013, he was an assistant vice president of Credit Suisse AG Singapore. During August 2009 and June 2010, he was the chief analyst of Ventur9 Capital Holdings Limited. During March 2007 and August 2009, he was an assistant relationship manager of Citibank, N.A. – Global Wealth Management APME Singapore.

Mr. Teo obtained a bachelor's degree of Computing Specialization: Distributed Computing Systems from Monash University (Melbourne, Caulfield Campus) in Australia in 2004 and master's degree of Applied Finance from Monash Business School (Melbourne, Caulfield Campus) in Australia in 2006. He also completed Oxford Blockchain Strategy Programme of Said Business School (University of Oxford) in Singapore in 2018.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Senior Management

Mr. Koh Char Boh ("Mr. Koh"), aged 67, is the chief operating officer of our Group. He is primarily responsible for the operations and driver management of our Group. He joined our Group on 1 March 1995. Mr. Koh has more than 29 years of experience in the logistics industry. Prior to joining our Group, he worked as a supervisor at SH Cogent Logistics Pte Ltd, a company which engages in logistics business from 1993 to 1997, and was responsible for supervising its container trucking operations. Mr. Koh obtained a diploma from Singapore Technical Institute in Singapore in 1974.

Mr. Stephen Yeo Teck Nan, aged 44, is the chief marketing officer of our Group. He is primarily responsible for strategic direction, sales, and financial and performance review of our Group. He joined our Group on 22 March 2013. He has more than 18 years of experience in the logistics industry. Prior to joining our Group, he worked as an operations executive in Vanguard Logistics Services (S) Pte Limited from August 2004 to February 2006. He worked as a sales consultant in Atlantic Forwarding from April 2006 to December 2006. He worked as a sales executive and assistant sales manager in AGI Logistics (S) Pte Limited from 2007 to 2010. From 2010 to 2013, he worked as a business development manager of ASM logistics (S) Pte Limited and a sales director of Triton Multimodal Logistics Co., Ltd. He obtained a Diploma in Commerce (Logistics and Supply Chain Management) from Kaplan Higher Education Institute in Singapore in February 2016.

Company Secretary

Mr. Man Yun Wah ("Mr. Man"), aged 41, is the company secretary of the Company. Mr. Man is an ordinary resident in Hong Kong. Mr. Man has more than 14 years of experience in corporate secretarial and management. From August 2008 to July 2015, he worked in Dominic K.F. Chan & Co. where he was responsible for handling company secretarial matters and his last position was principal of corporate services. Since July 2015, he has been appointed as a director and head of Company Secretary Division of In.Corp Corporate Services (HK) Limited, a company which provides company secretarial services. He is responsible for assisting listed companies in professional company secretarial work.

Mr. Man graduated from the University of Huddersfield in England with a Bachelor of Arts in business administration and management by distance learning in March 2010 and he further obtained a degree of Master of Corporate Governance (part time) from the Open University of Hong Kong in November 2014. He has been an associate member of The Hong Kong Chartered Governance Institute since March 2015.





CORPORATE GOVERNANCE REPORT

The Company is committed to achieving high standards of corporate governance to safeguard the interests of its Shareholders and enhance its corporate value. The Company adopted all the code provisions in the Corporate Governance Code (the “CG Code”) in Appendix C1 to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code on corporate governance practices. Throughout the year ended 31 December 2023, the Company had complied with the code provisions in the CG Code with the exception of the code provision C.2.1. Details of such deviation is explained below.

BOARD OF DIRECTORS

The Company is governed by the Board which is responsible for formulating and implementing company policy and business strategies of the Group; overseeing the accounts, information technology and operational matters of the Group; and providing independent advice to the Board. The Board sets the overall strategy and directions for the Group with a view to developing its business and enhancing the shareholder value.

The Board is having regular Board meetings from time to time to formulate overall strategy, monitor business development as well as the financial performance of the Group. The Board has delegated certain duties and authorities to the management of the Company for supervising the human resources and health, safety, environmental, and operational matters of the Group; overseeing the financial reporting and management, internal control and compliance matters of the Group; overseeing the general management of projects and operation of the Group; overseeing the management of projects of the Group, including the planning and execution of projects from commencement until completion; and overseeing the management of the Group’s operation from business development to project execution, including the procurement of contracts as well as value engineering the projects of the Group.

Newly appointed Director will be arranged a comprehensive, formal and tailored induction which includes provision of key guidelines, documents and publications relevant to their roles, responsibilities and ongoing obligations; a briefing on the Company’s structure, businesses, risk management and other governance practices and meeting with other fellow Directors so as to help the newly appointed Directors familiarize with the management, business and governance policies and practices of the Company, and ensure that they have a proper understanding of the operations and businesses of the Company.

The Board is responsible for determining the appropriate corporate governance practices applicable to the Company’s circumstances and ensuring systems, processes and procedures in place to achieve the Company’s corporate governance objectives; reviewing and monitoring the training and continuous professional development of Directors and senior management and the Company’s policies, practices and guidelines on compliance with legal and regulatory requirements; and etc. The Board may discharge its corporate governance duties by establishment of board committees and delegation of certain management and administration functions to the management. During the year up to the date of this report, the Board reviewed the compliance with the CG Code, the disclosure in the corporate governance report and the effectiveness of the risk management and internal controls systems of the Group.

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities. The Board and the Board committees are provided with sufficient resources to perform their duties and, where necessary, the Directors and the Board committees are entitled to seek independent professional advice at the Company’s expense.

CORPORATE GOVERNANCE REPORT

The Board currently comprises two executive Directors (the “ED(s)”), namely Mr. Ng Choon Eng (Chairman and Chief Executive Officer) and Mr. Ng Kong Hock; and three independent non-executive Directors (the “INED(s)”), namely Mr. Yeo Teck Chuan, Mr. Ho Wing Sum and Mr. Teo Rainer Jia Kai.

Mr. Ng Choon Eng, an ED, the Chairman and the Chief Executive Officer, is the father of Mr. Ng Kong Hock, an ED. There are no other relationships among our Directors.

During the year ended 31 December 2023, one general meeting was held while four Board meetings were held whereat the Board, among others, (i) reviewed and approved the financial results for the year ended 31 December 2022; (ii) reviewed and approved the financial results for the six months ended 30 June 2023; (iii) considered and approved the overall strategies and policies of the Group; and (iv) considered and approved the remuneration packages of individual EDs and the senior management. The attendance of individual Directors at the general meeting and Board meetings is set out in the following table:

Name of Directors	Attended/ Eligible to attend	
	2023 Annual General Meeting	Board meetings
Ng Choon Eng	1/1	4/4
Ng Kong Hock	1/1	4/4
Yeo Teck Chuan	1/1	4/4
Ho Wing Sum	1/1	4/4
Teo Rainer Jia Kai	1/1	4/4

Notice of regular Board meetings is served on all the Directors at least 14 days before meeting. For other Board and Board committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are sent to all the Directors at least 3 days before each Board or Board committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management of the Company where necessary.

The minutes of Board and Board committee meetings are kept by the company secretary and are open for inspection by any Director. The minutes of Board and Board committee meetings record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes are sent to all Directors for their comment and records respectively, within a reasonable time after the meetings are held.

Other than regular meetings, the Chairman also meets with the INEDs without the presence of the EDs, to facilitate an open discussion among the INEDs on issues relating to the Group.

During the year ended 31 December 2023, training materials were provided to the Directors, covering a wide range of topics including directors’ duties, continuing obligations after listing, notifiable transactions and connected transactions.





CORPORATE GOVERNANCE REPORT

In compliance with the Listing Rules, the Company appointed three INEDs with at least one of them having appropriate professional qualifications or accounting or related financial management expertise. The INEDs, together with the EDs, ensure that the Board prepares its financial and other mandatory reports in strict compliance with the relevant standards. The Company has received an annual confirmation of independence under Rule 3.13 of the Listing Rules from each of the INEDs and considered that their independence is in compliance with the Listing Rules.

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Ng Choon Eng is the Chairman and the Chief Executive Officer. As Mr. Ng Choon Eng has been operating and managing the Group since 1995, our Board believes that it is in the best interest of our Group to have Mr. Ng taking up both roles for effective management and business development. Therefore, our Directors consider that the deviation from the CG Code provision C.2.1 is appropriate in such circumstance. In order to maintain good corporate governance and fully comply with such code provision, our Board will regularly review the need to appoint different individuals to perform the roles of the Chairman and chief executive officer separately.

Under the code provision B.2.2 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. Pursuant to the letter of appointment, the initial term of the INEDS is three years and will continue thereafter until terminated in accordance with the terms of the letter of appointment. At least one-third of the Directors shall retire from office by rotation and be eligible for re-election at each annual general meeting at least once every three years pursuant to the amended and restated articles of association ("**Articles of Association**") of the Company.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as the codes of conduct regarding securities transactions by Directors and by relevant employees of the Company. All Directors have confirmed, following specific enquiries made by the Company, that they fully complied with the Model Code and the code of conduct regarding directors' securities transactions throughout the year ended 31 December 2023.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy (the "**Board Diversity Policy**") which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business and development. Pursuant to the Board Diversity Policy, selection of Board candidates will be based on a number of objective factors, including but not limited to gender, age, cultural and educational background or professional skills and experience. In forming its perspective on diversity, the Company takes into account factors based on our business model and specific needs from time to time. The ultimate decision will be made based on merit and contribution that the selected candidates will bring to the Board. The nomination committee of the Company (the "**NC**") will disclose the composition of the Board annually in the corporate governance report and monitor the implementation of the Board Diversity Policy by regularly reviewing the board diversity policy and assessing its effectiveness, and where necessary, make any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

CORPORATE GOVERNANCE REPORT

The NC will discuss and agree annually measurable objectives that the Board has set for implementing the Board Diversity Policy for nomination of directors to the Board and recommend them to the Board for adoption. The NC monitors the implementation of the Board Diversity Policy, reviews and assesses annually the composition of the Board under diversified perspectives and makes recommendations to the Board on appointment of new directors of the Company. The NC also oversees the conduct of the annual review of the effectiveness of the Board.

We recognise that gender diversity at the Board level can be improved given its current composition of all-male Directors. We will strive to take steps to promote gender diversity at all levels of the Company and ensure that gender diversity is achieved in accordance with the Listing Rules.

To enhance our corporate governance by promoting gender diversity at the Board, our Company has set out the following targets and policies:

- The NC will use its best efforts, within three years from the Listing Date, to identify and recommend suitable female candidates to our Board for its consideration. Our Board will use its best efforts to appoint at least one female member and achieve no less than 10% female representation in the Board by the end of 2024, subject to the Directors (i) being satisfied with the competence and experience of the relevant candidate after a reasonable review process based on reasonable criteria; and (ii) fulfilling their fiduciary duties to act in the best interest of the Company and the Shareholders as a whole when making the relevant appointment(s).
- Upon the Listing, the Company is committed to provide career development opportunities for female staff and ensure that there is gender diversity when recruiting staff from mid to senior levels so that the Company will have a pipeline of female senior management in future. The Group will emphasise on training senior female staff who have long and relevant experience in our business, including but not limited to logistics and financial management. The Directors believe that this policy will provide the required manpower resources to better achieve gender diversity at the Board.

REMUNERATION COMMITTEE

The Company established the RC in December 2020 with written terms of reference in compliance with the CG Code, which is available on the websites of the Company and the Stock Exchange. The RC comprises Mr. Ho Wing Sum (chairman), Mr. Yeo Teck Chuan, Mr. Teo Rainer Jia Kai and Mr. Ng Kong Hock.

The primary duties of the RC are, among others, to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; review and approve the management's remuneration proposals; make recommendations to the Board on the remuneration of non-executive Directors; and review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. The Directors are remunerated with reference to their respective duties and responsibility with the Company, the Company's performance and current market situation. The RC has adopted the model under the CG Code to make recommendations to the Board on the remuneration packages of individual EDs and senior management in consultation with the Chairman.





CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2023, two RC meetings were held for the purposes of, among other things, making recommendations on the remuneration packages of individual EDs and senior management and remuneration of the INEDs to the Board for consideration and approval. The attendance of individual members is set out in the following table.

Name of committee members	Attended/ Eligible to attend
Mr. Ho Wing Sum	2/2
Mr. Yeo Teck Chuan	2/2
Mr. Teo Rainer Jia Kai	2/2
Mr. Ng Kong Hock	2/2

Details of emoluments of the Directors for the year ended 31 December 2023 are disclosed in note 12 to the consolidated financial statements for the year ended 31 December 2023.

DIRECTORS REMUNERATION POLICY

The Company has adopted a director remuneration policy, it sets out the general principles which guide the Group to deal with the remuneration matters. This remuneration policy aims to provide a fair market level of remuneration to retain and motivate high quality directors, senior management of the Group and attract experienced people of high calibre to oversee the business and development of the Group.

NOMINATION COMMITTEE

The Company established the NC in December 2020 with written terms of reference in compliance with the CG Code, which is available on the websites of the Company and the Stock Exchange. The NC comprises Mr. Teo Rainer Jia Kai (chairman), Mr. Yeo Teck Chuan, Mr. Ho Wing Sum and Mr. Ng Kong Hock.

The primary duties of the NC are, among others, to review the structure, size and composition of the Board; identify individuals suitably qualified to become members of the Board; assess the independence of the INEDs; and make recommendation to the Board on the appointment or reappointment of the Directors.

The NC shall nominate suitable candidates to the Board for consideration and make recommendations to the Shareholders for election as Directors at general meetings of the Company. The factors used as reference by the NC in assessing the suitability of a proposed candidate are, among others, as follows:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- accomplishment and experience business from time to time conducted, engaged in or invested in by any member of the Group;
- commitment in respect of available time and relevant interest;

CORPORATE GOVERNANCE REPORT

- requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- board diversity policy and any measurable objectives adopted by the NC for achieving diversity on the Board; and
- such other perspectives appropriate to the Company's business.

For filling a casual vacancy, the NC shall make recommendations to the Board for consideration and approval.

For proposing candidates to stand for election at a general meeting of the Company, the NC shall make nominations to the Board for its consideration and recommendation. The NC shall review the overall contribution and service to the Company of the retiring director including his/her attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board. The NC shall also review and determine whether the retiring director continues to meet the criteria as set out above. The NC and/or the Board shall then make recommendation to the Shareholders in respect of the proposed re-election of Director at general meetings.

For any person that is nominated by a shareholder for election as a Director at a general meeting of the Company pursuant to the Articles and Association, the NC shall evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship and where appropriate, the NC and/or the Board shall make recommendation to the Shareholders in respect of the proposed election of Director at a general meeting of the Company.

The NC shall, upon receipt of the proposal on appointment of new Director with biographical information (or relevant details), evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. If the process yields one or more desirable candidates, the NC shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable). The NC shall then recommend to appoint the appropriate candidate for directorship. The Board shall have the ultimate responsibility for selection and appointment of Directors.

Each of the EDs and the INEDs have entered into service agreement or letter of appointment respectively for their appointment with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by the Company or the Directors giving to the other not less than three (3) months' prior notice in writing and is subject to retirement by rotation and, being eligible, re-election at an annual general meeting of the Company in accordance with the Articles of Association.

According to articles 108 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement and eligible for re-election at an annual general meeting of the Company at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.





CORPORATE GOVERNANCE REPORT

According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

During the year ended 31 December 2023, one NC meeting was held for the purposes of, among others, making recommendations of re-election of the Directors at annual general meeting of the Company; reviewing the structure, size, composition and efficiency of the Board and the Board Diversity Policy; reviewing the INEDs' annual confirmation on independence; and assessing the independence of the INEDs. The attendance of individual members is set out in the following table.

Name of committee members	Attended/ Eligible to attend
Mr. Teo Rainer Jia Kai	1/1
Mr. Yeo Teck Chuan	1/1
Mr. Ho Wing Sum	1/1
Mr. Ng Kong Hock	1/1

NOMINATION POLICY

The Board has a nomination policy which sets out the procedures and criteria for the selection, appointment and reappointment of the Directors. In evaluating and selecting any candidate for directorship, the Nomination Committee shall consider the candidates' character and integrity, professional qualifications, skills, knowledge and experience, independence, diversity on the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate to the business of the Company.

AUDIT COMMITTEE

The Company established an audit committee of the Company (the "AC") in November 2019 with written terms of reference in compliance with the CG Code, which is available on the websites of the Company and the Stock Exchange. The AC comprises Mr. Yeo Teck Chuan (chairman), Mr. Ho Wing Sum and Mr. Teo Tainer Jia Kai.

The primary duties of the AC are, among others, to review the risk management and internal control systems and the financial information, including accounting policies and practices and financial reporting, of the Company; to review the financial statements and reports of the Group; and to review the terms of engagement and the scope of audit work of the auditor.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2023, four AC meetings were held for the purposes of, among others, reviewing the accounting principles and policies adopted by the Group with the management and the Company's auditor; discussing auditing, internal control and financial reporting matters including the audited financial statements; reviewing and approving all disclosure statements in the interim results announcement and interim report; and reviewing and approving all disclosure statements in audited annual results announcement, annual report and circular in relation to the Company. The attendance of individual members is set out in the following table.

Name of committee members	Attended/ Eligible to attend
Mr. Yeo Teck Chuan	4/4
Mr. Teo Rainer Jia Kai	4/4
Mr. Ho Wing Sum	4/4

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS OF THE COMPANY AND THE CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Company which give a true and fair view of the financial position of the Company on a going concern basis and which are in compliance with the relevant accounting standard and principles, applicable laws and disclosure provisions of the Listing Rules. The Directors also acknowledge their responsibility for the preparation of the consolidated financial statements in accordance with the basis of presentation and preparation set out in note 2 to the consolidated financial statements for the year ended 31 December 2023 on a going concern basis and which are in compliance with the relevant accounting standard and principles, applicable laws and disclosure provisions of the Listing Rules. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's and the Group's ability to continue as a going concern.

AUDITOR AND THEIR REMUNERATION

During the year ended 31 December 2023, and Crowe (HK) CPA Limited is appointed as the external auditor of the Company.

The remuneration paid/payable to Crowe (HK) CPA Limited in respect of the year ended 31 December 2023 is set out below:

Services

	2023 S\$
Audit fee paid or payable to auditors of the Company	
– Annual audit	227,985
– Non-audit fee	–
	227,985

There was no non-audit service provided by Crowe (HK) CPA Limited to the Group for the year ended 31 December 2023.





CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROL

The Company is aiming to develop a sound and good internal control system and build risk awareness and control responsibility into the Group. The Board acknowledges its responsibility for maintaining a sound and effective risk management and internal control systems in order to safeguard the interests of the Shareholders and the assets of the Company against unauthorized use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations. The Board is responsible for reviewing the effectiveness and adequacy of the Group's risk management and internal control systems.

The objectives of risk management and internal control systems are to maintain the highest possible integrity and continuity for services provided by the Company; safeguard the assets, including people, property and financial resources; ensure the uninterrupted availability of resources for the Company to perform continuously the critical business functions to support its critical objectives; ensure to appropriately deal with disruption; demonstrate responsible business continuity management processes to align with applicable accepted best practice standards and methods; and ensure the accurate and timely provision of information to staff, business partners, stakeholders and other relevant levels of government during an outage event.

The Board is responsible to identify, analyse, evaluate and monitor risks associated with any activity, function or process within their relevant scope of responsibility and authority for all activities and processes associated with the normal operation. The Company has established a risk management policy and procedures for the Group setting out the risk management process, risk assessment matrix and risk register risk.

The main elements of the risk management process are to communicate and consult with internal and external stakeholders as appropriate at each stage of the risk management process and concerning the process as a whole; establish the external, internal and risk management context and the criteria against which risk to be evaluated; identify where, when, why and how events to prevent, degrade, delay or enhance the achievement of the objectives; determine consequences and likelihood of the level of risk by analysing the range of potential consequences to be occurred; compare estimated levels of risk against the pre-established criteria and consider the balance between potential benefits and adverse outcomes; develop and implement specific cost-effective strategies and action plans for increasing potential benefits and reducing potential costs; and monitor the effectiveness of all steps of the risk management process. Risks are effectively managed by the Group through the effective implementation of various controls including board approved risk management framework; maintenance of risk register; and regular review of risks and controls, particularly as the business changes. The Board would, at least annually, review the adequacy and effectiveness of the Group's risk management and internal control systems, including financial, operational and compliance controls.

The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The procedures and internal controls of the Company for handling and dissemination of inside information includes conducting the affairs of the Company with close regard to the Guidelines on Disclosure of Inside Information published by Securities and Futures Commission and the Listing Rules and reminding the Directors and employees of the Group regularly about due compliance with all polices regarding the inside information.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2020 and up to the date of this annual report, the Board reviewed the effectiveness of the Group's risk management and internal control systems. The Company considered the Group's risk management and internal control systems are effective and adequate.

The Group does not have an internal audit function within the Group. The Company engaged an external consultant to carry out internal audit function to review the effectiveness of the Group's risk management and internal control systems on annual basis.

WHISTLEBLOWING POLICY AND ANTICORRUPTION POLICY

The Company has formulated whistle blowing policy that allows all staff and independent third parties, including customers, suppliers and contractors, to report any possible improprieties, misconducts, malpractices or irregularities in matters of financial reporting, internal control or other matters to the Board or the Audit Committee anonymously. The Group will handle the reports and complaints with care and will treat the whistle-blower's concerns fairly and properly. Any person who is found to have victimized or retaliated against those who have raised concerns under this policy will subject to disciplinary sanctions.

The Group has adopted anti-corruption policy on a zero-tolerance basis for any form of corruption, including bribery and extortion, fraud and money laundering, and promise to operate our business in an honest, ethical and creditable manner. The policies are revised in due course and all Directors and employees are reminded with its requirement from time to time. Please refer to the "Environmental, Social and Governance Report" contained in this report for more details.

COMPANY SECRETARY

Mr. Man Yun Wah has been nominated by In.Corp Corporate Services (HK) Limited to act as the company secretary of the Company. Mr. Man is an associate member of the Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and has also taken no less than 15 hours of relevant professional training for the financial year ended 31 December 2023 in compliance with Rule 3.29 of the Listing Rules. His primary contact person at the Company is Mr. Ng Kong Hock, an ED. He reports to the chairman and/or the chief executive of the Company.

SHAREHOLDERS' RIGHTS

The Company has adopted a Shareholders' communication policy with the objective of ensuring that the Shareholders will have equal and timely access to information about the Company in order to enable the Shareholders to exercise their rights in an informed manner and allow them to engage actively with the Company. The Annual General Meeting remains the principal forum for dialogue with the Shareholders. The Shareholders are encouraged to participate in the proceedings of and ask questions about the resolutions being proposed and the operations of the Group.

Pursuant to the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition no less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner.





CORPORATE GOVERNANCE REPORT

Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures as set out in the preceding paragraph. The written requisition should be signed by the requisitionists and deposited at the Company's principal place of business in Hong Kong, specifying the Shareholders' contact details and the resolution intended to be put forward at general meeting.

For including a resolution to propose a person for election as a Director at general meeting, the Shareholders are requested to follow the Articles of Association. A written notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting of the Company for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the Company's principal place of business in Hong Kong provided that the minimum length of the period, during which such notices are given, shall be at least seven days and that the period for lodgement of such notices shall commence on the day after the despatch of the notice of the general meeting of the Company appointed for such election and end no later than seven days prior to the date of such general meeting. The written notice must state that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for the Shareholders to propose a person for election as a Director are posted on the Company's website at www.legionconsortium.com. The Company has reviewed the implementation and effectiveness of the Shareholders' communication policy during the year and conclude that it is effective.

INVESTOR RELATIONS

The objective of shareholders' communication is to ensure timely, transparent and accurate communications between the Shareholders and the Company.

Information is communicated to the Shareholders mainly through the Company's interim reports, annual reports and where applicable, quarterly reports, general meetings, as well as the corporate communications and publications published on the website of the Stock Exchange at www.hkexnews.hk and on the Company's website at www.legionconsortium.com. The Shareholders should direct their questions about their shareholdings to the Company's branch share registrar in Hong Kong.

The Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available. The Shareholders may also make enquiries to the Board by writing to the company secretary of the Company by email to guy.man@incorp.asia or deposit at the Company's principal place of business in Hong Kong at Unit 1307A, 13/F., Two Harbourfront, 22 Tak Fung Street, Hungghom, Kowloon, Hong Kong.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2023, in view of the changes to Appendix A1 to the Listing Rules, the Articles of Association were amended, the adoption of second and restated memorandum and articles of association of the Company was approved by the Shareholders at the annual general meeting of the Company held on 26 June 2023. For details, please refer to the announcements of the Company dated 28 April 2023 and 26 June 2023 and the circular of the Company dated 28 April 2023. The new Memorandum and Articles of Association are available on the websites of the Company and the Stock Exchange.

REPORT OF THE DIRECTORS

The Directors are pleased to present this report together with the consolidated financial statements of the Group for the year ended 31 December 2023 ("**Consolidated Financial Statements**").

The Company was incorporated in the Cayman Islands with limited liability on 20 June 2018. The Company completed the corporate reorganisation (the "**Reorganisation**") on 18 December 2020 in preparation for the Listing, pursuant to which the Company became the holding company of the companies now comprising the Group. Details of the Reorganisation are set out in the section headed "History, Corporate Development and Reorganisation" in the Prospectus. The Shares were listed on the Stock Exchange on 13 January 2021 by way of share offer.

PRINCIPAL PLACE OF BUSINESS

The headquarters and principal place of business of the Company in Singapore is located at 7 Keppel Road, #3-20/21/22/23/24, Tanjong Pagar Complex, Singapore 089053 and the principal place of business of the Company in Hong Kong is located at Unit 1307A, 13/F., Two Harbourfront, 22 Tak Fung Street, Hung Hom, Kowloon, Hong Kong.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its operating subsidiaries are set out in note 32 to the Consolidated Financial Statements. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2023.

RESULTS/BUSINESS REVIEW

The results of the Group for the year ended 31 December 2023 are set out in the Financial Statements in this annual report. A review of the business of the Group for the year ended 31 December 2023, which includes a description of the principal risks and uncertainties facing the Group, an analysis using financial key performance indicators of the Group's business, particulars of important events affecting the Group, an indication of likely future developments in the Group's business, and discussion on the Company's environmental policies and performance and the relationships with its stakeholders, can be found in the sections headed "Chairman's Statement", "Management Discussion and Analysis", "Corporate Governance Report", "Environmental, Social and Governance Report" and Consolidated Financial Statements in this annual report. The review forms part of this report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 December 2023, as far as the Directors are aware, the Company did not have any non-compliance with relevant laws and regulations that is material or systemic in nature.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 15 to the Consolidated Financial Statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the year ended 31 December 2023 are set out in note 16 to the Consolidated Financial Statements.





REPORT OF THE DIRECTORS

SUBSIDIARIES

Particulars of the Company's subsidiaries during the year ended 31 December 2023 are set out in note 32 to the Consolidated Financial Statements.

KEY RISKS AND UNCERTAINTIES

The principal risks and uncertainties faced by the Group are set out in the section headed "Management Discussion and Analysis" of this annual report.

DONATIONS

Charitable donations of the Group was approximately S\$33,500 during the year ended 31 December 2023.

DIRECTORS

The directors of the Company during the year ended 31 December 2023 and up to the date of this annual report were:

Executive Directors:

Mr. Ng Choon Eng (*Chairman and Chief Executive Officer*)
Mr. Ng Kong Hock

Independent Non-executive Directors:

Mr. Yeo Teck Chuan
Mr. Ho Wing Sum
Mr. Teo Rainer Jia Kai

In accordance with the Articles of Association, Mr. Ng Choon Eng, Mr. Yeo Teck Chuan and Mr. Teo Rainer Jia Kai will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

The Company has received annual confirmations of independence from each of the INEDs as required under Rule 3.13 of the Listing Rules. The Company considered all the INEDs to be independent.

Biographical information of the Directors and the senior management of the Group are set out on pages 11 to 13 of this annual report.

DIRECTORS' SERVICE CONTRACT

Each of the EDs has entered into a service agreement with the Company for an initial term of three years and shall continue thereafter unless and until it is terminated by the Company or the Director giving to the other party not less than three months' notice in writing.

Each of the INEDs has entered into letter of appointment with the Company for an initial term of three years and shall continue thereafter unless and until it is terminated by either party giving to the other party not less than three months' notice in writing.

None of the Directors, including those to be re-elected at the annual general meeting, has a service contract or appointment letter with the Company or any of its subsidiaries which is not determinable by the employing company within one year without the payment of compensation (other than statutory compensation).

REPORT OF THE DIRECTORS

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules were as follows:

(a) Long positions in the ordinary shares of HK\$0.01 each of the Company ("Shares")

Name of Director	Nature of interest	Number of Shares held	Percentage of issued share capital
Mr. Ng Choon Eng	Interest in controlled corporation (Note)	937,500,000	75%

Note: MIRANA HOLDINGS LIMITED ("Mirana") is legally and beneficially owned as to 100% by Mr. Ng Choon Eng, and therefore Mr. Ng Choon Eng is deemed to be interested in the 937,500,000 Shares held by Mirana pursuant to the SFO.

(b) Long positions in the shares of associated corporation

Name of Director	Name of associated corporation	Nature of interest	Number of Shares held	Percentage of interest in associated corporation
Mr. Ng Choon Eng	Mirana (Note)	Beneficial owner	1	100%

Note: Mirana is the direct shareholder of the Company and is an associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, as at 31 December 2023, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.



REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2023, the following persons had interests or short positions in the Shares and underlying Shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

Long positions in the Shares

Name of shareholder	Nature of interest	Number of Shares held	Percentage of issued share capital
Mirana (Note 1)	Beneficial owner	937,500,000	75%
Mr. Ng Choon Eng (Note 1)	Interest in controlled corporation	937,500,000	75%
Ms. Liyani (Note 2)	Interest of spouse	937,500,000	75%

Notes:

1. Mirana is the direct shareholder of the Company. Mirana is legally and beneficially owned as to 100% by Mr. Ng Choon Eng, and therefore Mr. Ng Choon Eng is deemed to be interested in the 937,500,000 Shares held by Mirana pursuant to the SFO.
2. Ms. Liyani is the spouse of Mr. Ng Choon Eng. Accordingly, Ms. Liyani is deemed or taken to be interested in the Shares in which Mr. Ng Choon Eng is interested in under the SFO.

Save as disclosed above, as at 31 December 2023, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the related party transactions as disclosed in note 30 to the Consolidated Financial Statements, no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries or its holding company was a party, and in which a Director or an entity connected with a Director had a material interest, directly or indirectly subsisted at the end of the year or at any time during the year ended 31 December 2023.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group are set out in note 30 to the Consolidated Financial Statements. Save as mentioned in the section headed "Continuing Connected Transactions" below, other related party transactions for the year ended 31 December 2023 are fully exempted from the independent shareholders' approval, annual review and all disclosure requirements pursuant to Chapter 14A of the Listing Rules. Further details of these continuing connected transactions are set out in the section headed "Connected Transactions" in the section headed "Continuing Connected Transactions" in this annual report. The Company has complied with the applicable disclosure requirements under Chapter 14A of the Listing Rules in relation to any connected transactions and continuing connected transactions.

REPORT OF THE DIRECTORS

CONTINUING CONNECTED TRANSACTIONS

On 21 March 2023, Rejoice Container entered into an agreement with R&S to renew the Repair Services under the Previous R&S Master Services Agreement for a term of from 1 January 2023 to 31 December 2025 (the “**R&S Master Services Agreement**”) and entered into an agreement with JH Tyres to renew the Tyre Services under the Previous JH Master Services Agreement for a term of from 1 January 2023 to 31 December 2025 (the “**JH Master Services Agreement**”).

Mr. Ng Choon Eng, an executive Director, the chairman of the Board and the chief executive officer of the Company and the controlling shareholder of the Company being interested in 937,500,000 shares of the Company, representing 75.0% of the issued shares. Also R&S and JH Tyres are owned as to 60.0% and 70.0% by Mr. Ng Choon Eng. As such, R&S and JH Tyres are associated of Mr. Ng Choon Eng and connected persons of the Company, and the transactions under the R&S Master Services Agreement and JH Master Services Agreement 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 2025 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.

The Group has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the announcement requirements under Chapter 14A of the Listing Rules subject to the condition that the aggregate value of the transactions for each financial year does not exceed the relevant annual cap amount as stated above. Further details of the continuing connected transactions were set out in the section of “Connected Transaction” of the Prospectus.

The continuing connected transactions mentioned above have been reviewed by the independent non-executive Directors who have confirmed that the transactions have been entered into (a) in the ordinary and usual course of business of the Company; (b) on normal commercial terms or better; and (c) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Company’s auditor was engaged to report on the Group’s continuing connected transactions.

The auditor has issued an unqualified letter to the Board containing their findings and conclusions in respect of the non-exempt continuing connected transactions under the master service agreement mentioned above in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Stock Exchange.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, every Director or officers of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

The Company maintains an insurance policy for directors’ and officers’ liability for the year ended 31 December 2023 and up to the date of this annual report.





REPORT OF THE DIRECTORS

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 December 2023, none of the Directors had any interest in business apart from the Group's businesses which competed, or was likely to compete, either directly or indirectly, with the Group's businesses under Rule 8.10 of the Listing Rules.

RETIREMENT SCHEME

The Group participates in the central provident fund, which is a comprehensive social security system that enables working Singapore citizens and permanent residents to set aside funds for retirement. Save as the aforesaid, the Group did not participate in any other pension schemes during the year ended 31 December 2023.

No forfeited contribution is available to reduce the contribution payable under the above scheme.

EQUITY-LINKED AGREEMENTS

Save for the Share Award Scheme (as defined below), the Company did not enter into any equity-linked agreement during the year or subsisted at the end of the year ended 31 December 2023.

RESERVES

Movements in reserves of the Group and of the Company during the year ended 31 December 2023 are set out in the consolidated statement of changes in equity and note 34 to the Consolidated Financial Statements respectively. There is no distributable reserves of the Company as at 31 December 2023, calculated in accordance with the Companies Law (Cap.22) (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

SHARE OPTION SCHEME

The Group has no share option scheme pursuant to Chapter 17 of the Listing Rules as at the date of this annual report.

SHARE AWARD SCHEME

The Share Award Scheme was adopted on 18 December 2020, the principal terms of which are summarised below. The Share Award Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as the Share Award Scheme does not involve the grant of options by the Company for subscription for new Shares.

1. Purposes

The purposes of the Share Award Scheme are to:

- (i) recognise and acknowledge the contributions that any employee, director, officer, consultant, adviser, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group who the Board or its delegate(s) considers, in its sole and absolute discretion, to have contributed or will contribute to the Group (the "**Eligible Persons**") have (or may have) made or may make to the Group; and
- (ii) align the interests of the Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on the Shares and/or the increase of value of the Shares, and to encourage and retain the Eligible Persons to make contributions to the long-term growth and profits of the Group.

REPORT OF THE DIRECTORS

2. Duration

Subject to any early termination as may be determined by the Board pursuant to the terms of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a term of three (3) years commencing on 18 December 2020, being the date on which the Share Award Scheme is adopted by the Company as approved by the Board (the "**Adoption Date**").

3. Administration

Without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board or the committee of the Board or persons to which the Board has delegated its authority may appoint a trustee in respect of granting administration or vesting of any Shares under the Share Award Scheme.

4. Grant of Awarded Shares

Pursuant to the rules relating to the Share Award Scheme (the "**Share Award Scheme Rules**"), the Board may select such Eligible Persons to participate in the Share Award Scheme (the "**Selected Participant(s)**") and determine, among others, (a) the number of such awarded Shares (the "**Awarded Shares**") made to the Selected Participants (the "**Award**") out of the pool of issued Shares held by the trustee; and (b) the applicable date on which the legal and beneficial ownership of the relevant Awarded Shares are transferred and vested in such Selected Participant(s) (the "**Vesting Date**"). In determining the Awarded Shares for a Selected Participant, the Board may take into consideration matters including without limitation, the general financial condition of the Group, the performance and contribution of the relevant Selected Participant and any other matter which the Board considers relevant.

After the Board has made an Award, the Board or the authorised representative(s) as appointed by the Board (the "**Authorised Representative(s)**") will notify the trustee and the Selected Participant of the details and terms of the Award under a grant notice (the "**Grant Notice**"), which will include, among other things, (i) the name, address, position (where applicable) of the Selected Participant; (ii) the number of Awarded Shares; (iii) the condition(s) or performance target(s) to be attained by the Selected Participant before the Awarded Shares will be vested in such Selected Participant; (iv) the Vesting Date; and (v) other terms and conditions of such Award as imposed by the Board.

Upon receipt of the Grant Notice, the Selected Participant shall confirm acceptance of the Awarded Shares being granted to him/her by signing and returning to the Board the acceptance form attached to the Grant Notice within five (5) Business Days after the date of the Grant Notice. Prior to the Vesting Date, any Award made under the Share Award Scheme shall be personal to the Selected Participant to whom it is made and shall not be assignable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him/her pursuant to such Award.

5. Contribution to the Share Award Scheme

The Board will determine the amount of funds to be allocated out of the Company's resources for the purchase or subscription by the trustee of the Awarded Shares as the Board deems appropriate pursuant to the Share Award Scheme Rules (the "**Contributed Amount**") after taking into account all relevant circumstances and affairs of the Group, including without limitation, the Group's business and financial performance. The Contributed Amount will be applied to cover (i) the subscription or purchase prices for the Shares to be subscribed or purchased pursuant to the Share Award Scheme; and (ii) all related purchase or subscription expenses (including for the time being, the brokerage fee, stamp duty, SFC transaction levy and Stock Exchange trading fee and such other necessary expenses).





REPORT OF THE DIRECTORS

6. Vesting of the Awarded Shares

Subject to the Share Award Scheme Rules, a Selected Participant shall not have (i) any interest or rights (including the right to receive dividends) in the Awarded Shares prior to the Vesting Date; (ii) any rights in the Residual Cash or any of the Returned Shares, or any Related Income that has accrued before the vesting of the relevant Awarded Shares; or (iii) any rights in the balance fractional share of the Related Income and of the Shares not so allocated to him/her and the fractional share arising out of consolidation of the Shares (such Shares shall be deemed as Returned Shares for the purposes of the Share Award Scheme).

For the purpose of the Share Award Scheme, the "Residual Cash" means the cash in the trust fund of the trust (including without limitation (i) any Contributed Amount or any remaining amount thereof; (ii) the Related Income (except the Vesting Shares) in the form of cash that the Selected Participants have no entitlement; (iii) other cash income or net proceeds of sale of non-cash and non-scrip distribution derived from or in respect of the Related Income that is in the form of Share (except the Vesting Shares); and (iv) all interest or income derived from deposits maintained with licensed banks in Hong Kong) which has not been applied in the acquisition or subscription of any Shares.

For the purposes of the Share Award Scheme, the "Vesting Shares" means any Awarded Shares vested under terms of the Scheme but not yet transferred to a relevant Selected Participant. In the event of (i) change in control of the Company, whether by way of offer, merger, scheme of arrangement or otherwise; or (ii) consolidation, merger, association or reorganisation of the Group, the Board shall retain its absolute discretion to determine how to deal with the Awarded Shares, whether vested or not (including the time of vesting).

The trustee shall hold the Returned Shares to be applied towards future Awards in accordance with the Share Award Scheme Rules. When Returned Shares have been awarded, the Board shall notify the trustee accordingly.

The trustee shall not exercise the voting rights in respect of any Shares held by it as nominee or under the trust (if any) (including but not limited to the Awarded Shares, the Returned Shares, any bonus Shares and scrip Shares derived therefrom).

Subject to the receipt by the trustee of (a) the transfer documents and other documents prescribed by the trustee and, where applicable, duly signed by the Selected Participant within the period stipulated in the vesting notice referred to in the Share Award Scheme; and (b) a confirmation from the Company that all vesting conditions having been fulfilled, the trustee will either (i) transfer the relevant Awarded Shares to the relevant Selected Participant; or (ii) sell the relevant Awarded Shares on the market, and transfer the proceeds of the sale (after deduction of the related sales expenses) to the relevant Selected Participant, as soon as practicable after the Vesting Date and within the period stipulated in the Share Award Scheme.

In respect of a Selected Participant's employment or service or other contractual arrangement with the Company or any member of the Group which is terminated due to death, retirement or permanent disability at any time prior to or on the Vesting Date, all the Awarded Shares of the relevant Selected Participant shall be deemed to be vested on the day immediately prior to his/her death, retirement with the Company or the relevant member of the Group or permanent disability.

REPORT OF THE DIRECTORS

7. Maximum limit

The Board shall not make any further award of Awarded Shares which will result in the number of the Shares awarded by the Board under the Share Award Scheme exceeding 15% of the Shares in issue (i.e. 187,500,000 Shares as at the date of this annual report) upon the date on which the Shares are listed and permitted to be dealt in the Stock Exchange.

8. Restrictions

No Award shall be made by the Board, no payment shall be made to the trustee and no instructions to acquire or subscribe Shares shall be given to the trustee under the Share Award Scheme where any member of the Board is in possession of unpublished inside information in relation to the Group or where dealings by members of the Board are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

9. Lapse

In respect of a Selected Participant's employment or service or contractual arrangement with the Company or any member of the Group which is terminated for Cause or due to resignation at any time prior to or on the Vesting Date, all the Awarded Shares that have not yet been vested of the relevant Selected Participant shall become Returned Shares for the purposes of the Share Award Scheme.

For the purpose of the Share Award Scheme, a "Cause" means, with respect to a Selected Participant, such event as will entitle the Company or any member of the Group to terminate the employment or service or contractual arrangement of the Selected Participant with immediate notice without compensation under the relevant employment or service agreement or contract or, if it is not otherwise provided for in the relevant employment or service agreement or contract, (a) the commission of an act of theft, embezzlement, fraud, dishonesty, ethical breach or other similar acts or commission of a criminal offence, (b) a material breach of any agreement or understanding between the Selected Participant and the Company or any member of the Group, including any applicable invention assignment, employment, non-disparagement, non-competition, confidentiality or other similar agreement, (c) misrepresentation or omission of any fact in connection with his/her employment agreement or service agreement or contract, (d) a failure to perform the customary duties of an employee of the Company or any member of the Group or perform the obligations of service agreement or other contractual obligations satisfactory to the Group in its sole discretion, to obey the reasonable directions of a supervisor or to abide by the policies or codes of conduct of the Group, or (e) any conduct that is materially adverse to the name, reputation or interests of the Group.

In the event that prior to or on the Vesting Date in respect of a Selected Participant, (i) the relevant Selected Participant ceases to be an Eligible Person, or (ii) the subsidiary by which a Selected Participant is employed ceases to be a subsidiary (or of a member of the Group), or (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company) (each of these, an event of "Total Lapse"), the Award shall automatically lapse forthwith and the Awarded Shares shall not vest on the relevant Vesting Date but shall become Returned Shares for the purposes of the Share Award Scheme.





REPORT OF THE DIRECTORS

In the event that prior to or on the Vesting Date, a Selected Participant is found to be a resident in a place where the award of the Awarded Shares and/or the award of the Returned Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Share Award Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the trustee (as the case may be), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Eligible Persons, the relevant part of an Award made to such Selected Participant shall automatically lapse forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall become Returned Shares for the purposes of the Share Award Scheme.

10. Alteration of the Share Award Scheme

The Share Award Scheme may be altered in any respect by a resolution of the Board provided that such alteration shall be subject to compliance with the Articles, the trust deed and all applicable laws, regulations and rules (including but not limited to the Listing Rules).

11. Termination

The Share Award Scheme shall terminate on the earlier of (i) the third anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant under the Share Award Scheme.

Upon termination of the Share Award Scheme:

- (i) no further grant of Awarded Shares may be made under the Share Award Scheme;
- (ii) the Company shall notify the trustee of such termination;
- (iii) all the Awarded Shares of the Selected Participants granted under the Share Award Scheme shall become vested on the Selected Participants so referable on such date of termination save in respect of the Total Lapse, subject to the receipt by the trustee of the transfer documents prescribed by the trustee and duly executed by the Selected Participant within the period stipulated by the trustee;
- (iv) the Returned Shares and such non-cash income remaining in the trust fund of the trust shall be sold by the trustee, after receiving notice of such termination of the Share Award Scheme (or such longer period as the Board may otherwise determine) at the then prevailing market price; and
- (v) the Residual Cash, net proceeds of sale, and such other funds remaining in the trust fund of the trust managed by the trustee (after making appropriate deductions in respect of all disposal costs, liabilities and expenses) shall be remitted to the Company forthwith. For the avoidance of doubt, the trustee may not transfer any Shares to the Company nor may the Company otherwise hold any Shares whatsoever (other than its interest in the proceeds of sale of such Shares pursuant to paragraph (iv) above).

As of the 31 December 2023 and up to the date of this annual report, no Award had been granted or agreed to be granted by our Company pursuant to the Share Award Scheme.

REPORT OF THE DIRECTORS

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2023, the aggregate cost of services attributable to the Group's largest supplier and the five largest suppliers in aggregate accounted for approximately 6.6% and 24.6% (2022: approximately 3.9% and 13.0%) respectively of the Group's total purchases. Revenue attributable to the Group's largest customer and the five largest customers in aggregate accounted for approximately 7.1% and 22.4% (2022: approximately 3.1% and 13.9%) respectively of the Group's total revenue for the year ended 31 December 2023.

Other than as disclosed in this annual report, none of the Directors and none of the Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) and none of their respective close associates had any material beneficial interest in the Group's five largest customers or suppliers.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHERS

Employees

The Group has maintained good relationship with our employees. The Group offers to our employees' salary, bonuses and other allowances. In general, the Group determines employee salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions.

Customers

The Group has established stable business relationships with our major customers. Directors consider that our long-term business relationships with our major customers and suppliers would further enhance our market recognition and enable us to attract more potential business opportunities.

A majority of the Group's five largest customers have long-standing business relationship with the Group for a period ranging from approximately three to nine years.

Suppliers and Subcontractors

The Group maintains an internal list of approved suppliers. We carefully evaluate the performance of our suppliers and select them based on a number of factors such as pricing, quality of material or equipment provided, timeliness of delivery and ability to comply with our requirements and specifications. The Group will review and update our internal list of approved suppliers according to our assessment of their performance on an ongoing basis.

The Group maintains an internal list of approved subcontractors. We carefully evaluate the performance of our subcontractors and select subcontractors based on their experience relevant to the particular project as well as their availability and fee quotations. The Group will review and update our internal approved list of subcontractors according to our assessment of their performance on an ongoing basis.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in or exercising of any rights in relation to the shares, they are advised to consult their professional advisers.





REPORT OF THE DIRECTORS

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for its shares as required under the Listing Rules since the Listing Date up to the date of this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands, the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

EVENTS AFTER REPORTING PERIOD

Save as disclosed in elsewhere in this annual report, there are no significant events affecting the Group which have occurred after the year ended 31 December 2023 and up to the date of this annual report.

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company are set out in the section headed "Corporate Governance Report" on pages 14 to 24 in this annual report.

ANNUAL GENERAL MEETING ("AGM")

The forthcoming AGM will be held on Friday, 28 June 2024 and the notice convening such meeting will be published and despatched to the Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF BOOK FOR REGISTER OF MEMBERS AND DIVIDEND PAYMENT

For determining the entitlement of the Shareholders to attend and vote (as the case may be) at the forthcoming AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the forthcoming AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2023.

DIVIDEND POLICY

The Company considers stable and sustainable returns to the Shareholders to be its goal. The Company has adopted a dividend policy to allow the Shareholders to participate in the Company's profits whilst retaining adequate reserves for future growth of the Group.

REPORT OF THE DIRECTORS

The Company may from time to time declare dividends in any currency to be paid to the Shareholders subject to an approval of the Shareholders at general meetings of the Company but no dividend shall be declared in excess of the amount recommended by the Board. The Board may from time to time pay to the Shareholders an interim dividend as appear to be justified by the profits of the Company. The payment of dividend is also subject to applicable laws and regulations and the Articles of Association. The dividend policy will continue to be reviewed by the Board from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

In deciding whether to propose a dividend to the Shareholders, the Board will take into account factors such as general business conditions and other internal or external factors, financial performance, financial condition, expected working capital requirements, future expansion plans and future prospects of the Group.

The declaration of or recommendation of declaration of dividends is subject to the absolute discretion of the Board. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2023 are set out in the Consolidated Financial Statements in this annual report.

The Board has resolved not to recommend the declaration of a final dividend for the year ended 31 December 2023 (FY2022: nil).

AUDIT COMMITTEE

The AC has reviewed, together with the management and external auditors, the accounting principles and policies adopted by the Group and the Consolidated Financial Statements.

The AC has recommended to the Directors the nomination of Crowe (HK) CPA Limited for re-appointment as external auditors of the Company at the forthcoming AGM.

AUDITORS

During the year ended 31 December 2023, Crowe (HK) CPA Limited have indicated their willingness to accept re-appointment.

On behalf of the Board

Ng Choon Eng

Chairman and Executive Director

Singapore, 28 March 2024





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

INTRODUCTION

This Environmental, Social and Governance Report (the “**ESG Report**”) for the year ended 31 December 2023 (the “**Reporting Period**” or “**2023**”) summarises the environmental, social and governance (“**ESG**”) plans, initiatives, and performance of Legion Consortium Limited (the “**Company**”, together with its subsidiaries, the “**Group**” or “**we**”) and demonstrates its commitment to sustainable development. The Group is a well-established logistics service provider in Singapore, offering trucking, freight forwarding, and value-added transportation services to its customers. The Group has developed a reputation as an integrated logistics solution provider equipped with a vehicle fleet, logistics yards, and experienced management personnel. We navigate the complexities of sea, air, and road logistics to move cargo more efficiently. As one of the most well-established logistics service providers in Singapore, we believe sustainability is the key to achieving continuous success and have integrated it into our business strategies. The Group is dedicated to effectively handling its ESG issues and to continuously enhancing its ESG performance, as it believes this is the key to the sustainable development of its business.

ESG Governance Structure

The Group has set up an ESG working taskforce (the “**Taskforce**”), which is composed of core members from relevant departments of the Group and is responsible for collecting ESG data for the preparation of the ESG Report. The Taskforce would report to the Board of Directors (the “**Board**”) at least once a year, assist in the assessment and identification of the Group’s ESG risks, and determine whether its internal control system is appropriate and effective. The Taskforce reviews the ESG performance of the Group, including environmental, labour practices, and other ESG aspects. In addition, the Group regularly engages its internal and external stakeholders and hires independent third parties to conduct materiality assessments to identify, evaluate, prioritise, and manage material ESG-related issues.

The Board has ultimate and collective accountability for the Group’s ESG strategy, management, performance, and reporting, with the support of the ESG Taskforce. The members of the Board possess the appropriate skills, experience, knowledge, and perspectives necessary to oversee the Group’s ESG matters. The Board holds at least one meeting each year to establish the overall ESG approach, oversee and assess the potential impacts and risks of the ESG issues related to the Group’s operation, review the Group’s performance against ESG-related targets and the materiality of the ESG issues, ensure the effectiveness of the Group’s risk management and internal control systems, and approve disclosures in ESG reports.

To demonstrate the steadfastness of the Group on sustainable development, the Group has set targets on environmental aspects and implemented the latest ESG-related policies and guidelines.

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REPORTING FRAMEWORK

The ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) as set out in Appendix C2 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The corporate governance practices of the Group are described in the Corporate Governance Report of this annual report.

The Group ensures the application of materiality, quantitative, and consistency reporting principles when preparing this ESG Report. The measures and practices adopted by the Group to apply these reporting principles were as follows:

Materiality: A materiality assessment was conducted to identify material ESG-related issues that are used as the focus of the ESG Report. The materiality of ESG-related issues was reviewed and confirmed by the Board and senior management of the Group. For further details, please refer to the sections headed “Stakeholder Engagement” and “Materiality Assessment”.

Quantitative: The standards, methodologies, assumptions, and/or calculation tools, as well as the sources of conversion factors used in the calculation of relevant data in the ESG Report, were disclosed. The key performance indicators (“**KPIs**”) are supplemented by explanatory notes to establish benchmarks where feasible.

Consistency: The preparation approach of this ESG Report was substantially consistent with the previous financial year, which is the year ended 31 December 2022 (“**2022**”), and explanations will be provided regarding changes in the scope of disclosure or calculation methodologies whenever and wherever applicable.

SCOPE OF REPORTING

The ESG Report covers the Group’s operational activities in Singapore, which are composed of trucking services, freight forwarding services, and value-added transportation services, which represent the Group’s major sources of revenue. Data collection and disclosures are mainly focused on the operations of the Group at its principal places of business in Singapore.

REPORTING PERIOD

This ESG Report describes the ESG activities, challenges, and measures taken by the Group during the Reporting Period.



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STAKEHOLDER ENGAGEMENT

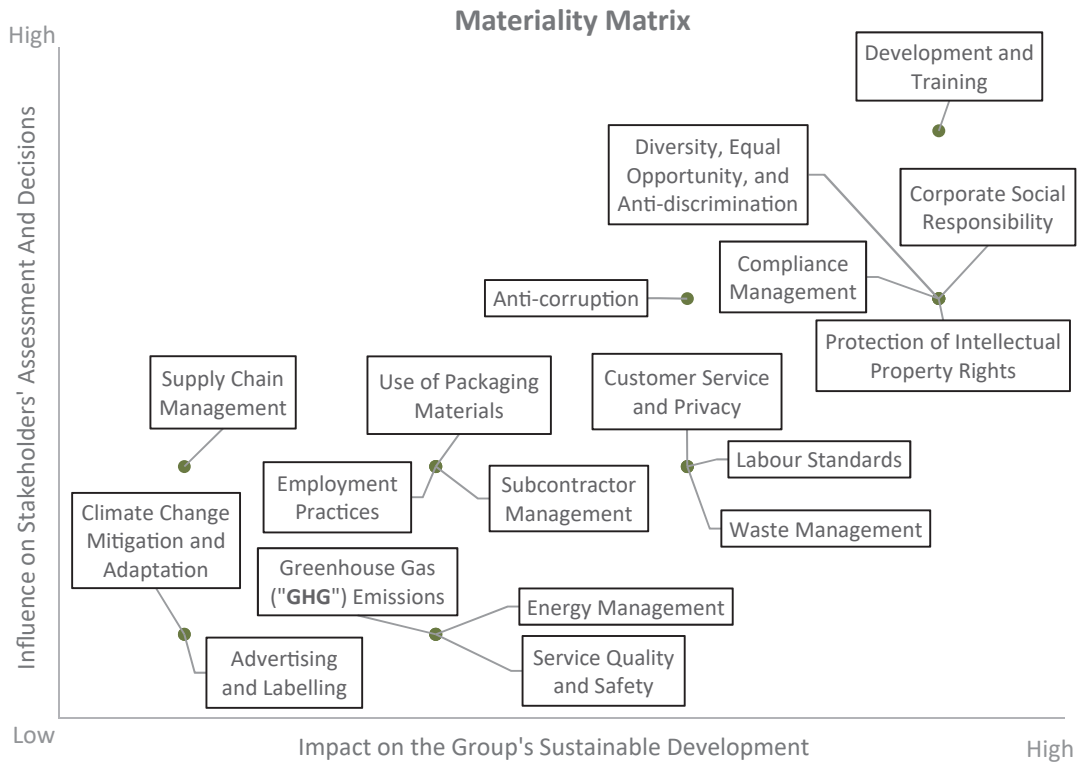
We attach great importance to our stakeholders and their feedback regarding our operational activities and ESG aspects, as we believe their feedback allows us to operate in line with our stakeholders' concerns. Regular communication with key stakeholders has been conducted by the Group through various communication channels. Our key stakeholders are mainly composed of shareholders and investors, customers and business partners, employees, subcontractors, regulatory bodies and government authorities, as well as the media, non-governmental organisations ("NGOs"), and the public. The major concerns of key stakeholders and communication channels utilised by the Group were as follows:

Stakeholders	Concerns	Communication Channels
Shareholders and investors	<ul style="list-style-type: none"> • Business strategies and performance • Financial results • Investment returns 	<ul style="list-style-type: none"> • Annual general meeting and other shareholder meetings • Announcements and circulars
Customers and business partners	<ul style="list-style-type: none"> • Timely and safe delivery of services • Privacy protection • Protection of customers' rights 	<ul style="list-style-type: none"> • Emails • Regular meetings
Employees	<ul style="list-style-type: none"> • Health and safety • Remuneration and benefits • Occupational health and safety in the workplace • Equal opportunities 	<ul style="list-style-type: none"> • Performance reviews • Regular meetings
Subcontractors	<ul style="list-style-type: none"> • Fair tendering 	<ul style="list-style-type: none"> • Management meetings and emails
Regulatory bodies and government authorities	<ul style="list-style-type: none"> • Implementation of policies • Occupational health and safety in the workplace 	<ul style="list-style-type: none"> • Compliance advisors • Regular meetings
The media, NGOs, and the public	<ul style="list-style-type: none"> • Involvement in communities • Health and safety • Social welfare 	<ul style="list-style-type: none"> • ESG reports • Announcements and circulars

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MATERIALITY ASSESSMENT

The Group has compiled a survey to determine the importance of relevant ESG issues to our business and stakeholders. The following matrix shows the summary of the Group’s materiality level for different ESG issues in terms of their impact on the Group’s sustainable development and their influence on stakeholders’ assessments and decisions.



During the Reporting Period, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents are in compliance with the requirements of the ESG Reporting Guide.

CONTACT US

The Group treasures stakeholders’ valuable opinions and suggestions. You can provide valuable feedback on the ESG Report or our sustainability performance by email at: nicholas.ng@rejoice1.com.sg.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL

A1. Emissions

The Group recognises the importance of ensuring long-term sustainability in the environment and community where it operates. Therefore, the Group is committed to maintaining sound environmental management and strives to minimise the potential environmental impacts associated with its operational activities to fulfil its social responsibilities.

Being one of the leading logistics service providers in Singapore, we attach great importance to maintaining sustainability practices, as we believe sustainability is an integral part of our business success. We have established relevant environmental management systems and adopted relevant environmental policies to minimise the potential direct and indirect environmental impact caused by our operational activities. The Group strives to protect the environment by implementing environmentally friendly business practices and initiatives and promoting environmental protection in the workplace. The Group is committed to continuously seeking opportunities to further enhance our ESG performance.

During the Reporting Period, the Group was not aware of any material non-compliance of environmental laws and regulations relating to air and GHG emissions, discharges into water and land, and the generation of hazardous and non-hazardous wastes, including but not limited to the Environmental Protection and Management Act and the Environmental Public Health Act of Singapore.

Exhaust Gas Emissions

Due to the Group's business nature, emissions of exhaust gas are unavoidable. Therefore, the Group is actively adopting environmentally friendly measures to minimise the amount of exhaust gas generated from our daily operations, and the details are as follows:

- Select vehicles with efficient fuel consumption;
- Regularly inspect and maintain vehicles to optimise performance and engine efficiency;
- Closely monitor prime movers with heavy emissions; and
- Utilise electronic communication, such as video conferencing and phone calls, to reduce the frequency of business trips.

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The Group has set a target in the year ended 31 December 2021 ("2021") to reduce its exhaust gas emission intensity (tonnes/revenue (in S\$ million)) over the next 3 years, using 2021 as the baseline year. During the Reporting Period, the Group's exhaust gas emissions were as follows:

Types of Exhaust Gas ¹	Unit	2023	2022
Nitrogen Oxides (NO _x)	tonnes	21.632	20.798
Sulphur Oxides (SO _x)	tonnes	0.022	0.021
Particulate Matter (PM)	tonnes	2.144	2.058
Total Exhaust Gas Emissions	tonnes	23.798	22.877
Exhaust Gas Emission Intensity ²	tonnes/revenue (in S\$ million)	0.393	0.401

Note(s):

- (1) Calculation of exhaust gas emissions is based on the estimated travelling distance based on the volume of fuel consumed.
- (2) For 2023, the Group's total revenue was approximately S\$60.48 million (2022: approximately S\$57.04 million). The data is also used for calculating other intensity data.

During the Reporting Period, the Group's exhaust gas emission intensity has decreased by approximately 2.00% from approximately 0.401 tonnes/revenue (in S\$ million) in 2022 to approximately 0.393 tonnes/revenue (in S\$ million) in 2023. This can be attributed to an increase in the Group's fuel efficiency and revenue. As the Group's exhaust gas emission intensity was 0.304 tonnes/revenue (in S\$ million) in 2021, the Group is currently in the process of achieving its target and will continue to adopt measures that minimise the amount of exhaust gas generated from its daily operations in the future.

GHG Emissions

The major sources of the Group's GHG emissions were the diesel and petrol consumption of motor vehicles (Scope 1), purchased electricity (Scope 2), and paper disposal (Scope 3). The following measures are adopted to reduce GHG emissions generated from our operation:

- Assess and monitor GHG emissions to identify room for improvement;
- Actively adopt paper-saving measures in the office;
- Maximise energy efficiency; and
- Promote double-sided printing to maximise the efficiency of paper usage.



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Through the implementation of the above measures, employee awareness of GHG emissions reduction has increased. During the Reporting Period, the Group's GHG emission intensity has increased by approximately 15.78% from approximately 85.55 tCO₂e/revenue (in S\$ million) in 2022 to approximately 99.05 tCO₂e/revenue (in S\$ million) in the Reporting Period. This can be attributed to the further resumption and increase in business activities. As the Group's GHG emission intensity in 2021 was 96.55 tCO₂e/revenue (in S\$ million), the Group is thus in the progress of achieving its 2021 target to reduce its GHG emissions intensity (tCO₂e/revenue (in S\$ million)) over the next 3 years, using 2021 as the baseline year. The Group's GHG emissions and intensity during the Reporting Period were as follows:

Indicators ³	Unit	2023	2022
Direct GHG Emissions (Scope 1)			
• Diesel Consumption	tCO ₂ e	5,463.37	4,203.96
• Petrol Consumption	tCO ₂ e	3.09	—
Energy Indirect GHG Emissions (Scope 2)			
• Purchased Electricity	tCO ₂ e	506.91	649.17
Other Indirect GHG Emissions (Scope 3)			
• Paper Disposal	tCO ₂ e	17.34	26.88
Total GHG Emissions (Scope 1, 2 and 3)	tCO ₂ e	5,990.71	4,880.01
GHG Emission Intensity	tCO ₂ e/revenue (in S\$ million)	99.05	85.55

Note(s):

- (3) GHG emissions data is presented in terms of carbon dioxide equivalent and is based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the "Global Warming Potential Values" from the IPCC Sixth Assessment Report (AR6) and the "Singapore Energy Statistics 2023 - Chapter 2: Energy Transformation" issued by the Energy Market Authority of Singapore.

Sewage Discharge

Due to the Group's business nature, it does not consume a significant volume of water. The Group's wastewater is mainly generated in its offices, and hence the amount of water consumption represents the wastewater discharge volume. The data on water consumption and corresponding water conservation measures will be described in the section headed "Water Consumption".

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Waste Management

Hazardous Waste

During the Reporting Period, no material hazardous waste has been generated due to the Group's business nature. Nevertheless, qualified subcontractors would be engaged to manage and dispose of the hazardous waste if it was generated from the Group's operations. The treatment of such waste would be in strict compliance with local laws and regulations, including but not limited to the Hazardous Waste (Control of Export, Import and Transit) Act of Singapore.

Non-hazardous Waste

The Group's major source of non-hazardous waste was paper disposal generated from its daily operations. We attach great importance to paper disposal reduction and mitigation, and have thus adopted a list of measures and procedures to minimise the amount of paper usage, including but not limited to recycling and reusing one-side printed waste paper where applicable, placing recycling bins in office areas to encourage employees' recycling habits, and encouraging the usage of electronic copies when and where applicable. The Group endeavours to increase awareness of waste management and environmental protection among its employees. Through the implementation of the above measures, the employees' awareness of reducing waste disposal has increased.

During the Reporting Period, the Group's total non-hazardous waste intensity has decreased by approximately 40.00% from approximately 0.10 tonnes/revenue (in S\$ million) in 2022 to approximately 0.06 tonnes/revenue (in S\$ million) in the Reporting Period. This can be attributed to an increase in employees' awareness of waste reduction. As the Group's non-hazardous waste intensity in 2021 was 0.11 tonnes/revenue (in S\$ million), the Group is thus on track to achieve its 2021 target to reduce its non-hazardous waste intensity (tonnes/revenue (in S\$ million)) over the next 3 years, using 2021 as the baseline year. During the Reporting Period, the Group's non-hazardous waste disposal performance was as follows:

Types of Non-hazardous Waste	Unit	2023	2022
Paper ⁴	tonnes	3.61	5.60
Total Non-hazardous Waste	tonnes	3.61	5.60
Non-hazardous Waste Intensity	tonnes/revenue (in S\$ million)	0.06	0.10

Note(s):

(4) For 2023, the paper consumption was approximately 827,500 sheets (2022: approximately 1,282,500 sheets).



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A2. Use of Resources

The Group endeavours to optimise resource utilisation throughout its operational activities and implements a variety of initiatives to monitor and manage resource consumption efficiency and the effectiveness of environmentally friendly approaches. We mainly consume diesel, electricity and water during our daily operations.

Diesel is one of the most consumed resources in our daily business operations. The Group has established relevant policies and procedures for governing the efficiency of diesel usage to achieve optimised energy efficiency and reduce the use of unnecessary resources. The Group strives to further adopt initiatives to increase our resource and energy usage efficiencies in our business operations.

Energy Efficiency

The Group has adopted appropriate measures to minimise the environmental impacts created by its operations. Furthermore, the Group has developed energy policies, initiatives, and practices to demonstrate its commitment to energy and resource efficiency. The Group's employees are required to implement the measures, such as using high-performance vehicles, streamlining operational procedures, and assuming responsibility for the Group's overall energy efficiency.

Purchased electricity is one of the major types of energy consumed in our daily operations. The measures introduced to efficiently consume and conserve electricity are as follows:

- Replace old electrical appliances with energy-efficient ones to reduce electricity usage;
- Switch off unnecessary lighting and electrical appliances when not in use; and
- Regularly clean office equipment, such as air conditioners, to ensure optimal operating efficiency.

Through the implementation of the above energy-saving measures, the Group's employees' awareness of energy conservation has increased.

During the Reporting Period, the Group's energy consumption intensity has increased by approximately 18.40% from approximately 327.51 MWh/revenue (in S\$ million) in 2022 to approximately 387.76 MWh/revenue (in S\$ million) in the Reporting Period. This can be attributed to the further resumption and increase in business activities. As the Group's energy consumption intensity in 2021 was 376.87 MWh/revenue (in S\$ million), the Group is thus in the progress of achieving its 2021 target to reduce its energy consumption intensity (MWh/revenue (in S\$ million)) over the next 3 years, using 2021 as the baseline year. During the Reporting Period, the Group's energy consumption performance and intensity were as follows:

Type of Energy	Unit	2023	2022
Direct Energy Consumption ⁵	MWh	22,235.34	17,081.15
• Diesel			
• Petrol			
Indirect Energy Consumption	MWh	1,216.19	1,600.11
• Electricity			
Total Energy Consumption	MWh	23,451.53	18,681.26
Energy Consumption Intensity	MWh/revenue (in S\$ million)	387.76	327.51

Note(s):

(5) Unit conversion is based on the "Energy Statistics Manual" issued by the International Energy Agency.

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Water Consumption

The Group's water consumption is mainly composed of domestic water used within the office areas. Water consumed by the Group is mainly used for basic business operations, cleaning, and sanitation. We encourage all employees to develop the habit of water conservation and guide them to maximise water usage efficiency and use water reasonably. In addition, we encourage our employees to monitor water usage in the office on a regular basis to identify if there are any sudden spikes in water consumption. Through the implementation of the above measures, the Group's employees' awareness of water conservation has increased.

During the Reporting Period, the Group's water consumption intensity has increased by approximately 60.45% from approximately 79.25 cubic meters/revenue (in S\$ million) in 2022 to approximately 127.16 cubic meters/revenue (in S\$ million) in the Reporting Period. This can be attributed to two new rented warehouses. As the Group's water consumption intensity in 2021 was 106.27 cubic meters/revenue (in S\$ million), the Group is currently in the process of achieving its 2021 target to reduce its water consumption intensity (cubic meters/revenue (in S\$ million)) over the next 3 years, using 2021 as the baseline year. During the Reporting Period, the Group's water consumption performance and intensity were summarised as follows:

Water Consumption	Unit	2023	2022
Total Water Consumption	cubic meters	7,690.50	4,520.40
Water Consumption Intensity	cubic meters/revenue (in S\$ million)	127.16	79.25

Due to the Group's operational location, there were no material issues with sourcing water that was fit for purpose.

Use of Packaging Materials

Due to the Group's business nature, the use of packaging material is considered immaterial in relation to the Group's ESG aspect.

A3. The Environment and Natural Resources

The Group is committed to fulfilling its corporate social responsibility. We recognise our responsibility to reduce the negative potential environmental impacts of our business operations to achieve sustainable development and generate long-term value for the Group's stakeholders. The Group has also implemented relevant policies to minimise its environmental impact. Due to the Group's business nature as an integrated logistics solution provider, the Group's business activities would not have a material impact on natural resources.

As one of the major logistics providers in Singapore, the Group's business activities will inevitably consume a significant amount of diesel, which accelerates climate change and generates air pollution. Nevertheless, the Group strives to minimise any potential adverse impacts on the environment resulting from its business activities through developing and implementing effective internal control and monitoring mechanisms to reduce natural resource consumption and pursue effective emission management. In addition to compliance with relevant environmental laws and regulations, the Group actively integrates the concepts of natural resource conservation and environmental protection into its internal management system.





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A4. Climate Change

Climate Change Adaptation and Mitigation

The Group recognises climate change as a global challenge, and therefore it is committed to mitigating the risk by continuously reducing its carbon footprint, which in turn minimises its impacts on climate change. The Group recognises the importance of the identification and mitigation of significant climate-related issues and is therefore committed to managing the potential climate-related risks that may have an impact on the Group's business activities. The Group has established relevant risk management policies to identify and mitigate corporate risks, including climate-related risks. The Group assesses the identified risks and applies qualitative and quantitative methods to determine the potential impact and likelihood of materialisation in a specific timeframe. The Group prioritises risks based on their degree of potential impact and relevance to the Group's strategic objectives, and it adjusts and updates the business contingency plan whenever necessary to improve business stability. Through the above method, we identified the potential material impacts on the Group's business operations arising from the following risks:

Climate-related Issues

Physical Risks

Considering the Group's business nature of being a logistic services provider, the increased frequency and severity of extreme weather events such as typhoons, storms, and heavy rains can disrupt operations by damaging the communication infrastructures or causing floods, hampering and injuring our employees during their work, leading to reduced capacity and decreased productivity, or exposing the Group to risks associated with non-performance and delayed performance. To minimise the potential risks and hazards, the Group has flexible working arrangements and takes precautionary measures during bad or extreme weather conditions.

Transition Risks

The Group anticipates that there will be more stringent climate regulations to support the global vision of carbon neutrality. From a listed company's perspective, we acknowledge the increasingly stringent requirements on climate-related information disclosures. Stricter environmental laws and regulations may expose enterprises to higher risks of encountering claims and lawsuits. Corporate reputation may also be affected due to the failure to meet the compliance requirements for climate change. In addition, related capital investment and compliance costs might in turn increase to fulfil such requirements. In response to the policy and legal risks as well as the reputational risks, the Group regularly monitors existing and emerging trends, policies, and regulations relevant to climate and is prepared to alert the top management where necessary to avoid cost increments, non-compliance fines, or reputational risks arising from delayed responses.

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B. SOCIAL

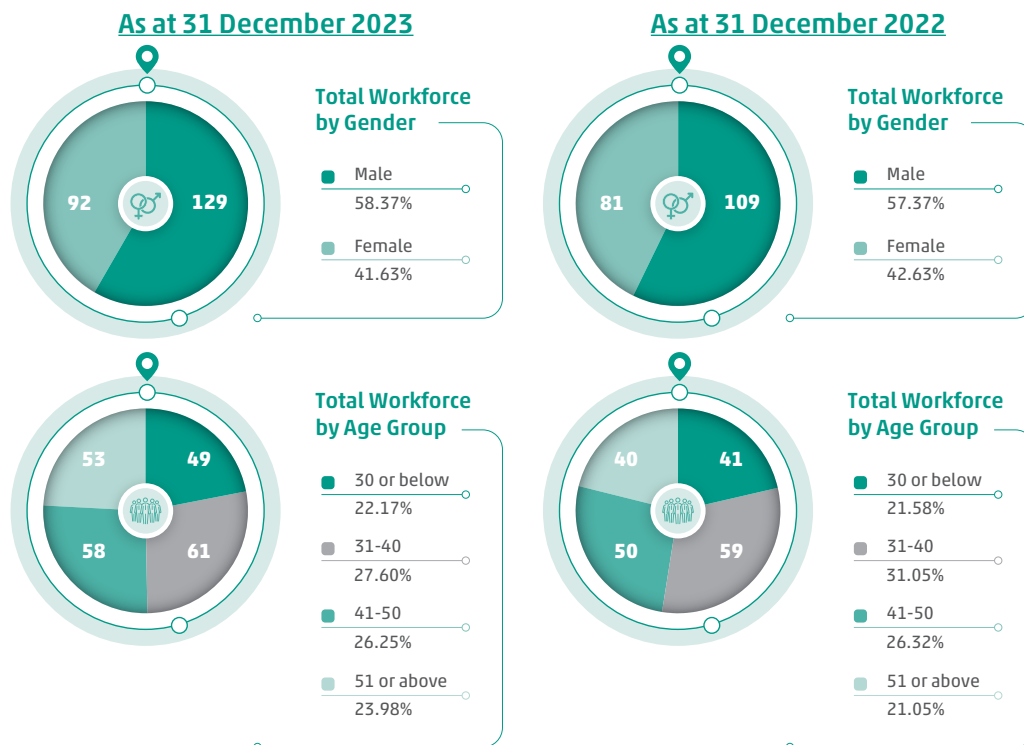
B1. Employment

The Group considers its employees the most integral element of its business and perceives them as its most valuable assets. Therefore, we adhere to an employee-centric principle and respect and protect the rights and interests of each and every one of our employees. The Group is committed to providing its employees with a harmonious labour environment that enables them to fully capitalise on their talents, enhance their skillsets, and attain comprehensive development.

Relevant employment-related policies and regulations have been formally documented in our Employee Handbook, covering the topics of benefits, welfare, working hours, remuneration, diversity, and equal opportunity. The Group regularly reviews its employment practices and policies to ensure its employment standards remain effective and competitive when compared with industrial standards.

During the Reporting Period, the Group was not aware of any material non-compliance with employment-related laws and regulations, including but not limited to the Employment Act and Employment Regulation of Singapore, that would have a significant impact on the Group.

As at 31 December 2023, the Group had 221 (as at 31 December 2022: 190) employees, all of whom were under employment in Singapore. Of the 221 aforementioned employees, there were 185 full-time employees and 36 part-time employees. The following graphs provide further details on our employees' diversity by age and gender.



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Recruitment, Promotion, and Dismissal

The Group has developed a list of fair, transparent, and robust recruiting policies and procedures to ensure employees are hired based on their talent and merit measured against the job criteria. Relevant policies and procedures are formally documented in our Human Resources ("HR") Policies and Procedures Handbook, covering the areas of recruitment and selection, performance measurement, grievance procedures, promotion, and dismissal.

The Group's basis for recruitment and promotion are job-related skills, qualifications, and performances, ensuring that employees and applicants are reviewed and assessed in a fair way to allow the Group to build an elite workforce by only recruiting outstanding employees that are suitable for the job criteria.

Promotion and development opportunities are offered to outstanding employees through a fair and open assessment system, which allows them to expand their capabilities and horizons, assists them in career development, and in turn contributes towards the Group's sustainable growth. Employee performance is evaluated on a regular basis in relation to our organisational strategy and business goals, and the evaluation process is benchmarked against best practices. The evaluations are carried out in the form of annual performance appraisals, and the results and feedback will be used as the basis for the Group to decide bonuses, promotions, and salary adjustments for its employees.

Furthermore, the Group does not tolerate the dismissal of employees on any unreasonable basis. According to our policies, an employee will normally be given a verbal warning and up to three written warnings prior to being terminated for disciplinary problems or poor performance, and exit interviews are required to be conducted with the resigned staff.

Remuneration and Benefits

The Group recognises the importance of its employees for continuous business growth. Therefore, we provide our employees with competitive remuneration packages, including but not limited to annual leave, medical scheme, maternity leave, paternity leave, matrimonial leave, compassionate leave, group insurance, mandatory provident fund, and other benefits.

With the aforementioned remuneration, benefits, and welfare, the Group's turnover rate⁶ during the Reporting Period was approximately 13.14% (2022: approximately 16.43%). The turnover rate by gender and age group⁷ was as follows:

Turnover Rate (%)	2023	2022
By Gender		
Male	8.76	8.50
Female	4.38	7.93
By Age Group		
30 or Below	2.92	3.97
31-40	5.84	5.67
41-50	2.43	6.23
51 or Above	1.95	0.57

Note(s):

- (6) The employee turnover rate is calculated by dividing the number of employees leaving employment during the reporting period by the average number of employees at the beginning and the end of the reporting period.
- (7) The employee turnover rate by category is calculated by dividing the number of employees leaving employment in the specified category during the reporting period by the average number of employees at the beginning and the end of the reporting period.

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Diversity, Equal opportunity, and Anti-discrimination

The Group has zero tolerance for sexual harassment and discriminatory behaviour. We are committed to providing our employees with equal opportunities in all aspects and to maintaining a harmonious workplace free of discrimination, physical or verbal harassment based on race, religion, skin colour, gender, physical or mental disability, age, place of origin, marital status, or sexual orientation.

The Group endeavours to ensure that complaints, grievances, and concerns are dealt with promptly and treated in a confidential manner. Procedures regarding the handling of grievances are also formally documented in our HR Policies and Procedures Handbook, stipulating that supervisors should resolve disputes and grievances without delay and in a systematic manner, and that reprisal against an employee who seeks resolution is strictly prohibited.

B2. Health and Safety

Our employees are vital to our business success. Therefore, the health and safety of our employees are of paramount importance. The Group is committed to and supportive of successful project delivery without compromising safety. With the aim to minimise potential work injuries and occupational hazards, all relevant operational policies and guidelines are documented in our Safety Policy, clearly stating that safety is everyone's responsibility and all employees should be provided with safe and healthy working conditions, and that we will vigorously implement an Occupational Health & Safety ("**OHS**") system to provide sufficient and appropriate resources for the purpose of ensuring the safety and health of all staff and workers on-site.

During the Reporting Period, the Group was not aware of any material non-compliance with health and safety-related laws and regulations, including but not limited to the Workplace Safety and Health Act, the Workplace Safety and Health (General Provisions) Regulation, and the Work Injury Compensation Act of Singapore, that would have a significant impact on the Group. Also, the Group did not have any work-related fatalities in each of the past three years, including the Reporting Period. During the Reporting Period, the Group has recorded 0 (2022: 0) working days lost due to work-related injuries.

Safety Measures

The Group recognises that no job should be considered efficiently completed unless the workers have followed every precaution and safety rule to protect themselves. Therefore, the Group has designated personnel responsible for examining and ensuring the work safety practices of workers are not compromised and has authorised them to carry out strict enforcement of all safety rules and regulations.

B3. Development and Training

The Group recognises staff training and development as an essential element of its sustainable growth. Therefore, we have established relevant development and training policies documented in our Employee Handbook and are committed to consistently improving and inspiring our workforce towards delivering excellence and emphasising value creation and service provision. The Group considers development and training a fundamental element for our staff to stay alert and aware of the latest trends in the logistics industry.



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To maintain the effectiveness of its training programmes, the Group ensures that training contents vary for different positions to ensure the development of employees can align with its needs and complement and support its strategic goals and directions. The Group is committed to enhancing team cohesion by instilling its corporate culture and values into each employee's philosophy through training. We also encourage our workforce to attend external training programmes, such as external seminars and training programmes that emphasise and focus on topics relevant to their position, including but not limited to warehousing, inventory management, and logistics management. We are committed to ensuring and equipping our employees and workforces with the necessary skills and knowledge, thus allowing them to deliver excellence during service provision and improve operational efficiency.

During the Reporting Period, approximately 13.12% (2022: approximately 11.05%) of employees participated in training⁸, and the average training hours was approximately 1.05 hours⁹ (2022: approximately 0.88 hours). The percentage of trained employees breakdown of employees trained and the average training hours per employee by gender and employee category¹⁰ were as follows:

	Percentage of Trained Employees (%) ¹¹		Breakdown of Employees Trained (%) ¹²		Average Training Hours (hours) ¹³	
	2023	2022	2023	2022	2023	2022
By Gender						
Male	20.16	18.35	89.66	95.24	1.61	1.47
Female	3.26	1.23	10.34	4.76	0.26	0.10
By Employee Category						
Director	—	—	—	—	—	—
General Staff	13.24	11.05	100.0	100.00	1.06	0.89

Note(s):

- (8) The percentage of trained employees is calculated by dividing the total number of trained employees during the reporting period by the total number of employees at the end of the reporting period.
- (9) The average training hours per employee is calculated by dividing the total number of training hours during the reporting period by the total number of employees at the end of the reporting period.
- (10) All training data excludes employees who have left the Group during the reporting period.
- (11) The percentage of trained employees by category is calculated by dividing the number of trained employees in the specified category during the reporting period by the number of employees in the specified category at the end of the reporting period.
- (12) The breakdown of employees trained by category is calculated by dividing the number of trained employees in the specified category during the reporting period by the total number of trained employees at the end of the reporting period.
- (13) The average training hours by category is calculated by dividing the total number of training hours for employees in the specified category during the reporting period by the number of employees in the specified category at the end of the reporting period.

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B4. Labour Standards

The Group strictly complies with the related laws and regulations to prevent child and forced labour. During the Reporting Period, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations, including but not limited to the Employment Act and the Employment (Children and Young Persons) Regulations of Singapore, which would have a significant impact on the Group.

Prevention of Child Labour and Forced Labour

As stipulated in the Group's HR Policies and Procedures Handbook, employees are required to provide accurate and up-to-date personal information, and the Group takes reasonable steps to verify both the accuracy and authenticity of such information by cross-checking with academic credentials, identification, and occasional references from previous employers to prevent any incidental employment of child labour. Child and forced labour are strictly prohibited during the recruitment process, as defined by laws and regulations. The Group endeavours to prevent child labour and ensure freedom in occupation selection to prevent forced labour. If any violations are discovered, the Group will notify the appropriate regulatory bodies and take the necessary actions in accordance with applicable laws and regulations.

Furthermore, employees of the Group work overtime on a voluntary basis to prevent any breaches of labour standards, and we have clearly stated and documented the regular working hour in our Employee Handbook, which covers relevant regulations for working-hour-related matters. In addition, the Group strictly prohibits any punishments, management methods, and behaviours involving verbal abuse, physical punishment, physical abuse, oppression, or sexual harassment against our employees for any reason.

B5. Supply Chain Management

The Group attaches great importance to its relationship with suppliers, as it recognises that a close and stable relationship with suppliers is advantageous and is one of the major components of its continuing business success. During the Reporting Period, the Group engaged 2,541 (2022: 2,891) suppliers and subcontractors, 20 (2022: 17) of whom were engaged through the Group's supply chain management practices. The number of suppliers and subcontractors by geographical region was as follows:

Geographical Region	2023	2022
Singapore	1,720	2,048
Other	821	843
Total	2,541	2,891

Our suppliers are composed of a variety of service providers in different industries, including but not limited to port operation service providers, logistics yards, office premises, repair and maintenance, and tyres and diesel for our fleet and logistics services in Singapore. We have formulated relevant policies to manage our suppliers, which are reviewed at least annually to ensure the effectiveness of such monitoring and evaluation mechanisms.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

With the rising concerns regarding environmental matters in society, the Group recognises the importance of embedding environmental and social risk considerations from our supply chain into our management processes. To ensure the quality and safety of the services provided by our suppliers are maintained at a high standard, the Group conducts reviews and evaluations of the suppliers on a regular basis. If any of the suppliers' service quality is considered unsatisfactory for a period of time, the Group will remove the non-compliant supplier from the list of approved suppliers.

In addition to service quality, factors such as market reputation and trial service performance are also key considerations when evaluating suppliers. The Group strives to encourage its suppliers to share our corporate responsibility and to comply with relevant laws and regulations, including but not limited to the relevant local emission and labour laws, to ensure that the suppliers' corporate values are in line with our beliefs in corporate citizenship and sustainable growth.

Suppliers' Environmental and Social Risk Review

Other than the aforementioned factors, the Group expects suppliers to fulfil its standards on different aspects, including but not limited to the environment, society, corporate governance, quality of services, and business ethics. The Group has developed relevant policies to require its suppliers to review their environmental and social-related risks relating to their operations and businesses, such as operational compliance, human rights protection, occupational health and safety, social responsibility, business ethics, and environmental protection. The Group's Compliance With Sanctioned Countries List & Strategic/Restricted Goods Control List Policies And Procedures stipulate that for orders that fall within the international sanctioned countries list and/or strategic goods control list, the Managing Director and the Legal Compliance Committee will be alerted for further actions. For non-compliances that occur after the order has been accepted, an investigation committee is formed promptly to investigate the incidents of non-compliance. The root cause of the incident will be identified and documented in a Non-compliance Incident Report to be escalated to Senior Management and the Legal Compliance Committee. Preventive measures to avoid similar episodes are to be introduced and disseminated to all employees within the Group.

In addition, the Group strives to adopt and employ measures to review whether its suppliers are in compliance with applicable laws, regulations, and other standards relating to aspects such as health and safety, forced labour, and child labour. Any material violation of environmental and social laws and regulations may lead to the termination of supplier contracts. Depending on the degree of severity, suppliers may be removed from our list of approved suppliers. Furthermore, the Group prioritises local procurement and suppliers that provide environmentally preferable products and services during its supplier selection processes. During the selection process, to promote improvements in environmental performance, suppliers are encouraged to consider and manage their environmental and social issues in their operations for priority consideration. The Group maintains close communication with suppliers, understands the suppliers' supply and services, resolves the related supply and service issues, and makes corresponding improvement measures. The Group also shares sustainable operating practices and disseminates environmental concepts, including the latest knowledge on quality and safety control, as well as good employment and environmental practices. The Group will periodically review and assess its supply chain's performance and environmental and social standards.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B6. Product Responsibility

The Group endeavours to provide its customers and business partners with a pleasant business experience through customised, well-managed, and professional services, and we are committed to creating the maximum value for our customers. Therefore, we strive to constantly improve and optimise the quality of our services. The Group attaches great importance to its customers' and business partners' feedback and has established standardised procedures for handling their complaints or opinions in a professional and efficient manner. Given the Group's business nature as a provider of logistical services, the Group is not involved in the provision of products and thus considers product recall to be immaterial.

During the Reporting Period, the Group did not receive any material written complaints regarding its services provided, nor was it subjected to any product recalls for safety and health reasons. During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations concerning advertising, privacy matters and services provided, including but not limited to the Personal Data Protection Act 2012 ("**PDPA**") of Singapore, that had a significant impact on the Group.

Customer Privacy Protection

Due to the nature of our business, a large amount of customer data and information is involved in our daily business operations. Therefore, the Group is committed to protecting its customers' and business partners' privacy through the implementation of security controls and management systems. Relevant policies and procedures relating to the protection of customers' and business partners' privacy are formally documented in our Personal Data Protection Policy and Information Technology Policies and Procedures Handbook. The Group has designated personnel who are responsible for ensuring the Group's activities are in compliance with the PDPA through means such as monitoring and managing the effectiveness of personal data policies for the Group. Also, the policies stated that the Head of Departments is responsible for ensuring privacy requirements are accessed at the earliest stage and appropriate privacy controls are in place within their business functions. Also, it is stated that employees are only to collect, use, or disclose any personal data with written approval and for a specific purpose. The Group has also incorporated technologies such as firewalls and anti-virus solutions into our IT systems to further minimise the risk of personal data leakage due to technology risks.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Quality Assurance

The Group attaches great importance to service quality, as it believes quality assurance is one of the key competitive advantages of its business. Thus, the Group is committed to providing services with high standards of quality and reliability. We have implemented stringent guidelines for our employees to achieve the following objectives:

- Delivering consistent, reliable, and punctual services to meet our clients' needs and expectations;
- Adhering to all applicable standards, legal, and regulatory obligations; and
- Providing suitable training to our employees to improve their skills and knowledge to match the quality criteria of their duties and services.

Given the Group's business nature as a logistical service provider, recall procedures were immaterial and not applicable.

Intellectual Property Rights

Since the Group's business operations do not involve a significant amount of use of intellectual property rights, it is not regarded as a material issue.

Advertising and Labelling

Since the Group's business operations do not involve a significant amount of advertising and labelling, it is not regarded as a material issue.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B7. Anti-corruption

The Group strictly prohibits any form of fraud, corruption, and all other behaviours violating work ethics. The Group attaches great importance to integrity, honesty, and fairness in our business operations.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations relating to bribery, extortion, fraud, and money laundering that would have a material impact on the Group, including but not limited to the Prevention of Corruption Act of Singapore. There were no concluded legal cases regarding bribery, extortion, fraud, and money laundering filed against the Group or its employees during the Reporting Period.

Additionally, the Group has engaged an external professional party to provide its employees with anti-corruption training, which has familiarised the Board and staff members from different levels and departments with their corresponding roles and responsibilities regarding anti-corruption and business ethics under applicable laws and regulations. During the Reporting Period, the Group's directors and employees received a total of approximately 1 hour (2022: 0 hours) and 7 hours (2022: 6 hours) of anti-corruption training respectively.

Internal Control

The Group has established policies, such as the Conflict of Interest Policy and the Anti-bribery and Anti-corruption Policy and Procedures, in order to govern and eliminate any potential violation of relevant laws and regulations. It is necessary to promptly disclose to the Group any such relationship, activity, or interest that could possibly involve an actual or potential conflict of interest. Following which, the employee/board member should then abstain from discussion and decision-making on the matter in which the employee/board member has a potential conflict of interest.

Whistle-blowing Mechanism

The Group endeavours to achieve and maintain the highest standards of openness, probity, and accountability, and it has thus established the Whistle-Blowing Policy to enable employees and other members of the Group to voice concerns regarding malpractice or impropriety in a responsible, confidential, and effective manner. Serious and sensitive issues should be reported through telephone, by e-mail or by postal mail to the CEO, COO, Audit Committee, or independent non-executive directors. This policy is also to ensure such disclosures are dealt with confidentially and sensitively, protecting the whistle-blower from any form of reprisal, harassment, or oppression resulting from the whistle-blowing action.

B8. Community Investment

The Group is committed to supporting society and creating positive impacts in the communities in which it operates. Therefore, the Group encourages its employees to actively support the community through social participation and contribution. Also, we strive to nurture and instill the corporate culture and practices of corporate citizenship in our employees, as we believe active participation in social welfare activities can in turn increase our employees' social awareness and facilitate the establishment of correct values. The employees are encouraged to devote their time and efforts to providing assistance to disadvantaged groups.

The Group has formulated relevant community investment policies to leverage the Group's business competency and resources for supporting the communities where we operate. In addition, we also endeavour to continuously expand employee participation in various voluntary and charitable activities to exert our care and considerations for the underprivileged population within the community.

During the Reporting Period, the Group did not participate in the organization of voluntary activities and donations.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Mandatory Disclosure Requirements	Section/Declaration
Governance Structure	Introduction
Reporting Principles	Reporting Framework
Reporting Boundary	Scope of Reporting

Subject Areas, Aspects, and KPIs	Description	Section/Declaration
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Aspect A1: Emissions

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
KPI A1.1	The types of emissions and respective emissions data.	Emissions – Exhaust Gas Emissions
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions – GHG Emissions
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions – Waste Management (Not applicable – Explained)
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions – Waste Management
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Emissions – Exhaust Gas Emissions, GHG Emissions
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Emissions – Waste Management

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, and KPIs	Description	Section/Declaration
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources – Energy Efficiency
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources – Water Consumption
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources – Energy Efficiency
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources – Water Consumption
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Use of Resources – Use of Packaging Materials (Not applicable – Explained)
Aspect A3: The Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	The Environment and Natural Resources
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources
Aspect A4: Climate Change		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change – Climate Change Adaptation and Mitigation



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, and KPIs	Description	Section/Declaration
Aspect B1: Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment – Remuneration and Benefits
Aspect B2: Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety
KPI B2.2	Lost days due to work injury.	Health and Safety
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety – Safety Measures
Aspect B3: Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, and KPIs	Description	Section/Declaration
Aspect B4: Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards – Prevention of Child Labour and Forced Labour
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards – Prevention of Child Labour and Forced Labour
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored	Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management – Suppliers' Environmental and Social Risk Review
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management – Suppliers' Environmental and Social Risk Review



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, and KPIs	Description	Section/Declaration
Aspect B6: Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility – Intellectual Property Rights (Not applicable – Explained)
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility – Quality Assurance
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility – Customer Privacy Protection
Aspect B7: Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption – Internal Control, Whistle-blowing Mechanism
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, and KPIs	Description	Section/Declaration
Aspect B8: Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment





INDEPENDENT AUDITOR'S REPORT



國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

To the Shareholders of LEGION CONSORTIUM LIMITED
(Incorporated in the Cayman Islands with limited liability)

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of Legion Consortium Limited (the **"Company"**) and its subsidiaries (herein referred to as the **"Group"**) set out on pages 69 to 135, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (**"IFRSs"**) issued by International Accounting Standards Board (**"IASB"**) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (**"HKSAs"**) issued by the Hong Kong Institute of Certified Public Accountants (**"HKICPA"**). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the **"Code"**), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in the audit
<p><i>Recoverability assessment of trade receivables</i></p> <p>As at 31 December 2023, the Group recorded trade receivables of approximately S\$12.3 million.</p> <p>The Group has applied the simplified approach to provide impairment loss measured as lifetime expected credit losses ("ECL") prescribed by IFRS 9. The ECL on these financial assets are estimated using a provision matrix i.e., analysis of trade-related receivables by aging and apply a probability-weighted estimate of the credit losses within the relevant time band. The probability-weighted estimate of the credit losses is determined based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast conditions at the reporting date, including time value of money where appropriate.</p> <p>As at 31 December 2023, included in the balance of trade receivables was an amount due from a customer ("Customer A") of S\$2,193,659, net of loss allowance of S\$20,834, the Group considered the amount due from Customer A was long outstanding and classified under "Watch list".</p> <p>In assessing the lifetime ECL on amount due from Customer A classified under "Watch list", the Group performed the assessment based on the Group's historical credit loss experience with Customer A. The Group also assessed the fair value of Customer A's cargo kept in the Group's yard as mentioned in Note 18 to the consolidated financial statements (the "Cargo") in determining the ECL. Therefore, the Group considers that the ECL is minimal.</p> <p>The Group has disclosed the critical accounting judgements and key source of estimation uncertainty over the trade receivables in Note 5 and Note 18 to the consolidated financial statement.</p>	<p>We have performed the following procedures:</p> <ol style="list-style-type: none"> Obtained an understanding of the Group's relevant control over the customer credit review process and monitoring of collection of the overdue outstanding receivables; Evaluated and challenged management's expected credit loss assessment of the probability of default of the Group's aged receivables which are past due but not impaired to support the collectability of the receivables and the key assumptions used; Evaluated the specific analysis of individual customers with long overdue balances, including the profile, background and credibility of the customers; Checked for subsequent collections from customers; Examined the agreements and legal documents to verify the Group's rights over the Cargo; Performed site visit to verify the existence of the Cargo and inspected their conditions; Evaluated the Group's assessment on fair value of the Cargo by reference to quoted price available in market; and Assessed the adequacy and appropriateness of the disclosures made in the consolidated financial statements.





INDEPENDENT AUDITOR'S REPORT

Key audit matter	How the matter was addressed in the audit
<p><i>Impairment of goodwill and intangible assets</i></p> <p>As at 31 December 2023, the Group had goodwill and intangible assets of S\$1,639,055 and S\$535,971 respectively, which was resulted from the acquisition of 70% equity interest in Resolute Solutions Pte. Ltd. in 2022.</p> <p>We identified this matter as a key audit matter due to impairment assessment of goodwill and intangible assets required significant management's judgements and estimates. Various key assumptions and estimates were adopted in the valuation, including revenue growth rate, discount rate, customers' retention rate and remaining useful life of customers' contracts.</p> <p>The Group has disclosed the material accounting policy information in Note 4, the critical judgements and key source of estimation uncertainty in Note 5, and other disclosures of goodwill and intangible assets in Note 17 to the consolidated financial statements.</p>	<p>We have performed the following procedures:</p> <ul style="list-style-type: none">(a) Assessed the competency, capabilities and objectivity of the independent professional valuer engaged by the management;(b) Obtained an understanding of the impairment assessment process used by the management and the independent professional valuer to estimate the recoverable amounts based on a value in use calculation;(c) Evaluated other key assumptions used in the impairment including revenue growth rate, customers' retention rate and remaining useful life of customers' contracts by comparing these assumptions against the Group's historical data and relevant market data as well as performing industry research; and(d) Tested the mathematical accuracy of the underlying calculation of the impairment.

INDEPENDENT AUDITOR'S REPORT

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises all the information included in the Company's annual report, but does not include the consolidated financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors and Those Charged with Governance for the Consolidated Financial Statements

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.





INDEPENDENT AUDITOR'S REPORT

- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) Obtain sufficient appropriate audit evidences regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong
28 March 2024

Tsui Kar Lam Karen
Practising Certificate Number: P06426

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 S\$	2022 S\$
Revenue	6	60,481,361	57,035,967
Cost of services		(41,313,793)	(38,875,424)
Gross profit		19,167,568	18,160,543
Other income	7	1,148,516	621,139
Other gains, net	8	159,429	333,604
Selling expense		(198,358)	(160,094)
Administrative expenses		(15,051,605)	(13,234,466)
Impairment gains and losses (including reversals of impairment losses) on financial assets		18,510	2,000
Finance costs	9	(753,241)	(170,045)
Profit before tax	10	4,490,819	5,552,681
Income tax expense	11	(1,047,975)	(987,115)
Profit and other comprehensive income for the year		3,442,844	4,565,566
Attributable to:			
Equity shareholders of the Company		3,426,958	4,539,208
Non-controlling interests		15,886	26,358
Profit and other comprehensive income for the year		3,442,844	4,565,566
Basic and diluted earnings per share (S\$ cents)	14	0.27	0.36

See accompanying notes to consolidated financial statements.



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Note	2023 S\$	2022 S\$
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	21,387,751	13,961,293
Investment properties	16	3,456,372	3,645,513
Intangible assets	17	2,410,478	2,299,170
Deposits and other receivables	19	2,446,799	3,030,048
		29,701,400	22,936,024
Current assets			
Trade receivables	18	12,296,087	14,250,598
Other receivables, deposits and prepayments	19	2,270,948	2,909,156
Amounts due from related parties	20a	8,038	3,983
Pledged deposits	21	350,000	200,000
Fixed deposits with maturity of over three months	21	4,042,938	14,361,995
Bank balances and cash	21	22,794,266	10,319,604
		41,762,277	42,045,336
Current liabilities			
Trade and other payables	22	3,258,766	5,863,303
Amounts due to related parties	20b	315,094	359,099
Bank borrowings	24	45,311	106,413
Lease liabilities	23	7,599,394	3,820,533
Provisions	25	—	480,000
Income tax payable		921,082	1,059,983
		12,139,647	11,689,331
Net current assets		29,622,630	30,356,005
Total assets less current liabilities		59,324,030	53,292,029

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Note	2023 S\$	2022 S\$
Non-current liabilities			
Other payables	22	1,104,208	80,300
Bank borrowings	24	451,173	495,084
Lease liabilities	23	7,428,424	6,044,042
Provisions	25	230,706	—
Deferred tax liabilities	26	515,420	521,348
		9,729,931	7,140,774
Net assets		49,594,099	46,151,255
EQUITY			
Share capital	27	2,133,905	2,133,905
Reserves		46,517,950	43,090,992
Total equity attributable to shareholders of the Company		48,651,855	45,224,897
Non-controlling interests		942,244	926,358
Total equity		49,594,099	46,151,255

The consolidated financial statements on pages 69 to 135 were approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

Ng Choon Eng
Chairman and Executive Director

Ng Kong Hock
Executive Director



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Attributable to shareholders of the Company				Total S\$	Non- controlling interests S\$	Total equity S\$
	Share capital S\$	Share premium S\$	Other reserve (Note a) S\$	Retained earnings S\$			
Balance at 1 January 2022	2,133,905	10,750,056	5,194,165	22,607,563	40,685,689	–	40,685,689
Acquisition from business combinations (Note 31)	–	–	–	–	–	900,000	900,000
Profit for the year, representing total comprehensive income for the year	–	–	–	4,539,208	4,539,208	26,358	4,565,566
Balance at 31 December 2022	2,133,905	10,750,056	5,194,165	27,146,771	45,224,897	926,358	46,151,255
Profit for the year, representing total comprehensive income for the year	–	–	–	3,426,958	3,426,958	15,886	3,442,844
Balance at 31 December 2023	2,133,905	10,750,056	5,194,165	30,573,729	48,651,855	942,244	49,594,099

Note:

a. Other reserves includes:

- i. The balance of S\$3,328,859 represents contribution from Mr. Ng Choon Eng ("Mr. Ng", the "Controlling Shareholder") resulting from acquisition of additional equity interest in Rejoice Container Services (Pte) Ltd ("Rejoice") and Radiant Overseas Pte Ltd ("Radiant") from then non-controlling interest in prior years without recharging back the purchase consideration to the Group.
- ii. The balance of S\$1,865,306 represents difference between the share capital of Rejoice, Radiant, Richwell Global Forwarding Pte. Ltd. ("Richwell"), Real Time Forwarding Pte. Ltd. ("Real Time") and Clear Bliss Holdings Limited ("Clear Bliss") at the date on which they were acquired by the Group and the share capital issued by the Company as consideration for the acquisition.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2023

	Note	2023 S\$	2022 S\$
Operating activities			
Profit before tax		4,490,819	5,552,681
Adjustments for:			
Impairment gains and losses (including reversals of impairment losses) on financial assets		(18,510)	(2,000)
Depreciation and amortisation		9,811,407	4,917,581
Finance costs		753,241	170,045
Interest income		(526,177)	(163,469)
(Gain)/loss on disposal of property and equipment, net		(64,862)	9,301
Over-provision for reinstatement costs in prior years		(132,230)	–
Operating cash flows before movements in working capital		14,313,688	10,484,139
Decrease/(increase) in trade receivables		1,973,021	(2,912,352)
Increase in amounts due from related parties		(754)	(971)
Decrease/(increase) in other receivables, deposits and prepayments		205,985	(1,389,400)
(Decrease)/increase in trade and other payables		(1,580,629)	1,243,106
Decrease in provisions		(347,770)	–
Increase/(decrease) in amounts due to related parties		5,995	(19,775)
Cash generated from operations		14,569,536	7,404,747
Income taxes paid		(1,192,804)	(817,575)
Interest received		625,846	59,630
Net cash generated from operating activities		14,002,578	6,646,802



CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2023

	Note	2023 S\$	2022 S\$
Investing activities			
Net cash outflow arising from business combinations	31	–	(1,765,515)
Proceeds from disposal of property, plant and equipment		373,628	59,772
Purchase of and deposits paid for acquisition of property, plant and equipment		(4,720,055)	(2,573,101)
Refundable deposit refunded for potential strategic acquisition		1,500,000	1,500,000
Purchase of intangible assets		(234,305)	(4,000)
(Placement)/redemption of pledged deposits		(150,000)	350,000
Redemption/(placement) of fixed deposits with maturity of over three months		10,319,057	(14,361,995)
Advances to a related party		(3,301)	–
Repayments (to)/from a related party		(50,000)	370,256
Net cash generated from/(used in) investing activities		7,035,024	(16,424,583)
Financing activities			
Interest paid on bank borrowings	33	(24,365)	(18,374)
Interest paid on lease liabilities	33	(728,876)	(151,671)
Repayments of borrowings	33	(105,013)	(57,049)
Repayment of lease liabilities	33	(7,704,686)	(3,583,625)
Net cash used in financing activities		(8,562,940)	(3,810,719)
Net increase/(decrease) in cash and cash equivalents		12,474,662	(13,588,500)
Cash and cash equivalents at beginning of year		10,319,604	23,908,104
Cash and cash equivalents at end of year, represented by bank balances and cash		22,794,266	10,319,604

See accompanying notes to consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

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 912, 9/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 details of the subsidiaries are set out in Note 32.

The consolidated financial statements are presented in Singapore Dollars ("**S\$**"), which is also the functional currency of the Company.

The consolidated financial statements are approved by the Board of Directors of the Company on 28 March 2024.

2. BASIS OF PREPARATION AND PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements has been prepared in accordance with International Financial Reporting Standards ("**IFRSs**") issued by International Accounting Standards Board ("**IASB**").

In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and the applicable disclosures required by the Companies Ordinance.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

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 consolidated financial statements for the current accounting period:

IFRS 17 and related amendments	Insurance Contracts
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to IAS 12	International Tax Reform – Pillar Two Model Rules

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 positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendment to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

The amendments require entities to disclose material accounting policy information and provide guidance on applying the concept of materiality to accounting policy disclosure. The Group has revisited the accounting policy information it has been disclosing and removed certain immaterial accounting policies.

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of IAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

The Group has applied the amendments for the first time in the current year retrospectively. The Group recognises a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with: (i) right-of-use assets and lease liabilities; and (ii) decommissioning, restoration and similar liabilities and the corresponding amounts recognised as part of the cost of the related asset; and recognises the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings at 1 January 2022.

However, there was no material impact on the consolidated statement of financial position because the balances qualify for offset under IAS 12. There was also no material impact on the retained profits at 1 January 2022 as a result of the change. The key impact on the Group is related to the disclosure of components of deferred tax assets and liabilities recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

3 ADOPTION OF NEW AND REVISED STANDARDS (Continued)

New and revised IFRS 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 Standards that have been issued but are not yet effective:

Amendments to IAS 1	Classification of Liabilities as Current or Non-current ¹
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements ¹
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback ¹
Amendments to IAS 21	Lack of Exchangeability ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

1 Effective for annual periods beginning on or after 1 January 2024

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

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

4 MATERIAL ACCOUNTING POLICY INFORMATION

Basis of Accounting

The consolidated financial statements have been prepared on the historical cost basis and in accordance with the following accounting policies which conform to IFRSs. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies adopted are set out below.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Going concern

The Directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries made up to 31 December each year. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses, as appropriate, from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the businesses had been combined at the end of the previous reporting period or when they first came under common control, whichever is earlier.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combination

Acquisitions of businesses, other than business combination under common control, are accounted for using the acquisition accounting. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangement of the acquiree or share-based payment arrangement of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which the lease term ends within 12 months of the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

The choice of measurement basis is made on a transaction-by-transaction basis.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Subsidiaries and non-controlling interests

Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with the relevant notes depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue recognition

The Group recognises revenue from the following sources:

- Trucking services
- Freight forwarding services
- Value added transport services ("VATS")

i. Revenue from provision of trucking services

Trucking services refer to the transportation of cargo, primarily containers, from the customers' designated pick up points to their designated delivery point within Singapore. Revenue from trucking service is recognised over the period up to the delivering the cargo to the customers' designated delivery point.

ii. Revenue from provision of freight forwarding services

Revenue from outbound freight forwarding is recognised when the goods are delivered to the carriers at the port of disembarkation, while revenue from inward freight forwarding is recognised when goods arrive at the customers' designated port of arrival. Revenue is recognised over the period up to the delivering the goods to the customer's warehouse as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

iii. Revenue from provision of value added transport services

Value added transport services refer to the handling and storage of laden and empty containers and general cargo at the Group's logistics yard. Revenue from provision of value added transport service is recognised over the respective service period based on the services provided as the customer simultaneously receives and consumes the services provided by the Group over the period.

Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as lessee (Continued)

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as part of property, plant and equipment in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For a contracts that contain a lease component and one or more additional lease or nonlease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as Lessor

The Group enters into lease agreements as a lessor with respect to its investment properties.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating leases are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Retirement benefit costs

Payments made to Central Provident Fund (“CPF”) are recognised as expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefits in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deduction any amount already paid.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year/period. Taxable profit differs from “profit before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognised the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Foreign currency transaction and translation

In preparing the consolidated financial statements of the Group, transactions in currencies other than the functional currency of the entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under lease liabilities are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment loss.

Depreciation is recognised so as to write off the cost of items of investment properties less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the investment property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straightline method over the expected life of the customer relationships.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units). Any impairment loss for goodwill is recognised directly in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of tangible and intangible assets

At the end of each reporting period, the management of the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair values less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and bank deposits that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial Instruments

Financial assets and financial liabilities are recognised on the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All financial assets are recognised and de-recognised on a trade date basis where the purchase or sale of financial assets is under a contract whose terms require delivery of assets within the time frame established by the market concerned.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Trade receivables arising from contracts with customers are initially measured in accordance with IFRS 15. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at fair value through profit or loss ("FVTPL").

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant periods.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses ("ECL"), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss using the effective interest method and is included in the "other income" line item.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate as at each reporting date. Specifically,

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the "other gains and losses" line item;
- for debt instruments measured at FVTOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss in the "other gains and losses" line item; and
- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the "other gains and losses" line item.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including trade receivables, other receivables, amounts due from related parties, bank deposit and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and measures the lifetime ECL on a collective basis for portfolios of trade receivables that share similar economic risk characteristics. The ECL on these financial assets are estimated using a provision matrix i.e., analysis of trade-related receivables by aging and apply a probability-weighted estimate of the credit losses within the relevant time band. The probability-weighted estimate of the credit losses is determined based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-months ECL ("**12m ECL**"), unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring since initial recognition.

Lifetime ECL represent the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12m ECL represent the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

The Group also considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Credit-impaired financial assets

Financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- a) significant financial difficulty of the issuer or the borrower;
- b) a breach of contract, such as a default or past due event;
- c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; and
- d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Financial liabilities and equity

Classification of financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant periods. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

5 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The Group's management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

Management is of the opinion that there are no critical judgements involved that have a significant effect on the amounts recognised in the financial statements (apart from those involving estimation which are dealt with below).

Key sources of estimation uncertainty

The following is the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next twelve months.

Estimated impairment of trade receivables (Note 18)

The Group recognises lifetime ECL for trade receivables, using a provision matrix i.e., analysis of trade-related receivables by aging and apply a probability-weighted estimate of the credit losses within the relevant time band. The probability-weighted estimate of the credit losses is determined based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

As at 31 December 2023, the carrying amount of trade receivables is S\$12,296,087 (2022: S\$14,250,598) net of allowance for expected credit loss of S\$56,709 (2022: S\$75,219).

Impairment of goodwill (Note 17)

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Impairment of customer relationships (Note 17)

Determining whether customer relationships are impaired requires an estimation of the value in use of the cash generating units to which customer relationships have been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash generating units and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

6 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 2023 and 2022, 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:

	2023 S\$	2022 S\$
Revenue from external customers:		
– Trucking services	19,981,341	20,299,616
– Freight forwarding services	26,621,653	28,281,681
– Value added transport services	13,878,367	8,454,670
	60,481,361	57,035,967
Segment result:		
– Trucking services	5,850,524	6,447,581
– Freight forwarding services	7,280,465	7,226,934
– Value added transport services	6,036,579	4,486,028
	19,167,568	18,160,543
Unallocated:		
– Other income	1,148,516	621,139
– Other gains, net	159,429	333,604
– Selling expense	(198,358)	(160,094)
– Administrative expenses	(15,051,605)	(13,234,466)
– Impairment gains and losses (including reversals of impairment losses) on financial assets	18,510	2,000
– Finance costs	(753,241)	(170,045)
Profit before tax	4,490,819	5,552,681



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

6 REVENUE AND SEGMENT INFORMATION (Continued)

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 2023 and 2022, 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 described in Note 4. 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 2023 and 2022, no single customer contributes 10% or more of total revenue of the Group.

7 OTHER INCOME

	2023	2022
	S\$	S\$
Government grants (Note)	216,657	105,518
Interest income	526,177	163,469
Rental income	299,800	279,301
Yard utilities income	91,620	45,617
Others	14,262	27,234
	1,148,516	621,139

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

8 OTHER GAINS, NET

	2023	2022
	S\$	S\$
Gain/(loss) on disposal of property and equipment, net	64,862	(9,301)
Net foreign exchange (loss)/gain	(37,663)	342,905
Over-provision for reinstatement costs in prior years (Note 25)	132,230	—
	159,429	333,604

9 FINANCE COSTS

	2023	2022
	S\$	S\$
Interest on:		
Bank borrowings	24,365	18,374
Lease liabilities	728,876	151,671
	753,241	170,045



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

10 PROFIT BEFORE TAX

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

	2023	2022
	S\$	S\$
Depreciation of property, plant and equipment		
– Recognised as cost of services	7,600,845	3,936,472
– Recognised as administrative expenses	1,898,424	717,347
	9,499,269	4,653,819
Depreciation of investment properties	189,141	189,142
Amortisation of intangible assets	122,997	74,620
Audit fee paid or payable to auditors of the Company	227,985	225,000
Directors' remuneration (Note 12)	1,487,796	2,371,989
Other staff costs:		
– Salaries and other benefits	9,875,934	8,538,396
– Contributions to CPF	930,143	778,247
Total staff costs (including directors' remuneration) (Note i)	12,293,873	11,688,632
Gross rental income from investment property recognised as other income (Note 7)	(299,800)	(279,301)
Less: Direct operating expenses incurred for investment property that generated rental income	240,262	245,266
	(59,538)	(34,035)

Note i: The total staff costs of S\$2,712,425 (2022: S\$2,617,714) is included in cost of services and S\$9,581,448 (2022: S\$9,070,918) is included in administrative expenses respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

11 INCOME TAX EXPENSE

	2023	2022
	S\$	S\$
Tax expense comprises:		
Current tax:		
– Singapore corporate income tax (“CIT”)	913,300	1,042,266
– (Under)/over provision in prior years	140,603	(9,154)
Deferred tax credit (Note 26)	(5,928)	(45,997)
	1,047,975	987,115

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% (2022: 17%) on the estimated assessable profit for the year.

For the years ended 31 December 2022 and 2023, Rejoice, Richwell, Radiant, Real Time and Resolute Solutions Pte. Ltd (“**Resolute Solutions**”) 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.

The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2023	2022
	S\$	S\$
Profit before taxation	4,490,819	5,552,681
Tax at applicable tax rate of 17%	763,439	943,956
Tax effect of expenses not deductible for tax purpose	304,048	175,977
Tax effect of income not taxable for tax purpose	(495)	(36,539)
Effect of tax concessions and partial tax exemptions	(189,456)	(87,125)
Under/(over) provision of current tax in prior years	140,603	(9,154)
Others	29,836	–
Taxation for the year	1,047,975	987,115



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

12 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION

Directors' and chief executive's emoluments

During the years ended 31 December 2023 and 2022, the emoluments paid or payable to the directors and chief-executive of the Company (including emoluments for services as employee/directors of the Group prior to becoming the directors of the Company) by entities comprising the Group pursuant to Section 383 of the Hong Kong Companies Ordinance (Cap. 622) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G) (the Regulation) as follows:

Year ended 31 December 2023

	Fees S\$	Discretionary bonus (Note a) S\$	Salaries and allowances S\$	Contributions to retirement benefit scheme (Note b) S\$	Total S\$
Executive Directors					
Mr. Ng	72,000	211,800	634,800	19,608	938,208
Mr. Ng Kong Hock	36,000	84,600	289,200	17,340	427,140
Independent Non-executive directors					
Mr. Ho Wing Sum	40,816	–	–	–	40,816
Mr. Yeo Teck Chuan	40,816	–	–	–	40,816
Mr. Teo Rainer Jia Kai <i>(appointed on 21 February 2022)</i>	40,816	–	–	–	40,816
	230,448	296,400	924,000	36,948	1,487,796

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

12 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION

(Continued)

Directors' and chief executive's emoluments (Continued)

Year ended 31 December 2022

	Fees S\$	Discretionary bonus (Note a) S\$	Salaries and allowances S\$	Contributions to retirement benefit scheme (Note b) S\$	Total S\$
Executive Directors					
Mr. Ng	48,000	1,211,200	633,600	14,280	1,907,080
Mr. Ng Kong Hock	36,000	72,000	216,000	17,340	341,340
Independent Non-executive directors					
Mr. Ho Wing Sum	42,238	-	-	-	42,238
Mr. Yeo Teck Chuan	42,238	-	-	-	42,238
Mr. Teo Rainer Jia Kai <i>(appointed on 21 February 2022)</i>	36,291	-	-	-	36,291
Mr. Wong Kwun Ho <i>(resigned on 25 January 2022)</i>	2,802	-	-	-	2,802
	207,569	1,283,200	849,600	31,620	2,371,989

Notes:

- (a) The discretionary bonus is determined by reference to the duties and responsibilities of the relevant individual within the Group and the Group's performance.
- (b) No other retirement benefits were paid to directors in respect of their respective services in connection with the management of the affairs of the Company or its subsidiaries undertaking.

During the years ended 31 December 2023 and 2022, no remuneration was paid by the Group to the director of the Company as an inducement to join or upon joining the Group or as compensation for loss of office and none of the directors waived any remuneration.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

12 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION

(Continued)

Employees' emoluments

During the year ended 31 December 2023, included in the five individuals with the highest emoluments in the Group, two (2022: two) were directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining three (2022: three) individuals were as follows:

	2023	2022
	S\$	S\$
Salaries and allowances	513,043	518,913
Discretionary bonus	152,131	541,858
Contribution to retirement benefits scheme	42,721	43,455
	707,895	1,104,226

The emoluments of the five highest paid individuals (including directors) were within the following bands:

	Number of individuals	
	2023	2022
HK\$1,000,001 to HK\$1,500,000	2	2
HK\$1,500,001 to HK\$2,000,000	1	–
HK\$2,000,001 to HK\$2,500,000	–	1
HK\$2,500,001 to HK\$3,000,000	1	–
HK\$3,500,001 to HK\$4,000,000	–	1
HK\$5,000,001 to HK\$5,500,000	–	–
HK\$5,500,001 to HK\$6,000,000	1	–
HK\$11,000,001 to HK\$11,500,000	–	1

During the years ended 31 December 2023 and 2022, no remuneration was paid by the Group to the five individuals with the highest emoluments in the Group as an inducement to join or upon joining the Group or as compensation for loss of office and none of the employees waived any remuneration.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

13 DIVIDENDS

No dividend was paid or declared by the Company for the year ended 31 December 2023 (2022: Nil).

14 EARNINGS PER SHARE

	2023	2022
Profit for the year attributable to the owners of the Company (\$\$)	3,426,958	4,539,208
Weighted average number of ordinary shares in issue	1,250,000,000	1,250,000,000
Basic and diluted earnings per share (\$\$ cents)	0.27	0.36

The calculation of basic earnings per share for the years ended 31 December 2023 and 2022 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 2023 and 2022.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

15 PROPERTY, PLANT AND EQUIPMENT

	Machinery S\$	Computer and office equipment S\$	Motor vehicles S\$	Leasehold buildings S\$	Leasehold improvement S\$	Furniture and fittings S\$	Total S\$
Cost:							
At 1 January 2022	1,335,784	581,247	11,779,595	8,812,925	1,501,046	68,350	24,078,947
Additions	–	62,666	1,341,621	9,829,635	29,299	10,256	11,273,477
Acquisitions from business combinations (Note 31)	–	18,169	774,235	11,807	7,225	–	811,436
Disposals/Written off	–	(74,518)	(847,674)	(5,571,760)	–	(5,831)	(6,499,783)
At 31 December 2022	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
Disposal	(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
Accumulated depreciation:							
At 1 January 2022	1,287,711	401,216	8,946,355	5,568,572	1,178,233	54,474	17,436,561
Charge for the year	18,398	67,099	817,218	3,582,514	160,303	8,287	4,653,819
Disposals/Written off	–	(81,810)	(773,887)	(5,526,068)	–	(5,831)	(6,387,596)
At 31 December 2022	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
Disposal	(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
Carrying amounts:							
At 31 December 2022	29,675	201,059	4,058,091	9,457,589	199,034	15,845	13,961,293
At 31 December 2023	988,478	1,155,852	3,507,539	14,982,611	743,191	10,080	21,387,751

For the year ended 31 December 2023, there were additions of S\$17,234,493 (2022: S\$11,273,477) including non-cash additions of right-of-use assets of S\$12,867,929 (2022: S\$9,885,779).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following useful lives:

Machinery	5 years
Computer and office equipment	3-5 years
Motor vehicles	10 years
Leasehold buildings	Lease terms of 2-3 years
Leasehold improvement	Shorter of 5 years and lease term
Furniture and fittings	3-5 years

The carrying value of rights-of-use assets and the depreciation by classes of rights-of-use assets are set out as below:

	2023	2022
	S\$	S\$
<i>Carrying values</i>		
Leasehold buildings	14,937,108	9,457,589
Computer and office equipment	64,175	54,748
Motor vehicles	1,405,902	1,848,542
	16,407,185	11,360,879
<i>Depreciation recognised in profit and loss</i>		
Leasehold buildings	7,236,841	3,582,514
Computer and office equipment	17,675	17,772
Motor vehicles	258,766	169,260
	7,513,282	3,769,546
<i>Additions (including additions from business combinations)</i>		
Leasehold buildings	12,731,775	9,841,442
Computer and office equipment	55,853	–
Motor vehicles	80,301	893,677
	12,867,929	10,735,119



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

	2023 S\$	2022 S\$
<i>Disposals</i>		
Leasehold buildings	15,415	45,692
Computer and office equipment	28,751	–
Motor vehicles	264,175	–
	308,341	45,692

As at 31 December 2023, total short term leases recognised in the profit or loss are S\$340,284 (2022: S\$105,255), and the Group is committed to S\$31,350 (2022: S\$174,024) for these leases.

16 INVESTMENT PROPERTIES

	2023 S\$	2022 S\$
Cost:		
At beginning and end of the year	5,528,341	5,528,341
Accumulated depreciation:		
At beginning of the year	1,882,828	1,693,686
Charge for the year	189,141	189,142
At end of the year	2,071,969	1,882,828
Carrying amount:		
At end of the year	3,456,372	3,645,513

The investment properties comprise industrial properties that are leased to external customers. The leases contain initial non-cancellable period of between 1 to 4 years. Subsequent renewal are negotiated with the lessees. Investment properties with net carrying value amounting to S\$868,283 (2022: S\$909,630) are mortgaged to the bank to secure bank loans (Note 24).

The above items of investment properties are depreciated on a straight-line basis over 30 years after taking into account the residual values.

At 31 December 2023, the fair values of the investment property amounted to S\$5,600,000 (2022: S\$5,900,000).

The fair values have been arrived at by the management and are based on comparable market transactions of similar properties in the neighbourhood that have been transferred in the open market.

The fair value measurement of the investment properties are categorised within level 3 of the fair value hierarchy.

In estimating the fair value of the property, the highest and best use of the property is its current use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

16 INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2022 and 2021 are as follows:

Address	Fair value as at	
	2023 S\$	2022 S\$
Level 3		
1 Commonwealth Lane, #06-24 to #06-26, Singapore 149544	2,230,000	2,610,000
1 Commonwealth Lane, #06-27, Singapore 149544	740,000	870,000
55 Serangoon North Avenue 4, #01-07, Singapore 555859	1,860,000	1,500,000
2 Buroh Crescent, #09-04, Singapore 627546	770,000	920,000
	5,600,000	5,900,000

17 INTANGIBLE ASSETS

	Goodwill S\$ (Note 17(a))	Customer relationships S\$ (Note 17(b))	Software S\$ (Note 17(c))	Total S\$
Cost:				
At 1 January 2022	—	—	350,017	350,017
Acquisition from business combinations (Note 31)	1,639,055	630,554	2,266	2,271,875
Additions	—	—	4,000	4,000
Disposals	—	—	(1,197)	(1,197)
At 31 December 2022	1,639,055	630,554	355,086	2,624,695
Additions	—	—	234,305	234,305
Disposals	—	—	(580)	(580)
At 31 December 2023	1,639,055	630,554	588,811	2,858,420
Accumulated amortisation:				
At 1 January 2022	—	—	252,102	252,102
Charge for the year	—	31,528	43,092	74,620
Written back on disposals	—	—	(1,197)	(1,197)
At 31 December 2022	—	31,528	293,997	325,525
Charge for the year	—	63,055	59,942	122,997
Written back on disposals	—	—	(580)	(580)
At 31 December 2023	—	94,583	353,359	447,942
Carrying values				
At 31 December 2023	1,639,055	535,971	235,452	2,410,478
At 31 December 2022	1,639,055	599,026	61,089	2,299,170



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

17 INTANGIBLE ASSETS (Continued)

Notes:

- (a) Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units ("CGUs") that are expected to benefit from that business combination. Goodwill of S\$1,639,055 is attributable to the acquisition of Resolute Solutions Pte. Ltd. ("Resolute Solutions").

The recoverable amount of the CGUs of Resolute Solutions is determined based on the value-in-use calculation. The calculation uses cash flow projections based on financial budgets approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using an estimated long term growth rate of 2% (2022: 1.5%). The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using the discount rate of 11.28% (2022: 13.57%). The discount rate used is pre-tax and reflects the specific risks relating to the relevant segment.

Any adverse change in the assumptions used in the calculation of the recoverable amount would result in the impairment loss.

- (b) The customer relationships were acquired as part of a business combination completed during the year ended 31 December 2022 (Note 31). They were recognised at fair values at the date of acquisition and are subsequently amortised on a straight-line method over their estimated useful lives of 10 years.
- (c) The intangible assets included above consist of software with useful live of 3 to 5 years, over which the assets are amortised, after taking into account the residual values.

18 TRADE RECEIVABLES

	2023 S\$	2022 S\$
Trade receivables	12,352,796	14,325,817
Allowance for doubtful receivable	(56,709)	(75,219)
	12,296,087	14,250,598

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 aged 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:

	2023 S\$	2022 S\$
Within 30 days	4,834,341	6,644,174
31 days to 60 days	2,974,550	3,969,181
61 days to 90 days	1,448,709	1,113,844
91 days to 180 days	695,132	1,025,961
181 days to 1 year	828,485	401,040
Over 1 year	1,571,579	1,096,398
	12,352,796	14,250,598

Before accepting any new customer, the Group has assessed the potential customer's credit quality and defined credit limit to each customer on individual basis. Limits attributed to customers are reviewed when necessary. The majority of the Group's accounts receivables that are past due but not impaired have no history of defaulting on repayment. As at 31 December 2023 and 2022, the Group does not charge interest or hold any collateral over the balances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

18 TRADE RECEIVABLES (Continued)

The Group applied simplified approach to provide the expected credit losses prescribed by IFRS 9. The impairment methodology is set out in Note 4.

As at 31 December 2023, S\$2,193,659 (2022: S\$1,571,579) 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.

As part of the Group's credit risk management, the Group assess the impairment for its customers based on different group of customers which share common risk characteristics and applies internal credit rating for its customers. 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 2023 and 2022 within lifetime ECL (not credit impaired). Customers with credit-impaired were assessed individually.

	Average loss rate S\$	Gross trade receivable S\$	ECL S\$
As at 31 December 2023			
<i>Assessed based on provision matrix</i>			
Low risk	0.23%	10,146,756	23,494
<i>Assessed individually</i>			
Watch list	0.95%	2,193,659	20,834
Loss	100%	12,381	12,381
		12,352,796	56,709
As at 31 December 2022			
<i>Assessed based on provision matrix</i>			
Low risk	0.18%	12,723,347	23,494
<i>Assessed individually</i>			
Watch list	1.33%	1,571,579	20,834
Loss	100%	30,891	30,891
		14,325,817	75,219

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.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

18 TRADE RECEIVABLES (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

	Lifetime ECL (simplified approach- provision matrix) S\$	Lifetime ECL (assessed individually) S\$	Total S\$
At 1 January 2022	23,494	120,335	143,829
Provision/(reversal of provision) for the year	–	(2,000)	(2,000)
Write-offs	–	(66,610)	(66,610)
At 31 December 2022	23,494	51,725	75,219
Reversal of provision for the year	–	(18,510)	(18,510)
At 31 December 2023	23,494	33,215	56,709

The directors of the Company are of the opinion that there has low default risk for trade receivables aged over 90 days which categorised as “Low risk” and the balances are still considered fully recoverable due to long-term/ on-going business relationship and sound repayment record from these customers.

During the year ended 31 December 2022, in view of the prolonged outstanding and lost contact with the debtor, the management considered that no reasonable expectation of recovering the amount of S\$66,610.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

19 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2023 S\$	2022 S\$
Rental and other deposits (Note a)	2,417,054	3,865,500
Deposits paid for acquisition of property, plant and equipment	1,769,600	1,185,403
Prepayments	366,786	621,732
Interest receivable	4,170	103,839
Staff advances	89,711	91,378
Others	70,426	71,352
	4,717,747	5,939,204
Analysed as:		
– Current	2,270,948	2,909,156
– Non-current	2,446,799	3,030,048
	4,717,747	5,939,204

Note:

- (a) The deposit balances pertain to non-current deposit of yard, warehouse and office rental amounted to S\$677,199 (2022: S\$344,645). As at 31 December 2022, included in the non-current deposits was a refundable deposit of S\$1,500,000 paid by the Group in respect of a strategic acquisition, of which the remaining balance of S\$1,500,000 was refunded in February 2023.

For the purpose of impairment assessment, the other receivable balances are considered to have low credit risk as they are not due for repayment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12-month ECL.

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

There has been no change in the estimation techniques or significant assumptions made during the year in assessing the loss allowance for other receivables.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

20 AMOUNTS DUE FROM (TO) RELATED PARTIES

a. Amounts due from related parties

	2023	2022
	S\$	S\$
Due from related companies		
<i>Trade related</i>		
Crystal Parts Pte Ltd	1,803	2,115
JH Tyres & Batteries Pte Ltd	2,934	1,868
	4,737	3,983
Due from immediate holding company		
<i>Non-trade related</i>		
Mirana Holdings Limited (Note i)	3,301	–
	8,038	3,983

The average credit period for provision of services to the related parties is 30 days. The aging of trade related amounts due from the related parties presented based on the invoice date at the end of each reporting period is as follows:

	2023	2022
	S\$	S\$
<i>Trade related</i>		
Within 30 days	4,737	3,983

For the purpose of impairment assessment, amounts due from related parties are considered to have low credit risk as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12-month ECL.

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for amounts due from related parties.

Note i: The balance is unsecured, interest-free and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

20 AMOUNTS DUE FROM (TO) RELATED PARTIES (Continued)

b. Amounts due to related parties

	2023	2022
	S\$	S\$
Due to related companies		
<i>Trade related</i>		
JH Tyres & Batteries Pte Ltd	22,448	32,959
R&S Engineering Works Pte Ltd	61,646	45,140
	84,094	78,099
Due to non-controlling interests		
<i>Non-trade related</i>		
Lim Boon Teck (Note i)	231,000	281,000
	315,094	359,099

The average credit period for provision of services is 30 days. The aging of trade related amounts due to the related parties presented based on the invoice date at the end of each reporting period is as follows:

	2023	2022
	S\$	S\$
Within 30 days	84,094	78,099

Note i: The balance is unsecured, interest-free and has no fixed repayment term.

21 BANK BALANCES AND CASH

	2023	2022
	S\$	S\$
Cash and bank balances	9,794,266	9,969,604
Fixed deposits	17,042,938	14,711,995
Pledged deposits	350,000	200,000
	27,187,204	24,881,599
Less:		
Fixed deposits with maturity of over three months	(4,042,938)	(14,361,995)
Pledged deposits	(350,000)	(200,000)
Cash and cash equivalents in the consolidated statement of cash flows	22,794,266	10,319,604



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

21 BANK BALANCES AND CASH (Continued)

As at 31 December 2023, bank balances of S\$22,794,266 (2022: S\$10,319,604) carry interest ranging from 0.01% to 3.85% (2022: 0.01% to 0.625%) per annum.

As at 31 December 2023, fixed deposits of S\$17,042,938 (2022: S\$14,711,995) carry interest ranging from 3.12% to 5.24% (2022: 0.05% to 5%) per annum.

As at 31 December 2023, included in the pledged deposits of S\$350,000 (2022: S\$200,000) represent restricted bank deposit for issuance of letter of credits with original maturity of 6 months to 1 year and being renewed automatically by month.

22 TRADE AND OTHER PAYABLES

	2023 S\$	2022 S\$
Trade payables	1,316,140	2,424,032
GST payables	114,491	253,431
Customer deposits	1,169,808	725,949
Accrued operating expenses	1,662,535	2,540,191
Deferred government grants	100,000	–
	4,362,974	5,943,603
Analysed as:		
– Current	3,258,766	5,863,303
– Non-current (Note a)	1,104,208	80,300
	4,362,974	5,943,603

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 (2022: 1 to 3 years).

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

	2023 S\$	2022 S\$
Within 30 days	925,470	2,222,656
31 to 60 days	296,720	38,836
61 to 90 days	40,176	86,878
Over 90 days	53,774	75,662
	1,316,140	2,424,032

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

23 LEASE LIABILITIES

The exposure of the Group's lease liabilities are as follows:

	2023	2022
	S\$	S\$
Lease liabilities payable:		
– Within one year	7,599,394	3,820,533
– Within a period of more than one year but not more than two years	6,560,596	3,156,241
– Within a period of more than two years but not more than five years	867,828	2,887,801
	15,027,818	9,864,575
Less: Amount due for settlement within one year shown under current liabilities	(7,599,394)	(3,820,533)
Amount due for settlement after one year shown under non-current liabilities	7,428,424	6,044,042

The Group leases offices, staff dormitory and warehouses, computer and office equipment and motor vehicles for operation and these lease liabilities were measured at the present value of the lease payment that are not yet paid. All leases are entered at fixed prices.

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

Extension options are not involved in lease agreements entered by the Group.

As at 31 December 2023, the total net cash outflows for leases including the payments of lease liabilities for the year ended 31 December 2023 was S\$8,433,562 (2022: S\$3,735,296).



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For the financial year ended 31 December 2023

24 BANK BORROWINGS

	2023 S\$	2022 S\$
Secured and guaranteed - at amortised cost:		
Bank loans	496,484	601,497
Analysed as:		
Carrying amount repayable:		
- On demand or within one year	45,311	106,413
- More than one year, but not exceeding two years	47,528	44,786
- More than two years, but not exceeding five years	155,879	145,446
- More than five years	247,766	304,852
	496,484	601,497
Less: Amount due for settlement within 12 months (shown under current liabilities)	(45,311)	(106,413)
	451,173	495,084

The bank borrowings of S\$496,484 (2022: S\$538,141) are secured by:

- (i) First legal mortgage over the Group's investment properties (Note 16); and
- (ii) Guarantee from a director of the Group in his personal capacity.

The bank borrowings of S\$Nil (2022: S\$63,356) are secured by guarantee from a former director of the subsidiary in his personal capacity.

As at 31 December 2023, the weighted average effective interest rate of the loans are 4.43% (2022: ranging from 2.00% to 2.50%). The amounts are repayable at the dates throughout to 2033.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

25 PROVISIONS FOR REINSTATEMENT COST

	2023 S\$	2022 S\$
At beginning of the year	480,000	480,000
Additions	230,706	–
Utilised	(347,770)	–
Over-provision in prior years (Note 8)	(132,230)	–
At end of the year	230,706	480,000
Analysed as:		
– Current	–	480,000
– Non-Current	230,706	–
	230,706	480,000

Provisions for reinstatement cost were recognised for the expected costs associated with restoring the requirements of the lease contract, based on the estimated costs of dismantlement, removal and restoration to be incurred for yard spaces. The provisions is based on estimates made from historical data associated with reinstatement works incurred for similar properties, adjusted for the size of the properties.

26 DEFERRED TAX LIABILITIES

The following are the deferred tax assets and liabilities recognised and the movements thereon:

	Right-of- use assets S\$	Lease liabilities S\$	Provisions S\$	Fair value adjustments arising from business combinations S\$	Accelerated depreciation S\$	Total S\$
At 1 January 2022	576,440	(576,440)	–	–	409,500	409,500
Additions from business combinations (Note 31)	–	–	–	120,845	37,000	157,845
Credit to profit or loss for the year (Note 11)	1,100,538	(1,100,538)	–	(6,997)	(39,000)	(45,997)
At 31 December 2022	1,676,978	(1,676,978)	–	113,848	407,500	521,348
Credit to profit or loss for the year (Note 11)	1,025,135	(877,751)	(39,220)	(14,180)	(99,912)	(5,928)
At 31 December 2023	2,702,113	(2,554,729)	(39,220)	99,668	307,588	515,420



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For the financial year ended 31 December 2023

27 SHARE CAPITAL

The shares of the Company were successfully listed on the Main Board of the Stock Exchange of Hong Kong Limited on 13 January 2021 by way of placement of 156,250,000 ordinary shares and public offer of 156,250,000 ordinary shares at the price of HK\$0.40 per share ("Share Offer").

	Number of ordinary shares	Par value HK\$	Share capital HK\$
Authorised share capital:			
At 1 January 2022, 31 December 2022 and 31 December 2023	2,000,000,000	0.01	20,000,000

	Number of ordinary shares	Share capital S\$
Issued and fully paid		
At 1 January 2022, 31 December 2022 and 31 December 2023	1,250,000,000	2,133,905

Notes:

- (a) Pursuant to the written resolution on 18 December 2020, it was resolved that the authorised share capital of the Company was increased from HK\$380,000 divided into 38,000,000 Shares of par value of HK\$0.01 to HK\$20,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.01 each by the creation of 1,962,000,000 Shares of par value of HK\$0.01 each; and an amount of HK\$9,375,000 (equivalent to approximately S\$1,599,365) which is standing to the credit of the share premium account of the Company is capitalised and applied to pay up in full at par a total of 937,500,000 shares for allotment, each ranking pari passu in all respects with the Shares then in issue.
- (b) On 13 January 2021, in connection with the listing, the Company issued 234,375,000 ordinary shares of HK\$0.01 each (a public offer of 156,250,000 shares and placement of 78,125,000 shares) at a price of HK\$0.40 per share (equivalent to approximately S\$0.07 per share) for a total of HK\$93,750,000 (equivalent to S\$15,993,654) with issuance costs amounted to S\$3,244,391 being charged to the Company's share premium account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

28 OPERATING LEASE ARRANGEMENTS

Lease commitments

The Group as lessor

The details of rental income earned on investment properties are disclosed per Notes 7 and 10.

At the end of reporting period, the Group had contracted with tenants for the following future minimum lease receivables:

	2023	2022
	S\$	S\$
Within one year	271,200	275,600
In the second to fifth year inclusive	77,600	390,600
	348,800	666,200

The leases have tenures ranging from one to four years. The lease receivables are fixed over the lease term and no contingent rent income is included in the contracts.

29 RETIREMENT BENEFIT PLAN

As prescribed by the CPF board of Singapore, the Group's employees employed in Singapore, who are Singapore Citizens or Permanent Residents, are required to join the CPF scheme. During the years ended 31 December 2023 and 2022, the Group contributes up to 17% of the eligible employees' salaries, with each employee's qualifying salary capped at S\$6,000 per month to the CPF scheme.

As at 31 December 2023, the total costs charged to profit or loss of S\$967,091 (2022: S\$809,867) representing contributions paid to the retirement benefits scheme by the Group.

As at 31 December 2023, the contributions of S\$261,591 (2022: S\$247,121) were accrued respectively. The amounts were paid subsequent to the end of the year.

During the years ended 31 December 2023 and 2022, the Group had no forfeited contributions under retirement benefit plan utilised to reduce future contributions.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

30 RELATED PARTY TRANSACTIONS

Some of the Group's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties are reflected in these financials statements. Related parties refer to entities in which directors of the Group has a beneficial interest in it.

Apart from disclosure elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties during the year:

	2023 S\$	2022 S\$
<u>Provision of services by the Group</u>		
<i>Provision of freight services</i>		
JH Tyres & Batteries Pte Ltd	–	11,575
<i>Provision of trucking services</i>		
Crystal Parts Pte Ltd	–	11,411
JH Tyres & Batteries Pte Ltd	–	18,068
R&S Engineering Works Pte Ltd	22,937	28,193
<u>Purchases of services by the Group</u>		
<i>Purchase of motor vehicle upkeep services</i>		
JH Tyres & Batteries Pte Ltd	(421,878)	(388,920)
R&S Engineering Works Pte Ltd	(579,128)	(495,115)

Compensation of directors and key management personnel

	2023 S\$	2022 S\$
Short-term benefits	1,797,074	3,086,571
Post-retirement benefits	63,604	59,435
	1,860,678	3,146,006

A director of the Group and Controlling Shareholder has provided personal guarantees in relation to bank borrowings, of which S\$496,484 (2022: S\$538,141) remained outstanding.

Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of the purchases of services by the Group as disclosed above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section headed "Continuing Connected Transactions" of the Report of the Directors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

31 BUSINESS COMBINATIONS

On 15 July 2022, the Group completed the acquisition of 70% equity interest in Resolute Solutions from an independent third party, at a cash consideration of S\$2,100,000. Resolute Solutions is engaged in handling less than container load (the "LCL") shipments and providing services to freight forwarders and consignees including the delivery of goods to and from local ports for custom clearance, local distribution island-wide for events, shopping malls, places of attractions and construction sites. The directors believe that through the acquisition of the Resolute Solutions, it enlarges the scope of services that Legion is able to provide LCL services for the customers, and the Group will have the ability to provide a fuller suite of services.

The fair value of net identifiable assets acquired and liabilities assumed in the above acquisition were as follows:

	S\$
Property, plant and equipment (Note 15)	811,436
Intangible assets (excluding goodwill) (Note 17)	632,820
Trade receivables	448,907
Other receivables, deposits and prepayments	44,850
Cash and cash equivalents	334,485
Trade and other payables	(177,824)
Amount due to non-controlling interests	(281,000)
Bank borrowings	(77,731)
Lease liabilities	(214,710)
Income tax payable	(2,443)
Deferred tax liabilities (Note 26)	(157,845)
Total net identifiable assets acquired and liabilities assumed	1,360,945
Goodwill on acquisition (Note 17)	1,639,055
Less: Non-controlling interests	(900,000)
Total consideration satisfied by cash	2,100,000





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

31 BUSINESS COMBINATIONS (Continued)

An analysis of the cash outflows in respect of the business combination is as follows:

	S\$
Cash consideration	(2,100,000)
Cash and cash equivalents acquired	334,485
Net cash outflows in respect of the business combination	(1,765,515)

The goodwill of S\$1,639,055 arises from a number of factors. Most significant amongst these is the premium attributable to a pre-existing, well positioned business operating in a competitive market. Other important elements included expected synergies through combining a highly skilled workforce and obtaining economies of scale. None of the goodwill is the deductible for income tax purpose. Acquisition related cost is immaterial.

Resolute Solutions contributed net profit of approximately S\$87,859 and revenue of S\$1,331,777 to the Group's profit and revenue for the year ended 31 December 2022 respectively for the period between the date of acquisition and the end of the reporting period.

Had the acquisition been completed on 1 January 2022, the Group's net profit and revenue for the year ended 31 December 2022 would be S\$4,712,941 and S\$58,390,269 respectively. This proforma information was for illustrative purposes only and was not necessarily an indication of the revenue and results of the Group that would actually have been impacted had the acquisition been completed on 1 January 2022, nor was it intended to be a projection of future results.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

32 PARTICULARS OF SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company as at 31 December 2023 and 2022 are set out below:

Name of subsidiary	Country of incorporation	Issued capital/ paid-up capital	Proportion of ownership interest and voting power		Principal activities and principal place of business	Notes
			2023 %	2022 %		
<i>Directly held:</i>						
Clear Bliss Holdings Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100	100	Investment holding, British Virgin Islands	(a)
<i>Indirectly held:</i>						
Rejoice Container Services (Pte) Ltd	Singapore	1,000,000 ordinary shares of S\$1 each	100	100	Trucking and VATS, Singapore	(b)
Richwell Global Forwarding Pte. Ltd.	Singapore	500,000 ordinary shares of S\$1 each	100	100	Freight forwarding, Singapore	(b)
Radiant Overseas Pte Ltd	Singapore	200,000 ordinary shares of S\$1 each	100	100	Freight forwarding, Singapore	(b)
Real Time Forwarding Pte. Ltd.	Singapore	300,000 ordinary shares of S\$1 each	100	100	Freight forwarding, Singapore	(b)
Will Knight Limited	Hong Kong	1 ordinary share of HK\$1 each	100	100	Business Development, Hong Kong	
Resolute Solutions	Singapore	300,000 ordinary shares of S\$1 each	70	70	Trucking, Singapore	(b)

The subsidiaries now comprising the Group are limited liability companies and has adopted 31 December as their financial year end date.

Notes:

- (a) There is no statutory audit requirements in the jurisdiction.
- (b) The statutory financial statements of these companies are prepared in accordance with Singapore Financial Reporting Standards ("FRSs") issued by Accounting Standards Council in Singapore were audited by Crowe Horwath First Trust LLP, for the year ended 31 December 2022, which is Public Accountants and Chartered Accountants registered in Singapore.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

32 PARTICULARS OF SUBSIDIARIES (Continued)

The following table lists out the information relating to Resolute Solutions, the only subsidiary of the Group which has a non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

	2023	2022
	S\$	S\$
NCI percentage	30%	30%
Current assets	827,363	636,294
Non-current assets	3,058,657	3,101,943
Current liabilities	(564,641)	(398,999)
Non-current liabilities	(180,566)	(251,380)
Net assets	3,140,813	3,087,858
Carrying amount of NCI	942,244	926,358

	2023	For the period from 15 July 2022 to 31 December 2022
	S\$	S\$
Revenue	2,544,901	1,331,777
Profit for the year/period	52,954	87,859
Total comprehensive income	52,954	87,859
Profit allocated to NCI	15,886	26,358
Dividend paid to NCI	—	—
Cash flows from operating activities	414,776	155,120
Cash flows used in investing activities	(193,474)	(67,898)
Cash flows used in financing activities	(252,737)	(79,808)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

33 OTHER CASH FLOW INFORMATION

a. Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank borrowings S\$	Lease liabilities S\$	Total S\$
At 1 January 2022	580,815	3,390,825	3,971,640
Financing cash flows	(75,423)	(3,735,296)	(3,810,719)
<i>Non-cash changes:</i>			
New lease raised	–	9,885,779	9,885,779
Additions from business combination (Note 31)	77,731	214,710	292,441
Early termination of leases	–	(43,114)	(43,114)
Interest on lease liabilities	–	151,671	151,671
Interest on bank borrowings	18,374	–	18,374
At 31 December 2022	601,497	9,864,575	10,466,072
Financing cash flows	(129,378)	(8,433,562)	(8,562,940)
<i>Non-cash changes:</i>			
New lease raised	–	12,867,929	12,867,929
Interest on lease liabilities	–	728,876	728,876
Interest on bank borrowings	24,365	–	24,365
At 31 December 2023	496,484	15,027,818	15,524,302

b. Major non-cash transactions

During the year ended 31 December 2023, the Group had the following non-cash transactions:

- non-cash addition to right-of-use assets of S\$12,867,929 (2022: S\$9,885,779); and
- non-cash addition to property, plant and equipment due to the capitalisation of reinstatement costs of S\$230,706 (2022: S\$Nil).



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

34 STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2023 S\$	2022 S\$
ASSETS AND LIABILITIES		
Non-current asset		
Investment in a subsidiary	134,698	134,698
Current assets		
Other receivables, deposits and prepayments	—	72,347
Due from immediate holding company	3,301	—
Due from subsidiaries	4,613,901	4,660,164
Fixed deposits with maturity of over three months	337,598	517,197
Bank balances and cash	48,148	528,499
	5,002,948	5,778,207
Current liabilities		
Trade and other payables	116,000	163,097
	5,021,646	5,749,808
Net assets		
EQUITY		
Share capital (Note 27)	2,133,905	2,133,905
Reserves	2,887,741	3,615,903
Total equity attributable to owners of the Company	5,021,646	5,749,808

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

34 STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

A summary of the Company's capital and reserves is as follows:

	Share capital S\$	Share premium S\$	Accumulated losses S\$	Total S\$
At 1 January 2022	2,133,905	10,750,056	(6,670,691)	6,213,270
Loss for the year, representing total comprehensive loss for the year	–	–	(463,462)	(463,462)
At 31 December 2022	2,133,905	10,750,056	(7,134,153)	5,749,808
Loss for the year, representing total comprehensive loss for the year	–	–	(728,162)	(728,162)
At 31 December 2023	2,133,905	10,750,056	(7,862,315)	5,021,646

35 CAPITAL RISKS MANAGEMENT

The Group manages its capital to ensure that it will be able to be continue as a going concern while maximising the return to shareholders through the optimisation of equity balance. The Group's overall strategy remains unchanged throughout the financial year ended 31 December 2022.

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 as disclosed in Notes 20(b), 22, 23 and 24, respectively, net of bank balances and cash and equity attributable to owners of the Group, comprising share capital and reserves. The Group is not subject to any externally imposed capital requirement.

The management of the Group review the capital structure on a regular basis. As part of this review, the management considers the cost of capital and the associated risk with each class of items in the context of capital structure, and takes appropriate actions to adjust the Group's capital structure. Based on the recommendations of the management, the Group will balance its overall capital structure through continuity of funding of cash flows from operating activities.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Categories of financial instruments

	2023	2022
	S\$	S\$
Financial assets		
– Amortised Cost		
Bank balances and cash	22,794,266	10,319,604
Fixed deposits with maturity of over three months	4,042,938	14,361,995
Pledged deposits	350,000	200,000
Trade receivables	12,296,087	14,250,598
Other receivables and deposits*	2,581,361	4,132,069
Amounts due from related parties	8,038	3,983
Total	42,072,690	43,268,249
Financial liabilities		
– Amortised Cost		
Bank borrowings	496,484	601,497
Amounts due to related parties	315,094	359,099
Trade payables and other payables**	4,148,483	5,690,172
Lease liabilities	15,027,818	9,864,575
Total	19,987,879	16,515,343

* Prepayments, and deposits paid for acquisition of property, plant and equipment are excluded.

** GST payables and deferred government grants are excluded.

Financial risk management objectives and policies

The Group's financial instruments include trade receivables, other receivables and deposits, amounts due from/to related parties, pledged deposits, bank balances and cash, trade and other payables and bank borrowings. The risks associated with these financial instruments and obligations under lease liabilities include market risk (interest rate risk and currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Market risk management

Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk on the variable rate of interest incurred on bank borrowings and interest received on bank deposits. The Group is also exposed to fair value interest rate risk in relation to fixed-rate obligations under finance leases/lease liabilities and bank deposit. It is the Group's policy to maintain an appropriate level between its fixed-rate and variable-rate borrowings so as to minimise the fair value and cash flow interest rate risk.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate risk exposure and will consider interest rate hedging should the need arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

(a) Market risk management (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for nonderivative instruments. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. The following sensitivity analysis represents management's assessment of the reasonably possible change in interest rates.

If interest rates of the variable-rate borrowings had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2023 would decrease/increase by approximately S\$2,482 (2022: S\$2,691).

In the management's opinion, the sensitivity analysis is unrepresentative of the inherece interest risk as the year end exposure does not reflect the exposure during the year.

No sensitivity analysis on variable interest-bearing bank balances is presented as the impact is expected to be insignificant.

(b) Currency risk management

The Group has certain trade receivables and payables denominated in United States dollar ("USD") other than the functional currency of the respective group entities, which exposes the Group to foreign currency risk. The Group manages the risk by closely monitoring the movement of the foreign currency rate.

The carrying amounts of the Group's significant monetary assets and liabilities denominated in foreign currencies at the end of each reporting period are as below:

	2023	2022
	S\$	S\$
Monetary assets:		
– Denominated in USD	4,872,723	2,995,291
– Denominated in HKD	395,414	1,055,570
Monetary liabilities:		
– Denominated in USD	419,142	490,019
– Denominated in EURO	80,449	79,155

Sensitivity analysis

The following table details the sensitivity to a 10% increase and decrease in the relevant foreign currencies against the functional currency of each Group entity. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 10% change in foreign currency rates.



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36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

(b) Currency risk management (Continued)

Sensitivity analysis (Continued)

A negative number below indicates a decrease in profit for the year where S\$ strengthens 10% against all foreign currencies. For a 10% weakening of S\$ against all foreign currencies, there would be an equal but opposite impact on the profit for the year.

	2023	2022
	S\$	S\$
Profit for the year:		
- USD Impact	(369,647)	(207,938)
- EURO Impact	6,677	6,570
- HKD Impact	(39,377)	(105,389)

(c) Credit risk management

At the end of each reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the statement of financial position.

The Group's concentration of credit risk by geographical location is mainly in Singapore, which accounted for 99% (2022: 98%) of the total financial assets as at 31 December 2023.

Trade receivables consist of a large number of customers, spread across diverse industries. The Group reviews the recoverable amount of each individual trade debt, including trade receivable and amounts due from related parties of trade nature, at the end of each reporting period to ensure that adequate impairment losses are made to reflect changes in credit risk since initial recognition of the respective trade debts.

As at 31 December 2023, approximately 18% (2022: 12%) and 28% (2022: 36%) of outstanding trade receivables were due from the Group's largest debtor and top 5 debtors respectively.

Bank balances

The credit risk on bank balances is limited because the counterparties are reputable financial institutions.

Trade receivables

The Group reassess the lifetime ECL for trade receivables at the end of each reporting period to ensure that adequate impairment losses are made for significant increases in the likelihood or risk of a default occurring since initial recognition. In this regard, management of the Group considers that the Group's credit risk is significantly reduced. Lifetime ECL for trade receivables with significant increase in credit risk and credit-impaired are assessed individually.

Other receivables and amounts due from related parties

For other receivables, non-trade amounts due from related parties, the Group has assessed and concluded that the ECL rate for these receivables is immaterial under lifetime ECL method based on the Group's assessment on the risk of default of the counterparties. Thus, no loss allowance provision for the amounts as recognised for the years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

(c) Credit risk management (Continued)

Expected credit loss assessment

The Group applied credit risk modelling upon adoption of IFRS 9. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis.

To assess whether there is a significant increase in credit risk the Group compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition, it considers available reasonable the supportive forwarding looking information, including below indicators:

- internal credit rating based on historical information;
- actual or expected significant changes in the operating results of the debtors; and
- significant changes in the expected performance and behavior of the debtors, include changes in the payment status of debtors.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Basis for recognising ECL	
		Trade receivables	Other financial asset
Low risk	The counterparty has low risk of default, does not have past-due amounts and usually settle within credit period.	Lifetime ECL - not credit - impaired	12-month ECL
Watch list	Debtor frequently repays after due dates but expect to settle in full.	Lifetime ECL - not credit - impaired	Lifetime ECL - not credit - impaired
Loss	There is evidence indicating that the asset is credit-impaired.	Lifetime ECL - credit - impaired	Lifetime ECL - credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off	Amount is written off



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

(c) Credit risk management (Continued)

Expected credit loss assessment (Continued)

The table below detail the credit quality of the Group's financial assets and other items, as well as maximum exposure to credit risk by credit risk rating grades:

	Note	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount S\$	Loss allowance S\$	Net carrying amount S\$
<u>31 December 2023</u>							
Trade receivables	18	N.A.	Low risk (i)	Lifetime ECL (Simplified approach)	10,146,756	(23,494)	10,123,262
Trade receivables	18	N.A.	Watch list/ Loss (i)	Lifetime ECL (assessed individually)	2,206,040	(33,215)	2,172,825
Other receivables	19	N.A.	Low Risk (ii)	12m ECL	2,581,361	–	2,581,361
Amounts due from related parties	20(a)	N.A.	Low Risk (ii)	12m ECL	8,038	–	8,038
						<u>56,709</u>	
<u>31 December 2022</u>							
Trade receivables	18	N.A.	Low risk (i)	Lifetime ECL (Simplified approach)	12,723,347	(23,494)	12,699,853
Trade receivables	18	N.A.	Watch list/ Loss (i)	Lifetime ECL (assessed individually)	1,602,470	(51,725)	1,550,745
Other receivables	19	N.A.	Low Risk (ii)	12m ECL	4,132,069	–	4,132,069
Amounts due from related parties	20(a)	N.A.	Low Risk (ii)	12m ECL	3,983	–	3,983
						<u>(75,219)</u>	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

(c) Credit risk management (Continued)

Expected credit loss assessment (Continued)

- (i) The probability-weighted estimate of the credit losses is determined based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

In order to minimise the credit risk of trade receivables, the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Before accepting any new customer, the Group carries out research on the credit risk of the new customer and assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed when necessary.

- (ii) In order to minimise the credit risk on other receivables and amounts due from related parties, management makes periodic collective assessments as well as individual assessment on the recoverability of receivables based on historical settlement records and past experience. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balances of other receivables. In addition, the credit risk on amounts due from related parties are reduced as the Group can closely monitor the repayment of the related parties. Other than concentration of credit risk on the amounts due from related parties, the Group has no other significant concentration on recognised financial assets with exposure spread over a number of counterparties.

Relevant information with regard to the exposure of credit risk and expected credit losses for trade and other receivables and amounts due from related parties as at 31 December 2023 and 2022 are set out in Notes 18, 19 and 20(a).

(d) Liquidity risk management

Liquidity risk is the risk that the Group will encounter difficulties in meeting its financial obligations as and when they fall due. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

Non-derivative financial liabilities

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the relevant market rates as at the reporting date) of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows, where applicable.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

(d) Liquidity risk management (Continued)

	Weighted average interest rate %	On demand or within 3 months S\$	3 to 6 Months S\$	6 to 12 months S\$	1 to 5 years S\$	Over 5 years S\$	Total undiscounted cash flow S\$	Carrying amount S\$
As at 31 December 2023								
<i>Non-interest bearing</i>								
Trade and other payables	N/A	3,044,275	–	–	1,104,208	–	4,148,483	4,148,483
Amount due to related parties	N/A	315,094	–	–	–	–	315,094	315,094
<i>Interest bearing</i>								
Lease liabilities	2.80-4.45	2,054,824	2,050,346	4,013,224	7,633,685	–	15,752,079	15,027,818
Bank borrowings	4.43	16,601	16,601	33,201	265,609	272,198	604,210	496,484
Total		5,430,794	2,066,947	4,046,425	9,003,502	272,198	20,819,866	19,987,879
As at 31 December 2022								
<i>Non-interest bearing</i>								
Trade and other payables	N/A	5,609,872	–	–	80,300	–	5,690,172	5,690,172
Amount due to related parties	N/A	359,099	–	–	–	–	359,099	359,099
<i>Interest bearing</i>								
Lease liabilities	2.00-4.45	1,320,557	1,093,633	1,765,276	6,321,790	–	10,501,256	9,864,575
Bank borrowings	2.00 - 2.50	45,878	45,878	35,601	254,054	338,507	719,918	601,497
Total		7,335,406	1,139,511	1,800,877	6,656,144	338,507	17,270,445	16,515,343

Non-derivative financial assets

All financial assets of the Group as at 31 December 2023 and 2022 are repayable on demand or due within one year, other than security deposits for the lease of yards and refundable deposit paid for strategic acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

36 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

(e) Fair value of financial assets and financial liabilities

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on recurring basis.

The fair value of financial assets and financial liabilities is determined in accordance with generally accepted pricing model based on discounted cash flow analysis.

The management of the Groups considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statement approximate to their fair values.

37 CONTINGENT LIABILITIES

During the reporting period, the Group had no material contingent liabilities.

38 CAPITAL COMMITMENT

As at the end of the reporting period, the Group had the following material capital commitments:

	2023	2022
	S\$	S\$
Property, plant and equipment		
Contracted but not yet provided for	17,100,000	760,713

39 EVENTS AFTER THE REPORTING PERIOD

On 26 March 2024, the proposed acquisition of the property by the Group from Sintex Nylon and Cotton Products (Pte.) Limited (the "Vendor") was terminated, as Jurong Town Corporation rejected to grant the approval for the transaction. In accordance with the terms of the sale and purchase agreement, the Vendor shall refund to the Group all the payments paid by the Group to the Vendor, i.e. 5% of the total consideration (being S\$900,000) without any interest or deduction. Please refer to the Company's announcement dated 26 March 2024 for further details.

Other than the transactions 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 report.

40. IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2023, the directors consider the immediate and ultimate controlling party to be Mirana Holdings Limited, which is incorporated in the British Virgin Islands. Mirana Holdings Limited does not produce financial statements available for public use.



FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last four financial years, as extracted from the published financial statements, is set out as below:

CONSOLIDATED/COMBINED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December				
	2023 S\$'000	2022 S\$'000	2021 S\$'000	2020 S\$'000	2019 S\$'000
Revenue	60,481	57,036	45,785	40,295	43,676
Cost of services	(41,314)	(38,875)	(32,422)	(26,410)	(26,633)
Gross profit	19,167	18,161	13,363	13,885	17,043
Other income	1,149	621	764	1,302	425
Other gains and losses	159	333	539	(5)	34
Selling expenses	(198)	(160)	(77)	(50)	(65)
Administrative expenses	(15,052)	(13,235)	(9,876)	(8,283)	(8,226)
Impairment losses and gains (including reversals of impairment losses) on financial assets	19	2	2	104	(478)
Finance costs	(753)	(170)	(223)	(244)	(140)
Listing expenses	—	—	(774)	(1,478)	(1,032)
Profit before tax	4,491	5,552	3,718	5,231	7,561
Income tax expense	(1,048)	(987)	(862)	(973)	(1,495)
Profit and other comprehensive income for the year	3,443	4,566	2,856	4,258	6,066

CONSOLIDATED/COMBINED ASSETS AND LIABILITIES

	As at 31 December				
	2023 S\$'000	2022 S\$'000	2021 S\$'000	2020 S\$'000	2019 S\$'000
ASSETS AND LIABILITIES					
Non-current assets	29,702	22,936	13,993	12,707	13,358
Current assets	41,762	42,045	37,016	25,116	23,137
Total assets	71,464	64,981	51,009	37,823	36,495
Non-current liabilities	9,730	7,141	2,276	4,457	4,930
Current liabilities	12,140	11,689	8,047	8,286	6,742
Total liabilities	21,870	18,830	10,323	12,743	11,672
Total equity	49,594	46,151	40,686	25,080	24,823