

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **June 30, 2025**

or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number **001-34024**

SINGULARITY FUTURE TECHNOLOGY LTD.

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of
incorporation or organization)

11-3588546

(I.R.S. Employer
Identification No.)

48 Wall Street, Suite 1100

New York, NY 10005

(Address of principal executive offices) (Zip Code)

(718) 888-1814

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	SGLY	The Nasdaq Stock Market LLC

Securities Registered Pursuant to Section 12(g) of the Act: **None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes
☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of voting common stock held by non-affiliates of the registrant as of June 30, 2025, the last business day of the registrant's fiscal 2025, was approximately \$4,287,562.

The number of shares of common stock outstanding as of October 13, 2025 was 4,203,492.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

SINGULARITY FUTURE TECHNOLOGY LTD.

FORM 10-K

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INTRODUCTION

Unless the context otherwise requires, in this annual report on Form 10-K (this “Report”):

- “We,” “us,” “our,” and “our Company” refer to Singularity Future Technology Ltd., a Virginia company incorporated in September 2007, and all of its direct and indirect consolidated subsidiaries;
- “Singularity” refers to Singularity Future Technology, Ltd;
- “Sino-China” refers to Sino-Global Shipping Agency Ltd., a Chinese legal entity;
- “PRC” refers to the People’s Republic of China, excluding Taiwan for the purpose of this Report;
- “US” or “U.S.” refers to the United States of America;
- “RMB” or “Renminbi” refers to the legal currency of China, and “\$” or “U.S. dollars” refers to the legal currency of the United States.

Names of certain PRC companies provided in this Report are translated or transliterated from their original PRC legal names. Discrepancies, if any, in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Report contains certain statements that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such forward-looking statements, including but not limited to statements regarding our projected growth, trends and strategies, future operating and financial results, financial expectations and current business indicators are based upon current information and expectations and are subject to change based on factors beyond our control. Forward-looking statements typically are identified by the use of terms such as “look,” “may,” “will,” “should,” “might,” “believe,” “plan,” “expect,” “anticipate,” “estimate” and similar words, although some forward-looking statements are expressed differently. The accuracy of such statements may be impacted by a number of business risks and uncertainties we face that could cause our actual results to differ materially from those projected or anticipated, including but not limited to the following:

- our ability to timely and properly deliver our services;
- our dependence on a limited number of major customers and suppliers;
- current and future political and economic factors in the United States and China and the relationship between the two countries; the Chinese government exerts substantial influence over the manner in which we conduct our business activities in the PRC and may intervene or influence our operations at any time with little advance notice, which could result in a material change in our operations and the value of our common stock
- unanticipated changes in general market conditions or other factors which may result in cancellations or reductions in the need for our services;
- demand for warehouse, shipping and logistics services;
- foreign currency exchange rate fluctuations;
- possible disruptions in commercial activities caused by events such as natural disasters, health epidemics, terrorist activity and armed conflict;
- our ability to identify and successfully execute cost control initiatives;
- the impact of quotas, tariffs or safeguards on our customer’s products;
- our ability to attract, retain and motivate qualified management team members and skilled personnel;
- relevant governmental policies and regulations relating to our businesses;
- developments in, or changes to, laws, regulations, governmental policies, incentives and taxation affecting our operations;
- our reputation and ability to do business may be impacted by the improper conduct of our employees, agents or business partners; and
- the outcome of litigation or investigations in which we are involved is unpredictable, and an adverse decision in any such matter could have a material adverse effect on our financial condition, results of operations, cash flows and equity.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to update the forward-looking statements. Nonetheless, the

Company may make such updates from time to time by press release, periodic report or other method of public disclosure without the need for specific reference to this Report. No such update shall be deemed to indicate that other statements not addressed by such update remain correct or create an obligation to provide any other updates.

PART I

Item 1. Business.

Overview

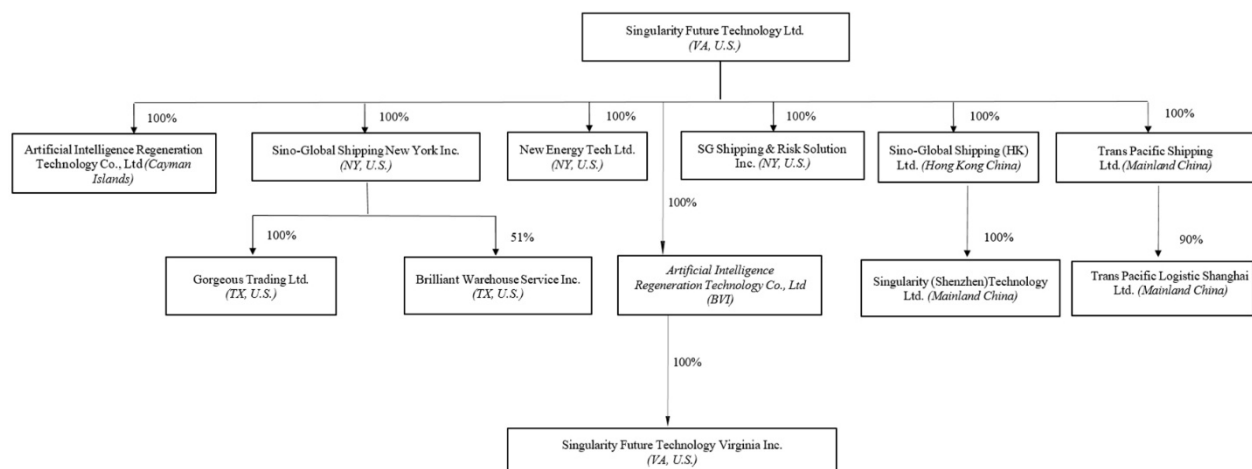
We are a global logistics integrated solution provider that was founded in the United States in 2001. On September 18, 2007, the Company merged into a new corporation, Sino-Global Shipping America, Ltd. in Virginia. On January 3, 2022, the Company changed its corporate name to Singularity Future Technology Ltd. to reflect its expanded operations into the digital assets business. Currently, we primarily focus on providing freight logistics services, which mainly include shipping, warehouse services and other logistical support to steel companies.

In 2017, we began exploring new opportunities to expand our business and generate more revenue. These opportunities ranged from complementary businesses to other new service and product initiatives. In the fiscal year 2022, while we continued to provide our traditional freight logistics business, we expanded our services to include warehousing services provided by our U.S. subsidiary Brilliant Warehouse Service Inc.

We are currently engaged in providing freight logistics services including warehouse services, which are operated by our subsidiaries Trans Pacific Shipping Limited in China and Gorgeous Trading Ltd. and Brilliant Warehouse Service Inc in the United States. Our range of services include transportation, warehouse, collection, last-mile delivery, drop shipping, customs clearance, and overseas transit delivery.

As a holding company with no material operations, conduct substantially all of our operations through subsidiaries established in the United States, the People's Republic of China (the "PRC" or "China") and Hong Kong. However, neither the holding company nor any of the Company's Chinese subsidiaries conduct any operations through contractual arrangements with a variable interest entity based in China. Investors in our common stock should be aware that they may never directly hold equity interests in the PRC operating entities, but rather equity interests solely in Singularity, our Virginia holding company. Furthermore, shareholders may face difficulties enforcing their legal rights under United States securities laws against our directors and officers who are located outside of the United States.

The diagram below shows our corporate structure as of the date of this report.



* Unless otherwise indicated in the diagram, all the subsidiaries of the Company are wholly owned.

As of the date of this report, the Company's subsidiaries are as follows:

Name	Background	Ownership
Artificial Intelligence Regeneration Technology Co., Ltd (Cayman Islands)	• A Cayman Islands corporation • Incorporated on November 18, 2024 • No material operations	100% owned by the Company
Artificial Intelligence Regeneration Technology Co., Ltd (BVI)	• A BVI corporation • Incorporated on May 21, 2025 • No material operations	100% owned by the Company
Sino-Global Shipping New York Inc. ("SGS NY")	• A New York corporation • Incorporated on May 3, 2013 • No material operations	100% owned by the Company
Sino-Global Shipping HK Ltd. ("SGS HK")	• A Hong Kong corporation • Incorporated on September 22, 2008 • No material operations	100% owned by the Company
Trans Pacific Shipping Ltd. ("Trans Pacific Beijing")	• A PRC limited liability company • Incorporated on November 13, 2007. • No material operations	100% owned by the Company
Trans Pacific Logistic Shanghai Ltd. ("Trans Pacific Shanghai")	• A PRC limited liability company • Incorporated on May 31, 2009 • Primarily engaged in freight logistics services	90% owned by Trans Pacific Beijing
Gorgeous Trading Ltd ("Gorgeous Trading")	• A Texas corporation • Incorporated on July 1, 2021 • No material operations	100% owned by SGS NY
Brilliant Warehouse Service Inc. ("Brilliant Warehouse")	• A Texas corporation • Incorporated on April 19, 2021 • No material operations	51% owned by SGS NY
SG Shipping & Risk Solution Inc, ("SGSR")	• A New York corporation • Incorporated on September 29, 2021 • No material operations	100% owned by the Company
New Energy Tech Limited ("New Energy")	• A New York corporation • Incorporated on September 19, 2023 • No material operations	100% owned by the Company
Singularity (Shenzhen) Technology Ltd.	• A Mainland China corporation • Incorporated on September 4, 2023 • No material operations	100% owned by the Company
Singularity Future Technology Virginia Inc.	• A Virginia corporation • Incorporated on September 11, 2025 • No material operations	100% owned by Artificial Intelligence Regeneration Technology Co., Ltd (BVI)

Our equity structure is a direct holding structure. Within our direct holding structure, the cross-border transfer of funds within our corporate entities is legal and compliant with the laws and regulations of the PRC. After the foreign investors' funds enter Singularity, the funds can be directly transferred to the PRC operating companies through its subsidiaries. Specifically, Singularity is permitted under the Virginia laws to provide funding to our subsidiaries in the PRC and Hong Kong through loans or capital contributions without restrictions on the amount of the funds, subject to satisfaction of applicable government registration, approval and filing requirements. Current PRC regulations permit our PRC subsidiaries to pay dividends to the Company only out of their accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations. As of the date hereof, there have not been any transfers, dividends or distributions made between the holding company, its subsidiaries, and to investors. Furthermore, as of the date hereof, no cash generated from one subsidiary is used to fund another subsidiary's operations and we do not anticipate any difficulties or limitations on our ability to transfer cash between subsidiaries. We have also not installed any cash management policies that dictate the amount of such funds and how such funds are transferred. For the foreseeable future, we intend to use the earnings for our business operations and as a result, we do not intend to distribute earnings or pay any cash dividends.

To address persistent capital outflows and the RMB's depreciation against the U.S. dollar in the fourth quarter of 2016, the People's Bank of China and the State Administration of Foreign Exchange, or SAFE, have implemented a series of capital control measures in the subsequent months, including stricter vetting procedures for China-based companies to remit foreign currency for overseas acquisitions, dividend payments and shareholder loan repayments. The PRC government may continue to strengthen its capital controls and our PRC subsidiaries' dividends and other distributions may be subject to tightened scrutiny in the future. The PRC government also imposes controls on the conversion of RMB into foreign currencies and the remittance of currencies out of the PRC. Therefore, we may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency for the payment of dividends from our profits, if any. Furthermore, if our subsidiaries in the PRC incur debt on their own in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments.

In addition, the Enterprise Income Tax Law and its implementation rules provide that a withholding tax at a rate of 10% will be applicable to dividends payable by Chinese companies to non-PRC-resident enterprises unless reduced under treaties or arrangements between the PRC central government and the governments of other countries or regions where the non-PRC resident enterprises are tax resident. Pursuant to the tax agreement between Mainland China and the Hong Kong Special Administrative Region, the withholding tax rate in respect to the payment of dividends by a PRC enterprise to a Hong Kong enterprise may be reduced to 5% from a standard rate of 10%. However, if the relevant tax authorities determine that our transactions or arrangements are for the primary purpose of enjoying a favorable tax treatment, the relevant tax authorities may adjust the favorable withholding tax in the future. Accordingly, there is no assurance that the reduced 5% withholding rate will apply to dividends received by our Hong Kong subsidiary from our PRC subsidiaries. This withholding tax will reduce the amount of dividends we may receive from our PRC subsidiaries.

Because some of our operations are located in the PRC through our subsidiaries, we are subject to certain legal and operational risks associated with our operations in China, including changes in the legal, political and economic policies of the Chinese government, the relations between China and the U.S, or Chinese or U.S regulations may materially and adversely affect our business, financial condition and results of operations. PRC laws and regulations governing our current business operations are sometimes vague and uncertain, and therefore, these risks may result in a material change in our operations and the value of our common stock, or could significantly limit or completely hinder our ability to offer or continue to offer our securities to investors and cause the value of such securities to significantly decline or be worthless. Recently, the PRC government initiated a series of regulatory actions and statements to regulate business operations in China with little advance notice, including cracking down on illegal activities in the securities market, enhancing supervision over China-based companies listed overseas using a variable interest entity structure, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement.

We believe that we will not be subject to cybersecurity review with the Cyberspace Administration of China, or the “CAC,” since we currently do not have over one million users’ personal information and do not anticipate that we will be collecting over one million users’ personal information in the foreseeable future, which we understand might otherwise subject us to the Cybersecurity Review Measures. We do not believe that our subsidiaries are directly subject to these regulatory actions or statements, as we have not implemented any monopolistic behaviour and our business does not involve the collection of user data or implicate cybersecurity. As of the date hereof, no relevant laws or regulations in the PRC explicitly require us to seek approval from the China Securities Regulatory Commission, or the CSRC, or any other PRC governmental authorities for future offerings, nor has our Virginia holding company or any of our subsidiaries received any inquiry, notice, warning or sanctions regarding previous offerings from the CSRC or any other PRC governmental authorities. However, on February 17, 2023, the CSRC promulgated Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (the “Overseas Listing Trial Measures”) and five relevant guidelines, which became effective on March 31, 2023. According to the Overseas Listing Trial Measures, PRC domestic companies that seek to offer and list securities in overseas markets, either in direct or indirect means, are required to fulfill the filing procedure with the CSRC and report relevant information. The Overseas Listing Trial Measures provides that an overseas listing or offering is explicitly prohibited, if any of the following: (1) such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (2) the intended securities offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (3) the domestic company intending to make the securities offering and listing, or its controlling shareholder(s) and the actual controller, have committed relevant crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (4) the domestic company intending to make the securities offering and listing is currently under investigations for suspicion of criminal offenses or major violations of laws and regulations, and no conclusion has yet been made thereof; or (5) there are material ownership disputes over equity held by the domestic company’s controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or actual controller.

The Overseas Listing Trial Measures also provide that if the issuer meets both the following criteria, the overseas securities offering and listing conducted by such issuer will be deemed as indirect overseas offering by PRC domestic companies: (1) 50% or more of any of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent fiscal year is accounted for by domestic companies; and (2) the issuer’s main business activities are conducted in China, or its main place(s) of business are located in China, or the majority of senior management staff in charge of its business operations and management are PRC citizens or have their usual place(s) of residence located in China. Where an issuer submits an application for initial public offering to competent overseas regulators, such issuer must file with the CSRC within three business days after such application is submitted. In addition, the Overseas Listing Trial Measures provide that the direct or indirect overseas listings of the assets of domestic companies through one or more acquisitions, share swaps, transfers or other transaction arrangements shall be subject to filing procedures in accordance with the Overseas Listing Trial Measures. The Overseas Listing Trial Measures also requires subsequent reports to be filed with the CSRC on material events, such as change of control or voluntary or forced delisting of the issuer(s) who have completed overseas offerings and listings.

At a press conference held for these new regulations (“Press Conference”), officials from the CSRC clarified that the domestic companies that have already been listed overseas on or before March 31, 2023 shall be deemed as existing issuers (the “Existing Issuers”). Existing Issuers are not required to complete the filing procedures immediately, and they shall be required to file with the CSRC upon occurrences of certain subsequent matters such as follow-on offerings of securities. According to the Overseas Listing Trial Measures and the Press Conference, the existing domestic companies that have completed overseas offering and listing before March 31, 2023, such as us, will not be required to perform filing procedures for the completed overseas securities issuance and listing. However, from the effective date of the regulation, any of our subsequent securities offering in the same overseas market or subsequent securities offering and listing in other overseas markets shall be subject to the filing requirement with the CSRC within three working days after the offering is completed or after the relevant application is submitted to the relevant overseas authorities, respectively. If it is determined that any approval, filing or other administrative procedures from other PRC governmental authorities is required for any future offering or listing, we cannot assure

you that we can obtain the required approval or accomplish the required filings or other regulatory procedures in a timely manner, or at all. If we fail to fulfill filing procedure as stipulated by the Trial Measures or offer and list securities in an overseas market in violation of the Trial Measures, the CSRC may order rectification, issue warnings to us, and impose a fine of between RMB1,000,000 and RMB10,000,000. Persons-in-charge and other persons that are directly liable for such failure shall be warned and each imposed a fine from RMB500,000 to RMB5,000,000. Controlling shareholders and actual controlling persons of us that organize or instruct such violations shall be imposed a fine from RMB1,000,000 and RMB10,000,000.

On February 24, 2023, the CSRC published the Provisions on Strengthening the Confidentiality and Archives Administration Related to the Overseas Securities Offering and Listing by Domestic Enterprises (the “Provisions on Confidentiality and Archives Administration”), which came into effect on March 31, 2023. The Provisions on Confidentiality and Archives Administration requires that, in the process of overseas issuance and listing of securities by domestic entities, the domestic entities, and securities companies and securities service institutions that provide relevant securities service shall strictly implement the provisions of relevant laws and regulations and the requirements of these provisions, establish and improve rules on confidentiality and archives administration. Where the domestic entities provide or publicly disclose documents, materials or other items related to the state secrets and government work secrets to the relevant securities companies, securities service institutions, overseas regulatory authorities, or other entities or individuals, the companies shall apply for approval of competent departments with the authority of examination and approval in accordance with law and report the matter to the secrecy administrative departments at the same level for record filing. Where there is unclear or controversial whether or not the concerned materials are related to state secrets, the materials shall be reported to the relevant secrecy administrative departments for determination. However, there remain uncertainties regarding the further interpretation and implementation of the Provisions on Confidentiality and Archives Administration.

As of the date of this report, our PRC subsidiaries have obtained the requisite licenses and permits from the PRC government authorities that are material for the business operations of our PRC subsidiaries. In addition, as of the date of this annual report, we and our PRC subsidiaries are not required to obtain approval or permission from the CSRC or the CAC or any other entity that is required to approve our PRC subsidiaries’ operations or required for us to offer securities to foreign investors under any currently effective PRC laws, regulations, and regulatory rules. If it is determined that we are subject to filing requirements imposed by the CSRC under the Overseas Listing Regulations or approvals from other PRC regulatory authorities or other procedures, including the cybersecurity review under the revised Cybersecurity Review Measures, for our future offshore offerings, it would be uncertain whether we can or how long it will take us to complete such procedures or obtain such approval and any such approval could be rescinded. Any failure to obtain or delay in completing such procedures or obtaining such approval for our offshore offerings, or a rescission of any such approval if obtained by us, would subject us to sanctions by the CSRC or other PRC regulatory authorities for failure to file with the CSRC or failure to seek approval from other government authorization for our offshore offerings. These regulatory authorities may impose fines and penalties on our operations in China, limit our ability to pay dividends outside of China, limit our operating privileges in China, delay or restrict the repatriation of the proceeds from our offshore offerings into China or take other actions that could materially and adversely affect our business, financial condition, results of operations, and prospects, as well as the trading price of our common stock. The CSRC or other PRC regulatory authorities also may take actions requiring us, or making it advisable for us, to halt our offshore offerings before settlement and delivery of the securities offered. Consequently, if investors engage in market trading or other activities in anticipation of and prior to settlement and delivery, they do so at the risk that settlement and delivery may not occur. In addition, if the CSRC or other regulatory authorities later promulgate new rules or explanations requiring that we obtain their approvals or accomplish the required filing or other regulatory procedures for our prior offshore offerings, we may be unable to obtain a waiver of such approval requirements, if and when procedures are established to obtain such a waiver. Any uncertainties or negative publicity regarding such approval requirement could materially and adversely affect our business, prospects, financial condition, reputation, and the trading price of our common stock.

Since these statements and regulatory actions by the PRC government are newly published and official guidance and related implementation rules have not been issued, it is uncertain how soon legislative or administrative regulation making bodies will respond and what existing or new laws or regulations or detailed implementations and interpretations will be modified or promulgated, if any, and the potential impact such modified or new laws and regulations will have on our daily business operation, the ability to accept foreign investments and list on an U.S. or other foreign exchange. The Standing Committee of the National People’s Congress, or the SCNPC, or other PRC regulatory authorities may in the future promulgate laws, regulations or implementing rules that requires our company or any of our subsidiaries to obtain regulatory approval from Chinese authorities before future offerings in the U.S. In other words, although the Company is currently not required to obtain permission from any of the PRC federal or local government to obtain such permission and has not received any denial to list on the U.S. exchange, our operations could be adversely affected, directly or indirectly; our ability to offer, or continue to offer, securities to investors would

be potentially hindered and the value of our securities might significantly decline or be worthless, by existing or future laws and regulations relating to its business or industry or by intervene or interruption by PRC governmental authorities, if we or our subsidiaries (i) do not receive or maintain such permissions or approvals, (ii) inadvertently conclude that such permissions or approvals are not required, (iii) applicable laws, regulations, or interpretations change and we are required to obtain such permissions or approvals in the future, or (iv) any intervention or interruption by PRC governmental with little advance notice.

Please see “Risk Factors” beginning on page 15 of this annual report for additional information.

Holding Foreign Company Accountable Act

Our common stock may be delisted from the Nasdaq under the Holding Foreign Companies Accountable Act (“HFCAA”), if the PCAOB is unable to adequately inspect audit documentation located in China, or investigate our auditor. Furthermore, on June 22, 2021, the U.S. Senate passed the Accelerating Holding Foreign Companies Accountable Act, which was signed into law, and amends the HFCAA and requires the SEC to prohibit an issuer’s securities from trading on any U.S. stock exchanges if its auditor is not subject to Public Company Accounting Oversight Board (“PCAOB”) inspections for two consecutive years instead of three. Our auditor, Audit Alliance LLP, the independent registered public accounting firm that issues the audit report included elsewhere in this annual report, is headquartered in Singapore and is registered with the PCAOB, and was not included in the list of PCAOB Identified Firms in the PCAOB Determination Report issued in December 2021. On August 26, 2022, the PCAOB signed the Protocol with the CSRC and the MOF of the People’s Republic of China, governing inspections and investigations of audit firms based in mainland China and Hong Kong. The Protocol remains unpublished and is subject to further explanation and implementation. Pursuant to the fact sheet with respect to the Protocol disclosed by the SEC, the PCAOB shall have independent discretion to select any issuer audits for inspection or investigation and the unfettered ability to transfer information to the SEC. On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong completely in 2022. The PCAOB Board vacated its previous 2021 determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong. However, whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong is subject to uncertainty and depends on a number of factors out of our, and our auditor’s control. The PCAOB is continuing to demand complete access in China mainland and Hong Kong moving forward and is already making plans to resume regular inspections in early 2023 and beyond, as well as to continue pursuing ongoing investigations and initiate new investigations as needed. The PCAOB has indicated that it will act immediately to consider the need to issue new determinations with the HFCAA if needed. Therefore, the PCAOB in the future may determine that it is unable to inspect or investigate completely registered public accounting firms in mainland China and Hong Kong. Our auditor’s working papers related to us and our subsidiaries are located in China. If our auditor is not permitted to provide requested audit work papers located in China to the PCAOB, investors would be deprived of the benefits of PCAOB’s oversight of our auditor through such inspections which could result in limitation or restriction to our access to the U.S. capital markets and trading of our securities may be prohibited under the HFCAA, which would result in the delisting of our securities from the Nasdaq. See *“Risk Factors - Our common stock may be delisted from the Nasdaq under the Holding Foreign Companies Accountable Act if the PCAOB is unable to adequately inspect audit documentation located in China. The delisting of our common stock, or the threat of their being delisted, may materially and adversely affect the value of your investment.”*

Recent Developments

We are currently exploring new business opportunities while continuing to provide freight logistics services. On September 19, 2023, the Company formed a 100% owned subsidiary, New Energy Tech Limited, (“New Energy”) in New York for to engage in the commodity trading business. In August 2024, New Energy entered into a joint venture development agreement with Market One Services Corp., a Wyoming corporation, to establish a joint venture to carry out the commodity trading business. The parties also plan to expand into the sale of solar panels

The Company decided to develop the solar panel business based on its insight into the broad prospects of new energy. In the decision-making process, the needs of environmental protection and market potential were fully considered. This new solar panel business complements our existing businesses and will expand the company’s sustainable development.

Special Committee Investigation

As previously disclosed, on May 6, 2022, the Board of Directors of the Company (the “Board”) formed a special committee (the “Special Committee”) to investigate claims of alleged fraud, misrepresentation, and inadequate

disclosure related to the Company and certain of its management personnel raised in a report, published by Hindenburg Research on May 4, 2022 (the “Hindenburg Report”). On February 23, 2023, the Board approved the dissolution of the Special Committee upon conclusion of the committee’s investigation. On July 3, 2023, the Company entered into settlement and release agreement with Mr. Yang Jie, the Company’s former CEO, which fully resolved his claims against the Company.

Executive Changes

On July 31, 2024, Mr. Haotian Song resigned from his position as a vice president of the Company and as a director of the Board.

On August 6, 2024, the Company appointed Ms. Jia Yang as a vice president of the Company and as a director of the Board to fill the vacancy resulting from Mr. Haotian Song's resignation.

On November 16, 2024, Mr. Ziyun Liu resigned from his position as the CEO of the Company and as a director and the chairman of the Board. On November 18, 2024, the Company appointed Ms. Jia Yang as the CEO of the Company and the chairwoman of the Board to fill the vacancy resulting from Mr. Ziyun Liu's resignation.

On November 18, 2024, the Company appointed Mr. Jinhao Pang as the manager of the Technology Department of the Company and an executive director of the Board.

On February 20, 2025, Mr. Ying Cao resigned from his position as the chief financial officer ("CFO") of the Company.

On February 21, 2025, the board of directors of the Company appointed Mr. Chee Jiong Ng as the CFO of the Company to fill the vacancy resulting from Mr. Ying Cao's resignation.

Entry into a Material Definitive Agreement

On June 19, 2025, the "Company entered into a securities purchase agreement (the "SPA") with eighteen investors, under which the Company agrees to sell to the investors an aggregate of 32,188,841 units (the "Unit"), each Unit consisting of one share of the Company's common stock, without par value (the "Common Stock") and three warrants, with each warrant initially exercisable to purchase one share of the Common Stock at an exercise price of \$1.165 (the "Warrants"), in a private placement to certain "non-U.S. Persons" as defined in Regulation S of the Securities Act of 1933, at a price of \$0.932 per Unit for an aggregate purchase price of approximately \$30 million (the "Offering").

The Warrants are exercisable immediately upon the date of issuance at an initial exercise price of \$1.165, for cash. The Warrants may also be exercised cashlessly if at any time after the six-month anniversary of the issuance date, there is no effective registration statement registering, or no current prospectus available for, the resale of the shares of Common Stock underlying the Warrant. The Warrants shall expire five years from its date of issuance. The Warrants are subject to customary anti-dilution provisions reflecting capitalizations and subdivisions or other similar transactions.

The SPA is subject to various conditions to closing, including, among other things, (a) receipt of the Company's shareholders' approval and ratification of the SPA and (b) accuracy of the parties' representations and warranties.

The form of the SPA and the form of the Warrant are attached hereto as Exhibit 10.2 and 10.3 and incorporated herein by reference.

Registered Direct Offering

On January 24, 2025, the Company entered into certain securities purchase agreement (the "Purchase Agreement") with certain non-affiliated institutional investors (the "Purchasers") pursuant to which the Company agreed to sell 700,000 shares of its Common Stock ("Common Stock") in a registered direct offering (the "Offering"), for gross proceeds of approximately \$1.14 million. The purchase price for each share of Common Stock is \$1.63.

The Purchase Agreements contain customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company, other obligations of the parties, and termination provisions.

In addition, the Company agreed that for a period of thirty (30) days from the closing date of the Offering, it will not, including but not limited to,: (i) issue, enter into any agreement to issue or announce the issuance or proposed issuance of any shares of capital stock or equivalent securities; or (ii) file or caused to be filed any registration statement or amendment or supplement thereto, subject to certain limited exceptions. In addition, the Company agreed that it will not conduct any sales of Ordinary Shares or equivalent securities involving a variable rate transaction (as defined in the Purchase Agreement) for a period of thirty (30) days from the closing date of the Offering, subject to certain exceptions as described in the Purchase Agreements.

The Company currently intends to use the net proceeds from the Offering for working capital and general corporate purposes. The Offering closed on January 27, 2025.

The Company also entered into certain placement agency agreement dated January 24, 2025 (the “Placement Agency Agreement”), with Maxim Group LLC, as exclusive placement agent (the “Placement Agent”), pursuant to which the Placement Agent agreed to act as the sole lead/exclusive placement agent in connection with the Offering. The Company agreed to pay the Placement Agent an aggregate fee equal to 7% of the gross proceeds raised in the Offering. The Company also agreed to reimburse the Placement Agent up to an aggregate of \$50,000 for the for non-accountable expenses and reasonable and accounted fees and expenses of legal counsel. Furthermore, the Placement Agent was granted a right of first refusal for a period of twelve (12) months from the closing date of the Offering.

Litigation

Crivellaro v. Singularity Future Technology Ltd.

As previously disclosed, on December 9, 2022, Piero Crivellaro, purportedly on behalf of the persons or entities who purchased or acquired the publicly traded common stock of the Company between February 2021 and November 2022, brought a putative class action, *Crivellaro v. Singularity Future Technology Ltd.*, 22-cv-7499-BMC, against the Company and a dozen related person and entities in the United States District Court for the Eastern District of New York (the “Court”). Plaintiffs alleged violations of the U.S. federal securities laws by the Company. Plaintiffs seek damages, plus interest, costs, fees, and attorneys’ fees. The Company filed a motion to dismiss on November 20, 2023.

On December 17, 2024, the Court issued an order that partially denied the motions to dismiss filed by the Company and its former chief executive officer, Yang Jie, arising from various statements made by Yang Jie about two allegedly fraudulent transactions. The rest of the motions are granted. On January 2, 2025, the Company filed an answer to the Second Amended Class Action complaint.

On May 29, 2025, the Company and the lead plaintiffs in the class action executed a binding term sheet (the “Settlement Term Sheet”) setting forth the material terms of their proposed settlement on a class wide basis. On July 13, 2025, the parties executed a Stipulation and Agreement of Settlement (“Settlement Agreement”). Pursuant to the Settlement Agreement, in exchange for the Settlement payment and subject to final approval by the Court, all plaintiffs in the Class Action will release the Company and the other defendants on all claims. The Settlement Payment include cash payment of \$3,000,000 and 6,500,000 freely tradable shares of the Company’s Common Stock (the “Settlement Shares”), which shall be issued pursuant to Section 3(a)(10) of the Securities Act of 1933, subject to the Court’s approval of the Settlement. In the event of a reverse stock split prior to the effectiveness of the Settlement, the number of Settlement Shares and/or the put option purchase price (described below) shall be reformulated so that the value of the Settlement Shares/put option shall not be less than \$5,850,000 as of the effectiveness of the Settlement. The settlement class has the right to sell all or a portion of the unsold Settlement Shares back to the Company at \$0.85 per share if the 10-trading day average closing price immediately prior to the exercise of the put option falls below \$0.85 before the class lead counsel sells the Settlement Shares. The Company agreed to maintain a cash balance \$3,250,000 in a dedicated escrow account to mitigate the risk that it is unable to satisfy the put option.

On September 22, 2025, the Court imposed a temporary restraining order on the Company, pursuant to which the Company and the Ms. Jia Yang, CEO of the Company, (i) were mandated to transfer \$6,250,000 amount, plus interest, from the Company’s Silk Road Bank account in Djibouti to the Company’s Bank of America account in the United States by September 23, 2025; (ii) were mandated to file a status report which identifies the balance of the Bank of America account every Friday until October 9, 2025; and (iii) are prohibited from taking any further steps toward consummating the merger described in the Company’s Schedule 14-A filed with the SEC and from participating in any other transaction which might have the effect of divesting this Court’s jurisdiction over the Company and its assets.

As of the date of this report, the Company has requested that Silkroad International Bank S.A. (“Silkroad”) transfer a total of \$6.3 million to the Company’s Bank of America account. The Company has requested an input from Silkroad as to the initial \$3,000,000 that the Company requested that Silkroad transfer to the Company’s Bank of America account in August 2025. Silkroad indicated that it expects the funds to be credited to the Company’s Bank of America account “within 3-5 business days, subject to the completion of intermediary and central bank procedures.” As of the date of this report, the Company has wired \$2,000,000, which are loans from unrelated parties, as part of the settlement cash payment to the Escrow Account set forth in the Settlement Agreement.

Huang v. Singularity Future Technology Ltd.

As previously disclosed, in February 2024, Zhikang Huang, a former officer and director of the Company, filed a lawsuit against the Company in the Circuit Court for the City of Richmond. In the complaint, Zhikang Huang

claimed that the Company failed to compensate him for the severance payment, his two months' salary and the incentive-based bonus. On January 31, 2025, a judgment from the Circuit Court for the City of Richmond was entered in favor of Zhikang Huang and against the Company in the amount of \$468,956.75, with interest accruing from the date of the judgment. On April 23, 2025, said Virginia judgment was filed in the Supreme Court of New York, County of Westchester and entered in New York in favor of Zhikang Huang and against the Company in the amount of \$468,956.75, with interest accruing from January 31, 2025. On August 23, 2025, a settlement agreement was signed between the Company and Zhikang Huang to fully settle all claims by paying \$300,000 to Zhikang Huang by August 25, 2025 and issuance of 90,000 shares to Zhikang Huang by October 22, 2025. As of the date of this report, the Company has completed the \$300,000 settlement payment to Zhikang Huang.

Levy v. Singularity Future Technology Ltd.

As previously disclosed, on January 18, 2024, John F. Levy ("Levy"), a former member of the Board of the Company, filed a claim against the Company in the Court, *Levy v. Singularity Future Technology Ltd. f/k/a Sino-Global Shipping America Ltd.*, 24-cv-0384-NG-JMW (the "Lawsuit"). On April 1, 2025, Levy and the Company entered into a confidential settlement and mutual release agreement to fully resolve the Lawsuit (the "Settlement Agreement"). Pursuant to the Settlement Agreement, the Company paid a sum of one hundred and fifty thousand dollars (\$150,000) to Blank Rome LLP, which was counsel to Levy. On April 17, 2025, the stipulation to dismiss the Lawsuit with prejudice was filed with the Court. On April 18, 2025, this Lawsuit was terminated.

Government Investigations

Following the publication of the Hindenburg Report, the Company received subpoenas from the United States Attorney's Office for the Southern District of New York and the United States Securities and Exchange Commission (the "SEC"). The Company cooperated with these governmental authorities regarding these matters. The Company is not able to estimate the outcome or duration of the government investigations. As of the date of this report, the Company has not received any updates.

On February 28, 2023, the audit committee of the Company, after discussion with the management of the Company, and in consultation with the Company's independent registered public accounting firm, concluded that the Company's previously issued financial statements for the fiscal year ended June 30, 2021 included in the Company's Annual Report on Form 10-K filed with the SEC on November 29, 2021 (the "2021 Form 10-K") should no longer be relied upon as a result of incorrect accounting treatment of approximately \$4.6 million of related party loan receivable. The audit committee also concluded that the financial statements for the quarters ended September 30, 2021 and December 31, 2021 included in the Company's Quarterly Reports on Form 10-Q (the "2021 Form 10-Qs," collectively with the 2021 Form 10-K, the "Affected Reports"), filed with the SEC on November 12, 2021 and February 14, 2022, respectively, should no longer be relied upon as a result of incorrect recognition of revenue from freight shipping services in the amount of \$980,200 for the three months ended September 30, 2021 and six months ended December 31, 2021. The Company corrected the errors referenced above in an amendment to (1) the 2021 Form 10-K (the "Amended Form 10-K") and (2) each of the 2021 Form 10-Qs (the "Amended Form 10-Qs," collectively with the Amended Form 10-K, the "Restatements").

On June 17, 2024, the Company received a subpoena from the SEC requesting the production of certain documents related to an investigation by the SEC regarding the Restatements (the "Investigation"). Because the Investigation is at an early stage, the Company cannot predict its outcome, duration, or any potential consequences at this time. The SEC has not advised the Company that it has concluded any legal violation has occurred, but any Investigation potentially could result in government enforcement actions and, to civil and/or criminal sanctions under relevant laws. The Company intends to cooperate with the SEC with respect to the Investigation.

On January 17, 2025, after cooperating with the Investigations, the Company reached a resolution with the SEC regarding the aforementioned matters.

The SEC approved the Company's Offer of Settlement and issued its Cease-and-Desist Order (the "SEC Order") dated January 17, 2025, with respect to certain violations related to the Company's financial reporting, accounting, books and records, and internal controls. Pursuant to the terms of the SEC Order, the Company will pay a civil monetary penalty of \$350,000 to the SEC, comply with certain undertakings to remediate its material weaknesses in the internal control and disclosure deficiencies by June 30, 2026, and cease and desist any violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B), of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-1, 13a-13, and 13a-15 thereunder. In the event the Company fails to comply with these undertakings, the Company shall, by December 31, 2026, pay an additional civil monetary penalty of \$1,000,000 to the SEC.

The above descriptions of the SEC Order are not complete and are qualified in their entirety by the terms thereof. The complete SEC Order, including the Company's obligations thereunder, can be accessed at the SEC website at www.sec.gov.

Nasdaq Listing Deficiencies

On July 7, 2023, the Company received an Notice of Noncompliance Letter (the "Letter") from the Nasdaq Stock Market LLC ("Nasdaq") stating that the Company was not in compliance with Nasdaq Listing Rules due to its failure to timely hold an annual meeting of shareholders for the fiscal year ended June 30, 2022, which is required to be held within twelve months of the Company's fiscal year end under Nasdaq Listing Rule 5620(a) and 5810(c)(2)(G). The Letter also states that the Company has 45 calendar days to submit a plan to regain compliance and if Nasdaq accepts the Plan, it can grant the Company an exception of up to 180 calendar days from the fiscal year end, or until

December 27, 2023, to regain compliance. The Company complied with the Nasdaq requirement that the Plan be submitted no later than August 21, 2023. On October 19, 2023, the Company received a formal notification from the Nasdaq confirming that the Company had regained compliance with Listing Rule 5620(a), and that the matter is now closed.

On July 13, 2023, the Company received a notice from Nasdaq stating that the Company no longer complies with Nasdaq's independent director and audit committee requirements under Nasdaq's Listing Rule 5605 following the resignation of Mr. Liu from the Company's board of directors and audit committee effective July 3, 2023. Nasdaq advised the Company that in accordance with Nasdaq's Listing Rule 5605(c)(4), the Company has a cure period to regain compliance (1) until the earlier of the Company's next annual shareholders' meeting or July 3, 2024; or (2) if the next annual shareholders' meeting is held before January 2, 2024, then the Company must evidence compliance no later than January 2, 2024. In response to this notice, on July 31, 2023, the Company elected Mr. Zhongliang Xie as a Class II independent director to serve until the annual meeting of stockholders for the fiscal year 2023, to fill the vacancy on the Board resulting from the resignation of Mr. Liu. The Board appointed Mr. Xie to serve as Chair of the Audit Committee, a member of the Compensation Committee and a member of the Nominating and Corporate Governance Committee.

On July 13, 2023, the Company received a notice from Nasdaq stating that the Company failed to regain compliance with respect to the minimum \$1 bid price per share requirement under Nasdaq Listing Rules during the 180 calendar days given by Nasdaq for the Company to regain compliance, which ended on July 5, 2023. However, Nasdaq has determined that the Company is eligible for an additional 180 calendar day period, or until January 2, 2024, to regain compliance. On January 3, 2024, the Company received a notification from Nasdaq, notifying the Company of the determination to delist the Company's securities from Nasdaq because of the Company's failure to regain compliance with the \$1 per share bid price requirement required for continued listing on the Nasdaq as set forth in Listing Rule 5550(a)(2). On March 12, 2024, the Company received a formal notification from Nasdaq confirming that the Company had regained compliance with bid price requirement required for continued listing on the Nasdaq as set forth in Listing Rule 5550(a)(2).

Corporate History and Our Business Segments

From inception in 2001 to our fiscal year ended June 30, 2013, our sole business was providing shipping agency services. In general, we provided two types of shipping agency services: loading/discharging services and protective agency services, in which we acted as a general agent to provide value added solutions to our customers. For loading/discharging agency services, we received the total payment from our customers in U.S. dollars and paid the port charges on behalf of our customers in RMB. For protective agency services, we charged a fixed amount as agent fee while customers were responsible for the payment of port costs and expenses.

Later, we expanded our business to include freight logistics services to provide import security filing services with the U.S. Customs and Department of Homeland Security, on behalf of importers who ship goods into the U.S. and also provided inland transportation services to these importers in the U.S. We also expanded into container trucking services as new business sectors to provide related transportation logistics services to customers in the U.S. and in China. We shift our focus back to the shipping agency business around 2019.

In 2021, the Company set up a joint venture in Texas, Brilliant Warehouse Service Inc., to support its freight logistics services in the U.S., and a new subsidiary, Gorgeous Trading Ltd., which mainly engages in smart warehouse and related business in Texas.

On December 31, 2021, the Company terminated its variable interest entity ("VIE") structure and deconsolidated its formerly controlled entity Sino-Global Shipping Agency Ltd. ("Sino-China"). The Company controlled Sino-China through its wholly owned subsidiary Trans Pacific Shipping Limited. The Company dissolved the VIE structure, Sino-China and its subsidiary Sino-Global Shipping LA, Inc.

From 2021 to 2022, the Company engaged in cryptocurrency mining in China for a brief period of time but ceased such business in 2022 due to restrictions and bans on crypto mining operations in China. Thor Miner Inc., a Delaware subsidiary of the Company that engaged in technical development and commercialization of a bitcoin mining machine, was dissolved on February 14, 2024. The Company does not plan to pursue bitcoin mining business at this moment.

The following subsidiaries or joint ventures have no operations as of the date of this report: LSM Trading Ltd., Singularity (Shenzhen) Technology Ltd., Phi Electric Motor, Inc. in New York, SG Shipping & Risk Solution Inc., in New York and SG Link LLC in New York.

Our subsidiary, Ningbo Saimeinuo Web Technology Ltd., which primarily engaged in transportation management and freight logistics services, including overseas shipping, was dissolved on October 24, 2023. Our subsidiary, Blumargo IT Solution Ltd., was dissolved on April 17, 2024.

On September 19, 2023, the Company formed a 100% owned subsidiary, New Energy Tech Limited. (“New Energy”) in New York to engage in the commodity trading business. In August 2024, New Energy entered into a joint venture development agreement with Market One Services Corp., a Wyoming corporation, to establish a joint venture to carry out the commodity trading business. The parties also plan to expand into the sale of solar panels.

Our Strategy

Our strategy is to:

- Provide better solutions for issues and challenges faced by the entire shipping and freight logistics chain to better serve our customers and explore additional growth avenues.
- Diversify our current service offerings organically or through acquisitions and/or strategic alliance; continue to grow our business in the U.S. market;
- Continue to streamline our business practice, optimize our cost structure and improve our operating efficiency through effective planning, budgeting, execution and cost control and strengthening our IT infrastructure;
- Continue to reduce our dependency on our legacy business and few key customers;
- Continue to monetize our relationships with our strategic partners and leverage their support and our innovation to expand our business;

Continue to explore cutting-edge technologies in new energy, such as the development of high-efficiency solar panel materials and innovative waste recycling processes, and actively acquire small new energy companies with potential to rapidly expand our business footprint;

Use vivid cases and data to showcase the company’s outstanding achievements in the field of new energy and attract public attention, and organize new energy science activities to enhance brand reputation and social responsibility; and

Develop customized sales plans for different customer groups and cooperate with financial institutions to launch new energy project financing services to reduce customer costs and promote sales growth.

Our Goals and Strategic Plan

By leveraging our extensive business relationships, technical ability and in-depth knowledge of the shipping industry, our goal is to further strengthen our position as a leading global logistics solution provider who offers innovative resolutions to better address complex issues in different aspects in the entire shipping and freight logistics chain.

Meanwhile, we plan to build a solar energy production facility in the United States. The Company actively seeks cooperation with multiple parties. It plans to jointly develop new energy technologies with scientific research institutions to enhance its strength, to cooperate with solar energy companies to establish recycling channels, to join hands with environmental protection organizations to promote concepts, and to cooperate with the government to participate in projects and obtain support.

Our Customers

Our main customer for the fiscal years ended June 30, 2025 and 2024 was Chongqing Iron & Steel Ltd. For the years ended June 30, 2025 and 2024, Chongqing Iron & Steel Ltd. accounted for 94.4% and 77.2% of the Company's revenues, respectively.

Our Suppliers

Our operations consist of working directly with our customers to understand in detail their needs and expectations and then managing local suppliers to ensure that our customers' needs are met. For the year ended June 30, 2025, three suppliers accounted for approximately 34.4%, 16.3%, and 10.5% of our total purchases, respectively. For the year ended June 30, 2024, two suppliers accounted for approximately 21.2% and 20.1% of our total purchases, respectively.

Our Strengths

We believe that the following strengths differentiate us from our competitors:

- *Proven industry experience and problem-solving reputation.* We are a non-asset based global shipping and freight logistics solution provider. We provide tailored solutions and value-added services to our customers to drive effectiveness and control in related aspects throughout the entire shipping and freight logistic chain. We believe that our years of successful track record of applying integrated solutions to complex issues in the global shipping logistics business gives us a competitive advantage in attracting large clients and helps us maintain strong long terms business relationship with them.
- *A competent professional team.* Most of our employees have marine business experience, and many of our managers/chief operators served in other large Chinese shipping companies prior to joining us. With these professionals and experienced staff, we believe that we provide the best services to our customers at competitive prices.
- *Extensive network and positive industry recognition.* Doing business in China often requires a strong business network and support of key strategic partners. The Company served as one of the executive directors of China Association of Shipping Agencies & Non-Vessel-Operating Common Carriers (CASA), the authoritative industry association in China. We are the only non-state-owned enterprise represented on the CASA board guiding the development of the industry. Our good reputation and industry recognition enables us to maintain strong relationships with our business partners and have an extensive network of contacts throughout the industry, which helps us gain necessary support to execute our business plans.

- *Lean organization and a flexible business model.* Although we are a small business with limited resources, we have a cohesive and effective organizational structure with the goal of maximizing customer value while minimizing waste. Our unique flexible business model allows us to quickly respond to changing market demand and offer our customers innovative problem-solving solutions, quality customer service, and competitive prices to achieve greater market acceptance and gain additional market share.
- *U.S.-registered and NASDAQ-listed public company.* We believe our status as a U.S. corporation gives us more credibility among existing and potential customers, suppliers, and other business partners than a privately owned company would have in our industry. Our ability to raise capital through the capital market or use our common stock as “currency” to facilitate potential merger and acquisition transactions can also help us carry out or accelerate our growth strategies.

Our Opportunities

For more than thirty years, the shipping and freight logistics industry has been operated under traditional business models without meaningful change. Many of these business practices are inefficient and problematic; therefore, maintaining an innovative mindset is critical to achieving continuous business success and growth. We are a value-added logistics solution provider with successful past performance and individuals that have been in the industry for a long time. Instead of playing the traditional logistics broker role, we focus on providing technology solutions and innovative leading-edge services to bridge the asset-based world with the digital world. We shape our industry practice and profit model by analyzing wider developments both in the global markets and the technology industry so we can address unique problems that are currently pervasive across the shipping and freight logistics industry.

We believe we can capture the business opportunity and grow our business organically or through acquisitions or strategic alliance by:

- Continuing to streamline our business operations and improve our operating efficiency through innovative technology, effective planning, budgeting, execution and cost control;
- Diversifying our business to focus on providing innovative technology-based solution to our customers to promote our sustainable business growth;

The current market of China’s shipping agency industry is mature comparing to what it was ten years ago when the shipping agency industry was fueled by the massive construction of China’s infrastructure, yet the over-supply of shipping agencies has also shrunk the profits of the industry. Many shipping agencies were constrained by the small size and the limited services. We have the professionalism and are the pioneers and leaders in the shipping agency industry in China. We maintain strong relationships with customers and market resources. The current shipping agency market is more competitive yet enables companies like us who has better resources in this market niche to expand.

In terms of the new Solar Panel Business, the United States has a developed steel industry and has a certain demand for scrap steel. On the one hand, domestic steel production in the United States consumes scrap steel, especially when iron ore prices fluctuate, steel mills may increase the use of scrap steel to reduce costs; on the other hand, the demand for steel in the manufacturing industry and other industries in the United States also indirectly drives the demand for scrap steel. For example, the construction industry and the automobile manufacturing industry are all large consumers of steel, and the development of these industries will increase the demand for scrap steel.

It is estimated that North America has installed more than 80 GW of solar power, a figure that could grow to more than 400 GW by 2030. Bloomberg News estimates that about 26,000 tons of photovoltaic panels were wasted in 2020, and as photovoltaic panels reach the end of their life in the 2030s, the amount of waste will grow to millions of tons. The solar recycling business market is a rapidly emerging but still developing field. As the global solar industry

booms, a large number of photovoltaic modules will reach the end of their life and face retirement in the next few years. This brings both environmental challenges and huge market opportunities.

Our Challenges

We face significant challenges when executing our strategy, including:

- Given the complexity and length of restructuring our business, we face the challenge of generating sufficient cash from our current business activities to support our daily operations during the transition;
- We may not be able to establish a separate department to solve critical issues in today's shipping logistics industry;
- We may not be able to manage our growth when we form more joint ventures for our shipping agency business as we need to better our standard operating and control procedures which may pose more challenges to our management.
- We may not have or not be able to get the necessary funds to continue to expand our service and market our services successfully;
- Our ability to respond to increasing competitive pressure on our growth and margins;
- Our ability to gain further expertise and to serve new customers in new service areas;
- From time to time, we may have difficulty carrying out services effectively and in a profitable way due to the cyclical nature of the shipping industry, which could lead to a prolonged period of sluggish demand for our services;
- Our ability to respond promptly to a changing regulatory environment, macroeconomic conditions, industry trends, and competitive landscape; and
- Developing a winning business model takes time and a new business model may not be recognized by the market immediately. As a publicly traded company, management may be forced to fulfill near-term performance goals that may not be consistent with the Company's long-term vision.

Our Competition

The market segment that we now operate in, which is freight logistics services including warehouse services, does not have high entry barriers. In terms of our competition in China, there are many companies ranging from small to large that provide freight logistics services, and the state-owned companies in China generate a significant portion of the revenues in the industry. Our primary competitors in China are the China branches of international shipping companies or their exclusive agents in China. These companies include Evergreen Marine Corp., Orient Overseas Container Line, Ocean Network Express which includes Kawasaki Kisen Kaisha, Ltd, Mitsui O.S.K. Lines and Nippon Yusen Kabushiki Kaisha. The competition is intense due to the significant excess capacity. These companies have greater service capabilities, a larger customer base and more financial, marketing, network and human resources than we do. Most of them engage in a wide range of businesses and involve many aspects of the industry chain. However, we focus on providing tailored solutions and value-added services to customers in freight logistic services. As a boutique company with limited resources and history, we face intense competition. Our ability to grow in our industry depends on (1) our deep understanding of the complexity of industry issues and challenges and (2) our ability to develop optimal solutions to respond to the identified issues and provide effective problem-solving strategies to our targeted customers.

In terms of our competition in the United States, the freight logistics services industry is well developed, highly fragmented, and competition is fierce nationwide. Our primary competitors in the U.S. are local warehouse services providers and freight forwarding companies in Houston, for example, Bizto LLC, Golden Eagle Guns LLC, and Smart Supply Chain. Competition in the freight logistics services industry is driven by factors such as price,

service quality, technology, and geographic reach. Companies that can offer a combination of these factors are often more competitive in the market. Additionally, companies that can adapt to changing customer demands and market trends, such as the shift towards e-commerce, are likely to be more successful in the long term. We aim at providing tailored and valued-added services for our international clients with needs for U.S. domestic logistics services.

Employees

As of the date of this Report, we have 11 full-time employees, eight of whom are based in China and three are based in the United States. Of the total full-time employees, four are in management, two are in operations, three are in finance and accounting related and two are in administration and technical support. We believe that our relationship with our employees is good. We have never had a work stoppage, and our employees are not subject to a collective bargaining agreement.

Intellectual Property

As of the date of this Report, we do not have any registered patents, copyrights, or trademarks. We have seven registered domain names, including our corporate website <https://www.singularity.us/>.

Item 1A. Risk Factors.

As a smaller reporting company, we are not required to include risk factors in this Report. However, below are a number of material risks, uncertainties and other factors that could have a material effect on the Company and its operations as a result of recent developments. You should carefully consider the risks described below before purchasing our common stock. The risks highlighted here are not the only ones that we may face. For example, additional risks presently unknown to us or that we currently consider immaterial or unlikely to occur could also impair our operations. If any of the risks or uncertainties described below or any such additional risks and uncertainties actually occur, our business, prospects, financial condition, or results of operations could be negatively affected, and you might lose all or part of your investment.

We are, and may continue to be, subject to litigation including individual and class action lawsuits, as well as investigations and enforcement actions by regulators and governmental authorities. These matters are often expensive and time consuming, and, if resolved adversely, could harm our business, financial condition, and operating results.

As discussed in “Item 1. Business - Recent Developments,” we are, and from time to time may become, subject to litigation and various legal proceedings, including litigation and proceedings related to stockholder derivative suits, class action lawsuits and other matters, that involve claims for substantial amounts of money or for other relief or that might necessitate changes to our business or operations. In addition to this, we have been, currently are, and may from time to time become subject to, government and regulatory investigations, inquiries, actions or requests, other proceedings and enforcement actions alleging violations of laws, rules, and regulations, both foreign and domestic. The defense of these actions may be both time consuming and expensive. We evaluate these litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the monetary amount of potential losses. Based on these assessments and estimates, we may establish reserves and/or disclose the relevant litigation claims or legal proceedings, as and when required or appropriate. These assessments and estimates are based on information available to management at the time of such assessment or estimation and involve a significant amount of judgment. As a result, actual outcomes or losses could differ materially from those envisioned by our current assessments and estimates. Our failure to successfully defend or settle any of these litigations or legal proceedings could result in liability that, to the extent not covered by our insurance, could have an adverse effect on our business, financial condition and results of operations.

The scope, determination, and impact of claims, lawsuits, government and regulatory investigations, enforcement actions, disputes, and proceedings to which we are subject cannot be predicted with certainty, and may result in:

- substantial payments to satisfy judgments, fines, or penalties;
- substantial outside counsel, advisor, and consultant fees and costs;

- substantial administrative costs, including arbitration fees;
- loss of productivity and high demands on employee time;
- criminal sanctions or consent decrees;
- termination of certain employees, including members of our executive team;
- barring of certain employees from participating in our business in whole or in part;
- orders that restrict our business or prevent us from offering certain products or services;
- changes to our business model and practices
- delays to planned transactions, service launches or improvements; and
- damage to our brand and reputation.

We are, and may continue to be, subject to securities litigation, which is expensive and could divert management attention, cause harm to our reputation and result in significant damages for which we could be responsible.

We are subject to securities class action litigation, which is expensive, could divert our management's attention, harm our reputation, and leave us liable for substantial damages. For example, as discussed in "Item 1. Business - Recent Developments," on December 9, 2022, Piero Crivellaro, purportedly on behalf of the persons or entities who purchased or acquired publicly traded securities of the Company between February 2021 and November 2022, filed a putative class action against the Company, certain of our officers and directors, and other defendants in the United States District Court for the Eastern District of New York, alleging violations of federal securities laws related to alleged false or misleading disclosures made by the Company in its public filings. The plaintiff seeks unspecified damages, plus interest, costs, fees, and attorneys' fees.

Litigation of this type could result in substantial costs and diversion of management's attention and resources, which could adversely impact our business. Any adverse determination in litigation could also subject us to significant liabilities.

We are responsible for the indemnification of our officers and directors.

Should our officers and/or directors require us to contribute to their defense, we may be required to spend significant amounts of our capital. Our Certificate of Incorporation and bylaws also provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on behalf of our company. This indemnification policy could result in substantial expenditures, which we may be unable to recoup. If these expenditures are significant or involves issues which result in significant liability for our key personnel, we may be unable to continue operating as a going concern.

We depend on a limited number of major customers who are able to exert a high degree of influence over us and the loss of a major customer could adversely impact on our business.

For the years ended June 30, 2025 and 2024, Chongqing Iron & Steel Ltd. accounted for 94.4% and 77.2% of the Company's revenues, respectively. There can be no assurance that our major customer will continue to purchase our services in the same amount that it has in the past. The loss of our major customer or a material reduction in sales to a major customer could have a material adverse effect on our sales and results of operations. Additionally, given the high concentration of our customer base, a default by or a significant reduction in future transactions with our major customer could materially reduce our revenues, profitability, liquidity and growth prospects.

We depend on a limited number of suppliers who are able to exert a high degree of influence over us and the loss of our major suppliers could adversely impact on our business.

For the year ended June 30, 2025, three suppliers accounted for approximately 34.4%, 16.3%, and 10.5% of our total purchases, respectively. For the year ended June 30, 2024, two suppliers accounted for approximately 21.2% and 20.1% of our total purchases, respectively. There can be no assurance that our major suppliers will continue to supply us with the materials or services required to operate our business in the same amount that they have in the past. The loss of our major suppliers or a material reduction in the materials or services they provide to us could have a material adverse effect on our business and results of operations.

Our growth depends in part on the success of our relationships with third parties, including our solar partners.

A key component of our growth strategy is to develop or expand our relationships with third parties. For example, we are investing resources in establishing strategic relationships with market players across a variety of industries to generate new customers. These programs may not roll out as quickly as planned or produce the results we anticipated. A significant portion of our business depends on attracting and retaining new and existing solar partners. Negotiating relationships with our solar partners, investing in due diligence efforts with potential solar

partners, training such third parties and contractors, and monitoring them for compliance with our standards require significant time and resources and may present greater risks and challenges than expanding a direct sales or installation team. If we are unsuccessful in establishing or maintaining our relationships with these third parties, our ability to grow our business and address our market opportunity could be impaired. Even if we are able to establish and maintain these relationships, we may not be able to execute on our goal of leveraging these relationships to meaningfully expand our business, brand recognition and customer base. This would limit our growth potential and our opportunities to generate significant additional revenue or cash flows.

We and our potential solar partners depend on a limited number of suppliers of solar panels, and other system components to adequately meet anticipated demand for our solar panel offerings. Any shortage, bottlenecks, delay, detentions, or component price change from these suppliers, or the acquisition of any of these suppliers by a competitor, could result in sales and installation delays, cancellations, and loss of market share.

We and our potential solar partners purchase solar panels, and other system components from a limited number of suppliers, making us susceptible to quality issues, shortages, bottlenecks, and price changes. If we or our potential solar partners fail to develop, maintain and expand our relationships with these or other suppliers, we may be unable to adequately meet anticipated demand for our solar service offerings, or we may only be able to offer our systems at higher costs or after delays. If one or more of the suppliers that we or our solar partners rely upon to meet anticipated demand ceases or reduces production, we may be unable to quickly identify alternate suppliers or to qualify alternative products on commercially reasonable terms, and we may be unable to satisfy this demand.

The acquisition of a supplier by one of our competitors could also limit our access to such components and require significant redesigns of our solar energy systems or installation procedures and have a material adverse effect on our business.

The restatement of our prior financial statements may affect investor confidence and raise reputational issues and may subject us to additional risks and uncertainties, including increased professional costs and the increased possibility of legal proceedings and regulatory inquiries.

As discussed in our Current Form on Form 8-K filed on February 28, 2023, as amended by Amendment No. 1 filed on March 6, 2023, we determined to restate our financial statements as of and for the year ended June 30, 2021, three and six months ended September 30, 2021 and three and nine months ended December 31, 2021 after we identified errors related to, incorrect accounting treatment of related party loan receivable, incorrect recognition of revenue from freight shipping services and incorrect accounting treatment of recovery (provision) for credit losses. As a result of these errors and the resulting restatements of our financial statements for the impacted periods, we have incurred, and may continue to incur, unanticipated costs for accounting and legal fees in connection with or related to the restatements, and have become subject to a number of additional risks and uncertainties, including the increased possibility of litigation and regulatory inquiries. Any of the foregoing may affect investor confidence in the accuracy of our financial disclosures and may raise reputational risks for our business, both of which could harm our business and financial results.

We have identified material weaknesses in our internal control over financial reporting and have determined to restate our previously issued financial statements. If our remediation of these material weaknesses is not effective, or if we fail to develop and maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable laws and regulations could be impaired. In addition, the presence of material weaknesses increases the risk of a material misstatement of our consolidated financial statements.

As a public company, we are required, pursuant to Section 404(a) of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting in our Annual Report on Form 10-K. Effective internal control over financial reporting is necessary for reliable financial reports and, together with adequate disclosure controls and procedures, such internal controls are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause our Company to fail to meet our reporting obligations. Ineffective internal controls could also cause investors to lose confidence in reported financial information, which could have a negative effect on the trading price of our common stock.

Our management's assessment must include disclosure of any material weaknesses identified by management in our internal control over financial reporting. Our management's assessment could detect problems with internal controls. Undetected material weaknesses in internal controls could lead to financial statement restatements and require our Company to incur the expense of remediation.

A material weakness is a deficiency or combination of deficiencies in a company's internal control over financial reporting such that there is a reasonable possibility that a material misstatement of its consolidated financial statements would not be prevented or detected on a timely basis. This deficiency could result in additional misstatements to its consolidated financial statements that would be material and would not be prevented or detected on a timely basis.

As discussed in “Item 9.A Controls and Procedures - Disclosure Controls and Procedures,” under the supervision and with the participation of our management, we have taken measures to improve our disclosure controls and procedures.

We cannot provide assurance that these or other measures will fully remediate our material weaknesses in a timely manner. If our remediation of these material weaknesses is not effective, it may cause our Company to become subject to investigation or sanctions by the SEC. It may also adversely affect investor confidence in our Company and, as a result, the value of our common stock. There can be no assurance that all existing material weaknesses have been identified, or that additional material weaknesses will not be identified in the future. In addition, if we are unable to continue to meet our financial reporting obligations, we may not be able to remain listed on Nasdaq.

Our ability to maintain compliance with Nasdaq continued listing requirements, including whether we are able to maintain the closing bid price of our common stock, could result in the delisting of our common stock.

Our common stock is currently listed on The Nasdaq Capital Market (“Nasdaq”). To maintain this listing, we must satisfy minimum financial and other requirements.

On July 7, 2023, the Company received a notification from Nasdaq stating that the Company was not in compliance with Nasdaq Listing Rules due to its failure to timely hold an annual meeting of shareholders for the fiscal year ended June 30, 2022, which is required to be held within twelve months of the Company’s fiscal year end under Nasdaq Listing Rule 5620(a) and 5810(c)(2)(G). On October 19, 2023, the Company received a formal notification from the Nasdaq confirming that the Company had regained compliance with Listing Rule 5620(a), and that the matter is now closed.

On July 13, 2023, the Company received a notice from Nasdaq stating that the Company no longer complies with Nasdaq’s independent director and audit committee requirements under Nasdaq’s Listing Rule 5605 following the resignation of Tieliang Liu from the Company’s board of directors and audit committee effective July 3, 2023. Nasdaq advised the Company that in accordance with Nasdaq’s Listing Rule 5605(c)(4), the Company has a cure period to regain compliance (1) until the earlier of the Company’s next annual shareholders’ meeting or July 3, 2024; or (2) if the next annual shareholders’ meeting is held before January 2, 2024, then the Company must evidence compliance no later than January 2, 2024. In response to this notice, on July 31, 2023, the Company elected Mr. Zhongliang Xie as a Class II independent director to serve until the annual meeting of stockholders for the fiscal year 2023, to fill the vacancy on the Board resulting from the resignation of Mr. Tieliang Liu. The Board appointed Mr. Xie to serve as Chair of the Audit Committee, a member of the Compensation Committee and a member of the Nominating and Corporate Governance Committee.

On July 13, 2023, the Company received a notice from Nasdaq stating that the Company failed to regain compliance with respect to the minimum \$1 bid price per share requirement under Nasdaq Listing Rules during the 180 calendar days given by Nasdaq for the Company to regain compliance, which ended on July 5, 2023. However, Nasdaq has determined that the Company is eligible for an additional 180 calendar day period, or until January 2, 2024, to regain compliance. On January 3, 2024, the Company received a notification from Nasdaq, notifying the Company of the determination to delist the Company’s securities from Nasdaq because of the Company’s failure to regain compliance with the \$1 per share bid price requirement required for continued listing on the Nasdaq as set forth in Listing Rule 5550(a)(2). On March 12, 2024, the Company received a formal notification from Nasdaq confirming that the Company had regained compliance with bid price requirement required for continued listing on the Nasdaq as set forth in Listing Rule 5550(a)(2).

There can be also no assurance that our stock price will meet the minimum bid price requirement or we will meet other requirements for continued listing on Nasdaq. If our common stock is delisted from Nasdaq and we are unable to list our common stock on another national securities exchange, we expect our common stock would be quoted on an over-the-counter market. If this were to occur, we and our stockholders could face significant material adverse consequences, including the limited availability of market quotations for our common stock; substantially decreased trading in our common stock; decreased market liquidity of our common stock as a result of the loss of

market efficiencies associated with Nasdaq and the loss of federal preemption of state securities laws; an adverse effect on our ability to issue additional securities or obtain additional financing in the future on acceptable terms, if at all; potential loss of confidence by investors, suppliers, partners, and employees and fewer business development opportunities; and limited news and analyst coverage. Additionally, the market price of our common stock may decline further, and stockholders may lose some or all of their investment.

For additional risks relating to our operations, see the section titled “Risk Factors” contained in our Registration Statement on Form S-3, filed with the SEC on September 9, 2024 and other filings we file with the SEC from time to time.

Item 1B. Unresolved Staff Comments.

The Company does not have any unresolved or outstanding staff comments.

Item 1C. Cybersecurity**Risk Management and Strategy**

We have established cybersecurity risk assessment procedures to ensure effectiveness in cybersecurity management, strategy and governance and reporting cybersecurity risks. The process is in alignment with our strategic objectives and risk appetite.

We strive to manage cybersecurity risks and protect sensitive information through various means, such as technical safeguards, procedural requirements, close monitoring on our corporate network. We may engage assessors, consultants, auditors, or other third parties to enhance our cyber security risk management processes. Any cybersecurity incidents are closely monitored for their potential impact on our business strategy, operations, and financial condition.

As of the date of this annual report, we have not experienced any material cybersecurity incidents or identified any material cybersecurity threats that have affected or are reasonably likely to materially affect us, our business strategy, results of operations or financial condition.

Governance

The Board oversees the Company's cybersecurity risks management and reviews management reports on material cybersecurity risks and issues on an as-needed basis. The chief executive officer (the "CEO") and the chief financial officer (the "CFO") are responsible for discussing material cybersecurity incidents or threats with specific constituencies before sign-off, ensuring thorough review of information and disclosures. The CEO and CFO are also responsible for assessing, identifying and managing material risks from cybersecurity threats to our company and monitoring the prevention, detection, mitigation and remediation of material cybersecurity incident, maintaining oversight of the disclosure in the periodic reports (including our annual reports on Form 10-K) of the Company.

Item 2. Properties.

We currently rent one office in Shanghai.

Office	Address	Rental Term	Space
Shanghai, PRC	Rm 12D & 12E, No.359 Dongdaming Road, Hongkou District, Shanghai, PRC 200080	Expires 12/31/2026	3,078 ft ²

Item 3. Legal Proceedings.

See "Item 1. Business - Recent Developments" for a description of legal proceedings the Company is currently involved in, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures.

This item is not applicable to the Company.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market for Our Common Stock

Our common stock is traded on the Nasdaq Capital Market under the symbol SGLY.

Holders of Our Common Stock

As of the date of this report, there were 14 holders of record of our common stock. This number does not include stockholders who hold their shares of common stock in street name.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We anticipate that we will retain any earnings to support operations and to finance the growth and development of our business. Therefore, we do not expect to pay cash dividends in the foreseeable future. Any future determination relating to our dividend policy will be made at the discretion of our Board and will depend on a number of factors, including future earnings, capital requirements, financial conditions and future prospects and other factors the Board may deem relevant. Payments of dividends by our PRC subsidiaries to our company are subject to restrictions including primarily the restriction that foreign invested enterprises may only buy, sell and/or remit foreign currencies at those banks authorized to conduct foreign exchange business after providing valid commercial documents.

Recent Sales of Unregistered Securities and Issuer Purchases of Equity Securities

None.

Item 6. [Reserved]

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of the Company’s financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in the Report. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors.

Overview

We previously focused on providing customized freight logistics services, but starting in 2017, we began exploring new opportunities to expand our business and generate more revenue. These opportunities ranged from complementary businesses to other new service and product initiatives. In the fiscal years 2023 and 2024, while we continued to provide our freight logistics business, we expanded our services to include warehousing services provided by our US subsidiary Brilliant Warehouse Service Inc. On January 3, 2022, we changed our corporate name to Singularity Future Technology Ltd. to align with our entry into the digital assets business through our U.S. subsidiaries. During 2022, we engaged in purchases and sales of cryptocurrency mining machines through our U.S. subsidiaries.

For the fiscal year ended June 30, 2024, we were engaged in providing freight logistics services including warehouse services, which were operated by our subsidiaries Trans Pacific Shipping Limited and Gorgeous Trading Ltd. and Brilliant Warehouse Service Inc in the United States, . Our range of services include transportation,

warehouse, collection, last-mile delivery, drop shipping, customs clearance, and overseas transit delivery. For the fiscal year ended June 30, 2024, the Company did not sell crypto-mining machines.

We have not generated any revenues to date with respect to our entry into the solar panel production and distribution business.

Recent Developments

Reverse Stock Split

On February 9, 2024, the Company effectuated a 1-for-10 reverse stock split of its common stock. Beginning on February 12, 2024, the Company's common stock trades on The Nasdaq Stock Market on a split adjusted basis. Upon effectiveness of the reverse stock split, every 10 shares of the Company's issued and outstanding common stock were automatically converted into one share of common stock. No fractional shares were issued. Instead, any fractional shares that would have resulted from the split were rounded up to the next whole number. Trading in the common stock continues on the Nasdaq Stock Market under the symbol "SGLY". The new CUSIP number for the common stock following the reverse stock split is 82935V 307. The reverse stock split was intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing of the common stock on the NASDAQ Stock Market. The reverse stock split did not affect the number of total authorized shares of common stock of the Company.

Nasdaq Listing Deficiencies

On January 3, 2024, the Company received a Staff determination notice from Nasdaq notifying the Company of the Staff's determination to delist the Company's securities from Nasdaq because of the Company's failure to regain compliance with the \$1 per share minimum bid price requirement required for continued listing on the Nasdaq as set forth in Listing Rule 5550(a)(2). Pursuant to the Nasdaq letter, unless the Company requested an appeal of the determination notice, trading of the Company's common stock would be suspended at the opening of business on January 12, 2024. The Company appealed the delisting determination to a Hearings Panel, and hearing was scheduled to be held on March 28, 2024. The Company's common stock would continue to be listed for trading pending the Hearing Panel's decision. As discussed in "Prospectus Summary - Recent Developments – Reverse Stock Split," the Company effectuated a 1-for-10 reverse stock split of its common stock on February 9, 2024. Beginning on February 12, 2024, the Company's Common Stock trades on The Nasdaq Stock Market on a split adjusted basis.

On March 12, 2024, the Company received a formal notification from the Nasdaq Stock Market LLC confirming that the Company had regained compliance with bid price requirement required for continued listing on the Nasdaq as set forth in Listing Rule 5550(a)(2). Consequently, the scheduled hearing before the Hearings Panel on March 28, 2024 had been cancelled.

Receipt of SEC Subpoena

As previously disclosed, on February 28, 2023, the audit committee of the Company, after discussion with the management of the Company, and in consultation with the Company's independent registered public accounting firm, concluded that the Company's previously issued financial statements for the fiscal year ended June 30, 2021 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on November 29, 2021 (the "2021 Form 10-K") should no longer be relied upon as a result of incorrect accounting treatment of approximately \$4.6 million of related party loan receivable. The audit committee also concluded that the financial statements for the quarters ended September 30, 2021 and December 31, 2021 included in the Company's Quarterly Reports on Form 10-Q (the "2021 Form 10-Qs," collectively with the 2021 Form 10-K, the "Affected Reports"), filed with the SEC on November 12, 2021 and February 14, 2022, respectively, should no longer be relied upon as a result of incorrect recognition of revenue from freight shipping services in the amount of \$980,200 for the three months ended September 30, 2021 and six months ended December 31, 2021. The Company corrected the errors referenced above in an amendment to (1) the 2021 Form 10-K (the "Amended Form 10-K") and (2) each of the 2021 Form 10-Qs (the "Amended Form 10-Qs," collectively with the Amended Form 10-K, the "Restatements").

On June 17, 2024, the Company received a subpoena from the Securities and Exchange Commission (the "SEC") requesting the production of certain documents related to an investigation by the SEC regarding the Restatements (the "Investigation"). Because the Investigation is at an early stage, the Company cannot predict its

outcome, duration, or any potential consequences at this time. The SEC has not advised the Company that it has concluded any legal violation has occurred, but any Investigation potentially could result in government enforcement actions and, to civil and/or criminal sanctions under relevant laws. The Company intends to cooperate with the SEC with respect to the Investigation.

On January 17, 2025, after cooperating with the Investigations, the Company reached a resolution with the SEC regarding the aforementioned matters.

The SEC approved the Company's Offer of Settlement and issued its Cease-and-Desist Order (the "SEC Order") dated January 17, 2025, with respect to certain violations related to the Company's financial reporting, accounting, books and records, and internal controls. Pursuant to the terms of the SEC Order, the Company will pay a civil monetary penalty of \$350,000 to the SEC, comply with certain undertakings to remediate its material weaknesses in the internal control and disclosure deficiencies by June 30, 2026, and cease and desist any violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B), of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-1, 13a-13, and 13a-15 thereunder. In the event the Company fails to comply with these undertakings, the Company shall, by December 31, 2026, pay an additional civil monetary penalty of \$1,000,000 to the SEC.

The above descriptions of the SEC Order are not complete and are qualified in their entirety by the terms thereof. The complete SEC Order, including the Company's obligations thereunder, can be accessed at the SEC website at www.sec.gov.

Entry into Joint Venture

On August 22, 2024, New Energy Tech Ltd., ("New Energy") a New York corporation and wholly owned subsidiary of the Company, entered into a certain joint venture agreement (the "JV Agreement") with Market One Service Corp., a corporation organized under the laws of Wyoming, ("Market One"). Pursuant to the JV Agreement, among other things and subject to the terms and conditions contained therein, New Energy and Market One agreed to establish a limited company under the laws of Ohio, SG Campbells Creek Commodities (the "JV"), to engage in the business of commodity trading. The parties also plan to expand into the sale of solar panels.

Levy v. Singularity Future Technology Ltd.

As previously disclosed, on January 18, 2024, John F. Levy ("Levy"), a former member of the Board of the Company, filed a claim against the Company in the Court, *Levy v. Singularity Future Technology Ltd. f/k/a Sino-Global Shipping America Ltd.*, 24-cv-0384-NG-JMW (the "Lawsuit"). On April 1, 2025, Levy and the Company entered into a confidential settlement and mutual release agreement to fully resolve the Lawsuit (the "Settlement Agreement"). Pursuant to the Settlement Agreement, the Company paid a sum of one hundred and fifty thousand dollars (\$150,000) to Blank Rome LLP, which was counsel to Levy. On April 17, 2025, the stipulation to dismiss the Lawsuit with prejudice was filed with the Court. On April 18, 2025, this Lawsuit was terminated.

Crivellaro v. Singularity Future Technology Ltd.

As previously disclosed, on December 9, 2022, Piero Crivellaro, purportedly on behalf of the persons or entities who purchased or acquired the publicly traded common stock of the Company between February 2021 and November 2022, brought a putative class action, *Crivellaro v. Singularity Future Technology Ltd.*, 22-cv-7499-BMC, against the Company and a dozen related person and entities in the United States District Court for the Eastern District of New York (the "Court"). Plaintiffs alleged violations of the U.S. federal securities laws by the Company. Plaintiffs seek damages, plus interest, costs, fees, and attorneys' fees. The Company filed a motion to dismiss on November 20, 2023.

On December 17, 2024, the Court issued an order that partially denied the motions to dismiss filed by the Company and its former chief executive officer, Yang Jie, arising from various statements made by Yang Jie about two allegedly fraudulent transactions. The rest of the motions are granted. On January 2, 2025, the Company filed an answer to the Second Amended Class Action complaint.

On May 29, 2025, the Company and the lead plaintiffs in the class action executed a binding term sheet (the “Settlement Term Sheet”) setting forth the material terms of their proposed settlement on a class wide basis. On July 13, 2025, the parties executed a Stipulation and Agreement of Settlement (“Settlement Agreement”). Pursuant to the Settlement Agreement, in exchange for the Settlement payment and subject to final approval by the Court, all plaintiffs in the Class Action will release the Company and the other defendants on all claims. The Settlement Payment include cash payment of \$3,000,000 and 6,500,000 freely tradable shares of the Company’s Common Stock (the “Settlement Shares”), which shall be issued pursuant to Section 3(a)(10) of the Securities Act of 1933, subject to the Court’s approval of the Settlement. In the event of a reverse stock split prior to the effectiveness of the Settlement, the number of Settlement Shares and/or the put option purchase price (described below) shall be reformulated so that the value of the Settlement Shares/put option shall not be less than \$5,850,000 as of the effectiveness of the Settlement. The settlement class has the right to sell all or a portion of the unsold Settlement Shares back to the Company at \$0.85 per share if the 10-trading day average closing price immediately prior to the exercise of the put option falls below \$0.85 before the class lead counsel sells the Settlement Shares. The Company agreed to maintain a cash balance \$3,250,000 in a dedicated escrow account to mitigate the risk that it is unable to satisfy the put option.

On September 22, 2025, the Court imposed a temporary restraining order on the Company, pursuant to which the Company and the Ms. Jia Yang, CEO of the Company, (i) were mandated to transfer \$6,250,000 amount, plus interest, from the Company’s Silk Road Bank account in Djibouti to the Company’s Bank of America account in the United States by September 23, 2025; (ii) were mandated to file a status report which identifies the balance of the Bank of America account every Friday until October 9, 2025; and (iii) are prohibited from taking any further steps toward consummating the merger described in the Company’s Schedule 14-A filed with the SEC and from participating in any other transaction which might have the effect of divesting this Court’s jurisdiction over the Company and its assets.

As of the date of this report, the Company has requested that Silkroad International Bank S.A. (“Silkroad”) transfer a total of \$6.3 million to the Company’s Bank of America account. The Company has requested an input from Silkroad as to the initial \$3,000,000 that the Company requested that Silkroad transfer to the Company’s Bank of America account in August 2025. Silkroad indicated that it expects the funds to be credited to the Company’s Bank of America account “within 3-5 business days, subject to the completion of intermediary and central bank procedures.” As of the date of this report, the Company has wired \$2,000,000, which are loans from unrelated parties, as part of the settlement cash payment to the Escrow Account set forth in the Settlement Agreement.

Huang v. Singularity Future Technology Ltd.

As previously disclosed, in February 2024, Zhikang Huang, a former officer and director of the Company, filed a lawsuit against the Company in the Circuit Court for the City of Richmond. In the complaint, Zhikang Huang claimed that the Company failed to compensate him for the severance payment, his two months’ salary and the incentive-based bonus. On January 31, 2025, a judgment from the Circuit Court for the City of Richmond was entered in favor of Zhikang Huang and against the Company in the amount of \$468,956.75, with interest accruing from the date of the judgment. On April 23, 2025, said Virginia judgment was filed in the Supreme Court of New York, County of Westchester and entered in New York in favor of Zhikang Huang and against the Company in the amount of \$468,956.75, with interest accruing from January 31, 2025. On August 23, 2025, a settlement agreement was signed between the Company and Zhikang Huang to fully settle all claims by paying \$300,000 to Zhikang Huang by August 25, 2025 and issuance of 90,000 shares to Zhikang Huang by October 22, 2025. As of the date of this report, the Company has completed the \$300,000 settlement payment to Zhikang Huang.

Entry into a Material Definitive Agreement

On June 19, 2025, the “Company entered into a securities purchase agreement (the “SPA”) with eighteen investors, under which the Company agrees to sell to the investors an aggregate of 32,188,841 units (the “Unit”), each Unit consisting of one share of the Company’s common stock, without par value (the “Common Stock”) and three warrants, with each warrant initially exercisable to purchase one share of the Common Stock at an exercise price of \$1.165 (the “Warrants”), in a private placement to certain “non-U.S. Persons” as defined in Regulation S of the Securities Act of 1933, at a price of \$0.932 per Unit for an aggregate purchase price of approximately \$30 million (the “Offering”).

The Warrants are exercisable immediately upon the date of issuance at an initial exercise price of \$1.165, for cash. The Warrants may also be exercised cashlessly if at any time after the six-month anniversary of the issuance date, there is no effective registration statement registering, or no current prospectus available for, the resale of the shares of Common Stock underlying the Warrant. The Warrants shall expire five years from its date of issuance. The Warrants are subject to customary anti-dilution provisions reflecting capitalizations and subdivisions or other similar transactions.

The SPA is subject to various conditions to closing, including, among other things, (a) receipt of the Company’s shareholders’ approval and ratification of the SPA and (b) accuracy of the parties’ representations and warranties.

Registered Direct Offering

On January 24, 2025, the Company entered into certain securities purchase agreement (the “Purchase Agreement”) with certain non-affiliated institutional investors (the “Purchasers”) pursuant to which the Company agreed to sell 700,000 shares of its Common Stock (“Common Stock”) in a registered direct offering (the “Offering”), for gross proceeds of approximately \$1.14 million. The purchase price for each share of Common Stock is \$1.63.

The Purchase Agreements contain customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company, other obligations of the parties, and termination provisions.

In addition, the Company agreed that for a period of thirty (30) days from the closing date of the Offering, it will not, including but not limited to, (i) issue, enter into any agreement to issue or announce the issuance or proposed issuance of any shares of capital stock or equivalent securities; or (ii) file or caused to be filed any registration statement or amendment or supplement thereto, subject to certain limited exceptions. In addition, the Company agreed that it will not conduct any sales of Ordinary Shares or equivalent securities involving a variable rate transaction (as defined in the Purchase Agreement) for a period of thirty (30) days from the closing date of the Offering, subject to certain exceptions as described in the Purchase Agreements.

The Company currently intends to use the net proceeds from the Offering for working capital and general corporate purposes. The Offering closed on January 27, 2025.

The Company also entered into certain placement agency agreement dated January 24, 2025 (the “Placement Agency Agreement”), with Maxim Group LLC, as exclusive placement agent (the “Placement Agent”), pursuant to which the Placement Agent agreed to act as the sole lead/exclusive placement agent in connection with the Offering. The Company agreed to pay the Placement Agent an aggregate fee equal to 7% of the gross proceeds raised in the Offering. The Company also agreed to reimburse the Placement Agent up to an aggregate of \$50,000 for the for non-accountable expenses and reasonable and accounted fees and expenses of legal counsel. Furthermore, the Placement Agent was granted a right of first refusal for a period of twelve (12) months from the closing date of the Offering.

Results of Operations

Comparison of the Years Ended June 30, 2025 and 2024

The following table sets forth the results of our operations for the periods indicated:

	For the Years Ended June 30,		Variance	
	2025	2024	Amount	%
Net revenues	\$ 1,813,193	\$ 3,136,681	(\$ 1,323,488)	(42.2)%
Cost of revenues	(1,761,794)	(3,614,947)	(1,853,153)	(51.3)%
Gross profit (loss)	51,399	(478,266)	529,665	110.7%
Selling expenses	(245,077)	(252,278)	(7,201)	(2.9)%
General and administrative expenses	(2,518,079)	(5,031,852)	(2,513,773)	(50.0)%
Impairment loss of cryptocurrencies	-	(72,179)	(72,179)	(100.0)%
Allowance for credit losses, net	-	(87,629)	(87,629)	(100.0)%
Operating loss	(2,711,757)	(5,922,204)	(3,210,447)	(54.2)%
Gain from disposal of subsidiary and VIE	-	359,781	(359,781)	(100.0)%
Interest income	135,176	-	135,176	100.0)%
Interest expenses	(146,370)	-	146,370	100.0)%
Judgment debt expenses	(638,586)	-	638,586	100.0)%
Other income, net	77,236	90,649	(13,413)	(14.8)%
Net loss before income tax expenses	(3,284,301)	(5,471,774)	(2,187,473)	(40.0)%
Income tax expense	(30,230)	-	30,230	100.0)%
Net loss	(\$ 3,314,531)	(\$ 5,471,774)	(2,157,243)	(39.4)%

Revenues from Freight Logistics Services

Freight logistics services primarily consist of cargo forwarding, brokerage, warehouse and other freight services. Revenues from freight logistics services decreased by approximately \$1.3 million, or approximately 42.2%, to \$1.8 million for the year ended June 30, 2025 from \$3.1 million for the year ended June 30, 2024. The decrease was mainly caused by shipping revenue declined \$0.5 million from our U.S. subsidiary, Brilliant Warehouse, due to closure of operations in fiscal 2024 and \$0.9 million declined in revenue from our PRC subsidiaries as the tariff wars caused significant decline in business volume. For the year ended June 30, 2025, the Company generated all of its revenue in PRC.

Cost of Revenues

Cost of revenues for our freight logistics services mainly consisted of freight costs to various freight carriers, cost of labor, warehouse rent and other overhead and sundry costs. Cost of revenues for our freight logistics services decreased by approximately \$1.9 million, or 51.3%, to approximately \$1.8 million for the year ended June 30, 2025 from approximately \$3.6 million. The closure of U.S. subsidiary, Brilliant Warehouse in fiscal 2024 which significant reduced cost of revenue by \$1.0 million. The cost from our PRC subsidiaries declined by \$0.8 million mainly contributed by decline in business volume as a result of tariff wars.

Our gross margin was 2.8% from our PRC subsidiaries for the year ended June 30, 2025 which declined by 0.5% from 3.4% for the year ended June 30, 2024 due to marginal increase in freight costs. Our gross margin was (15.2%) for the year ended June 30, 2024, which was mainly due to decreased revenue from our freight logistics business and ceased to sell crypto-mining equipment since January 1, 2023.

Selling Expenses

Our selling expenses consisted primarily of salaries, meals and entertainment and travel expenses for our sales representatives. Our selling expenses decreased by approximately \$7,201, or 2.9%, to \$0.2 million for the year ended June 30, 2025 from \$0.3 million for the same period of last year. The decrease was mainly attributable in the decrease in freight volume which, in turn, reduced selling activities.

General and Administrative Expenses

Our general and administrative expenses consist primarily of salaries and benefits, travel expenses for our administration department, office expenses, and regulatory filing and professional service fees for auditing, legal and IT consulting. Our general and administrative expenses decreased by approximately \$2.5 million, or 50.0%, to \$2.5 million for the year ended June 30, 2025 from \$5.0 million for the same period of last year. Since closure of business operation in U.S., the management undertook significant cost cutting initiatives reducing all categories of general administrative expenses across the board.

Impairment Loss of Cryptocurrencies

We recorded an impairment loss of nil and \$72,179 for the year ended June 30, 2025 and 2024 respectively, for the cryptocurrencies held by us as the ownership of the cryptocurrencies could not be verified.

Allowance for credit losses, net

Our allowance for credit losses decreased by approximately \$87,629, or 100%, to nil for the year ended June 30, 2025, from allowance for credit losses of \$87,629 for the same period of last year. For the year ended June 30, 2025, allowance for credit losses were fully provided in fiscal 2024.

Gain from disposal of subsidiaries and VIE

On October 24, 2023, February 19, 2024 and April 17, 2024, the Company dissolved its subsidiaries of Ningbo Saimeinuo Web Technology Ltd., Thor Miner Inc. and Blumargo It Solution Ltd., respectively. Total gain from the three disposals was \$359,781. No such disposal for the year ended June 30, 2025.

Interest income

Interest income increased by approximately \$0.1 million, or 100%, to approximately \$0.1 million for the year ended June 30, 2025 from nil for the same period of last year, which was mainly related to interest earned on term deposit placed with East West Bank.

Interest expenses

Interest expenses increased to \$0.1 million, or 100%, to \$0.1 million for the year ended June 30, 2025 from nil for the same period of last year. As of June 30, 2025, loans from third parties amounted to \$1.5 million with a weighted average interest rate of 12% per annum and a weighted average maturity of one year.

Judgment debt expenses

We recorded \$0.6 million in judgment debt expenses for the year ended June 30, 2025, compared to nil in judgment debt expenses for the same period of last year. Judgment debt expenses mainly related to a judgment passed in January 2025 against the Company and in favor of plaintiff. In February 2024, Zhikang Huang, a former officer and director of the Company, filed a lawsuit against the Company in the Circuit Court for the City of Richmond. In the complaint, Zhikang Huang claimed that the Company failed to compensate him for the severance payment, his two months' salary and the incentive-based bonus. On January 31, 2025, a judgment from the Circuit Court for the City of Richmond was entered in favor of Zhikang Huang and against the Company in the amount of \$488,586, with interest accruing from the date of the judgment. On April 23, 2025, said Virginia judgment was filed in the Supreme Court of New York, County of Westchester and entered in New York in favor of Zhikang Huang and against the Company in the amount of \$488,586 with interest accruing from January 31, 2025. Also, there was a settlement expenses with John Levy of \$150,000. As previously disclosed, on January 18, 2024, John F. Levy ("Levy"), a former member of the Board of the Company, filed a claim against the Company in the Court, *Levy v. Singularity Future Technology Ltd. f/k/a Sino-Global Shipping America Ltd.*, 24-cv-0384-NG-JMW (the "Lawsuit"). On April 1, 2025, Levy and the Company entered into a confidential settlement and mutual release agreement to fully resolve the Lawsuit (the "Settlement Agreement"). Pursuant to the Settlement Agreement, the Company paid a sum of one hundred and fifty thousand dollars (\$150,000) to Blank Rome LLP, which was counsel to Levy. On April 17, 2025, the stipulation to dismiss the Lawsuit with prejudice was filed with the Court. On April 18, 2025, this Lawsuit was terminated.

Other income, net

Other income, net, decreased by \$13,413, or 14.8%, to \$77,236 for the year ended June 30, 2025 from \$90,649 for the year ended June 30, 2024, which mainly related to reduced exchange gain .

Income tax expenses

Our income tax expenses amounted to \$30,230 and nil for the years ended June 30, 2025 and 2024, respectively. The income tax expenses mainly attributable to interest income earned from terms deposits.

Net Loss

As a result of the foregoing, we had a net loss of \$3.3 million and \$5.5 million for the year ended June 30, 2025 and 2024, respectively.

Liquidity and Capital Resources

Cash Flows and Working Capital

As of June 30, 2025, we had \$14.5 million in cash (including cash on hand and cash in bank) and \$3.1 million in restricted cash due to the guarantee that the Company provided to its business partner Solarlink Group Inc. and the garnishment process initiated by Zhikang Huang, as discussed in the Recent Developments section. The majority of our cash is in banks located in the Djibouti a country in East Africa and the restricted cash is in banks located in U.S.

The following table sets forth a summary of our cash flows for the periods as indicated:

	For the Years Ended June 30,	
	2025	2024
Net cash used in operating activities	\$ (2,692,682)	\$ (4,408,691)
Net cash provided by investing activities	-	75,580
Net cash provided by financing activities	2,607,261	4,456,576
Effect of changes of foreign exchange rate on cash and restricted cash	1,258	222,438
Cash and restricted cash, beginning of year	17,736,059	17,390,156
Cash and restricted cash, end of year	<u>\$17,651,896</u>	<u>\$17,736,059</u>

The following table sets forth a summary of our working capital:

	As of June 30, 2025	As of June 30, 2024	Variance	%
Total Current Assets	\$18,134,340	\$18,247,523	(\$ 113,183)	(0.6)%
Total Current Liabilities	\$ 7,274,565	\$ 5,343,001	\$ 1,931,564	36.2%
Working Capital	\$10,859,775	\$12,904,522	(\$2,044,747)	(15.8)%
Current Ratio	2.49	3.42	(0.92)	(27.0)%

In assessing the liquidity, we monitor and analyze our cash on-hand and our operating and capital expenditure commitments. Our liquidity needs are to meet our working capital requirements, operating expenses and capital expenditure obligations. As of June 30, 2025, our working capital was \$10.9 million and we had cash of approximately \$14.5 million. We believe our current working capital is sufficient to support our operations and debt obligations as they become due within one year from the date of this Report.

Operating Activities

Our net cash used in operating activities was approximately \$2.7 million for the year ended June 30, 2025. The operating cash outflow for the year ended June 30, 2025 was primarily attributable to our net loss of approximately \$2.3 million.

Our net cash used in operating activities was approximately \$4.4 million for the year ended June 30, 2024. The operating cash outflow for the year ended June 30, 2024 was primarily attributable to our net loss of approximately \$5.5 million.

Investing Activities

Net cash provided by investing activities was nil for the year ended June 30, 2025.

Net cash provided by investing activities was \$0.1 million for the year ended June 30, 2024 due to repayments from related parties from Zhejiang Jinbang, which is owned by Mr. Qinggang Wang.

Financing Activities

Net cash provided by financing activities for the year ended June 30, 2025 was proceeds of \$2.1 million from third parties loans and proceeds of \$1.1 million from issuance of 0.7 million common shares, as partially offset by repayment of \$0.6 million third parties' loans.

Net cash provided by financing activities for the year ended June 30, 2024 was \$4.5 million due to proceeds from issuance of common stock of 9.9 million and the repayment of \$5 million of convertible notes and accrued interest of \$0.4 million.

Critical Accounting Estimates

The preparation of financial statements and related disclosures in conformity with U.S. generally accepted accounting principles and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions and estimates that affect the amounts reported. Note 2, "Summary of Significant Accounting Policies" of the notes to the financial statements included elsewhere in this Report describe the significant accounting policies and methods used in the preparation of the Company's consolidated financial statements. There have been no material changes to the Company's critical accounting estimates since the date of this Report.

Off-Balance Sheet Arrangements

None.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable.

Item 8. Financial Statements and Supplementary Data.

The Company's financial statements and the related notes, together with the report of Audit Alliance LLP, are set forth following the signature pages of this Report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

As of June 30, 2025, the Company carried out an evaluation, under the supervision of and with the participation of its management, including the Company's Chief Executive Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing evaluation, the Chief Executive Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective to ensure that the information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms due to effective internal controls over financial reporting as more fully described below.

Management's Annual Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that the Company's receipts and expenditures are being made only in accordance with the authorization of its management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). The following material weaknesses identified for the year ended and as of June 30, 2024 were individually rectified as of September 5, 2025.

Material weaknesses identified as of June 30, 2024	Rectification actions taken
• Lack of segregation of duties for accounting personnel who prepared and reviewed the journal entries in some of the subsidiaries within the consolidation, lack of supervision, coordination and communication of financial information between different entities within the Group;	The Company has implemented segregation of incompatible duties. The preparation of journal entries is handled by the financial export, while review is conducted by the CFO. Furthermore, the CFO is responsible for overseeing, coordinating, and communicating financial information among different entities within the group.
• Lack of a full time U.S. GAAP personnel in the accounting department to monitor the recording of the transactions which led to error in revenue recognition in previously issued financial statements;	The Company has replaced part of its management team, and the current management is familiar with U.S. GAAP. Additionally, the Company has provided training on U.S. GAAP to the current management team.
• Lack of resources with technical competency to address, review and record non-routine or complex transactions under U.S. GAAP;	The Company has revised its control procedures for significant unusual transactions ("SUT"). For SUT, dedicated processes are in place to identify, document, and review the related accounting treatments.
• Lack of management control reviews of the budget against actual with analysis of the variance with a precision that can be explained through the analysis of the accounts;	The Company has revised its expense budgeting process and established a budget management system. Under the new system, quarterly reviews will be conducted to compare budgets against actual results. Account analysis will be used to explain the reasons for significant variances between budgeted and actual figures.
• Lack of proper procedures in identifying and recording related party transactions which led to restatement of previously issued financial statements (See Note 1 of the accompanying consolidated financial statement footnotes);	The Company has revised its related-party control procedures, establishing clear provisions for the identification of related parties, the formation and approval of related-party lists, the identification of related-party transactions, and the approval and disclosure of related-party transactions.
• Lack of proper procedures to maintain supporting documents for accounting record; and	The Company has revised its accounting bookkeeping procedures, establishing requirements for approval, and retention of supporting documents corresponding to accounting records. The CFO will be responsible for reviewing whether the supporting documents in accounting records comply with the Company's latest regulations.

- Lack of proper oversight for the Company's cash disbursement process that led to misuse of the Company funds by its former executive.

The Company dismissed the executive who misused funds and replaced the corresponding executive. Additionally, the Company revised its cash disbursement procedures, implementing strict segregation of duties for incompatible roles such as applicants, approvers, and cashiers involved in cash disbursements.

As of June 30, 2025, the Company carried out an evaluation, under the supervision of and with the participation of its management, including the Company's Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing evaluation, the Chief Executive Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective to ensure that the information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms.

Changes in Internal Control over Financial Reporting

On April 24, 2025, we engaged Marcum Asia CPAs LLP to provide internal control over financial reporting best practices consulting services to the Company and the Company made changes in its internal control over financial reporting as discussed in the Management's Annual Report on Internal Control over Financial Reporting.

Item 9B. Other Information.

During the quarter ended June 30, 2025, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Name	Age	Positions Held
Jia Yang	31	Chief Executive Officer, Chairlady of the Board
Chee Jiong Ng	54	Chief Financial Officer
Jinhao Pang	26	Director, Manager of the Technology Department
Xu Zhao	39	Director
Zhongliang Xie	54	Director
Yangyang Xu	40	Director

Jia Yang

Ms. Jia Yang has been our Chief Executive Officer and Chairwomen of the Board since November 2024. Before that, she has served as a Vice President of the Company and a Director of the Board since August 2024. Ms. Yang was the Chief Operating Officer at Beijing Angda Yingchuang Innovative Materials Technology Co., Ltd. since January 2023. Prior to that, she was an Executive Officer at Zhongjian Tianxia Beijing Investment Management Co., Ltd. from October 2021 to December 2022. From November 2019 to November 2021, Ms. Yang was the Executive Assistant to hotel manager/marketing executive at The Ritz-Carlton Xi'an. Ms. Yang graduated from Xi'an International Studies University in 2016 with a major in English education.

Chee Jiong Ng

Mr. Chee Jiong Ng has been our Chief Financial Officer since February 2023. Mr. Ng worked as the CFO of Meta Data Limited from November 2021 to July 2024. From March 2021 to October 2021, Mr. Ng was a Financial Advisor for two Nasdaq listed companies, responsible for annual and semi-annual reporting obligations and financing activities. From December 2017 to February 2021, Mr. Ng was the CFO of Dunxin Financial Holdings Limited, now known as Eason Technology Limited (NYSE: DXF). Mr. Ng received a Bachelor's Degree in economics from the University of Sydney, Australia in 1993, and a Master's Degree in commerce from the University of New South Wales, Australia in 1995. Mr. Ng is also a Certified Public Accountant of Australian Society of Certified Public Accountants since 1999.

Jinhao Pang

Mr. Jinhao Pang has been our Director and Manager of the Technology Department since November 2024. He worked as a software engineer with Yisa Technology Co., Ltd. in Qingdao, China from June 2021 to August 2022, where he led the design and development of a module for a training system, which allowed companies to update training content dynamically and enables users to engage with the latest material through interactive learning and problem-solving. Mr. Pang received a M.S. in Computer Science from New York University in May 2024, and a B.S. in Information and Computing Science from Xi'an Jiaotong-Liverpool University in July 2022.

Xu Zhao

Mr. Xu Zhao has been a Director since September 2023. Mr. Zhao has worked as the President of Shijiazhuang Juminhui Technology Co., Ltd., a Chinese trading company since March 2023. He was the Regional Manager for Hebei Province of Jiangsu Hengrui Pharmaceuticals Co., Ltd., a Chinese pharmaceutical company from September 2009 to July 2022. Mr. Zhao received his Bachelor's Degree in marketing from Nankai University Binhai College in 2009.

Zhongliang Xie

Mr. Zhongliang Xie has been a Director since July 2023. He has served as the General Manager of Zhongxing Cai Guanghua Certified Public Accountants, Shaanxi Branch since January 2019. He has also served as the Vice President of Shanxi NEEQ Federation since January 2017, and an Internal Committee member of Shanxi Provincial Equity Exchange Center since August 2021. From April 2008 to December 2018, he worked as the General Manager of Beijing Xinghua Certified Public Accountants, Xi'an Branch. From May 2005 to April 2008, he was the Controller of Zhongyi Far East Import & Export Co., Ltd. Mr. Xie graduated from Bao Ji University majoring in Enterprise Management. He is a Certified Public Accountant, Certified Public Valuer and Registered Cost Engineer in China.

Yangyang Xu

Ms. Yangyang Xu has served as an Director of the Company since October 2023. Ms. Xu was a Senior Customer Manager at Beijing Sensetime Technology Development Co., Ltd., a leading AI software company focused on innovating for a better AI-empowered future, from May 2018. Prior to that, from February 2011 to April 2018, she served as the General Manager of Communications at Bus Online Technology Co., Ltd., a company primarily involved in the manufacture and distribution of electronic components. Before that, Ms. Xu held managerial positions with Beijing Sumavision Technology Co., Ltd, and Beijing Gallop Horse Film and Culture Development Group. Ms. Xu received a Bachelor's Degree in management from Harbin University of Commerce in 2006.

Involvement in Certain Legal Proceedings

To the best of our knowledge, none of our current directors or executive officer has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past ten years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities or commodities laws, any laws respecting financial institutions or insurance companies, any law or regulation prohibiting mail or wire fraud in connection with any business entity or been subject to any disciplinary sanctions or orders imposed by a stock, commodities or derivatives exchange or other self-regulatory organization, except for matters that were dismissed without sanction or settlement.

Board Diversity Matrix

Pursuant to the Nasdaq's Board Diversity Rules, below is the Company's board diversity matrix outlining diversity statistics regarding our Board.

Board Diversity Matrix as of October 13, 2025				
Total Number of Directors	5			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	2	3		
Part II: Demographic Background				
Asian		5		

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than ten percent of our common stock, file reports of ownership and changes in ownership with the SEC. Executive officers, directors and greater-than-ten percent stockholders are required by SEC regulations to furnish us with all Section 16(a) forms they file. Based solely on our review of the copies of the forms received by us and written representations from certain reporting persons that they have complied with the relevant filing requirements, we

believe that, during the year ended June 30, 2025, all of our executive officers, directors and greater-than-ten percent stockholders complied with all Section 16(a) filing requirements.

Code of Ethics

We have adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. The code of business conduct and ethics is available at our website at www.singularity.us. We expect that any amendments to the code, or any waivers of its requirement, will be disclosed on our website.

Policy Prohibiting Insider Trading and Related Procedures

We have adopted an insider trading policy governing the purchase, sale, and other dispositions of the registrant's securities by directors, senior management, and employees, which is included in the Code of Ethics of the Company, filed as Exhibit 14.1 hereto.

Committees of the Board of Directors

Our Board has three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The composition and function of each committee are described below.

Audit Committee

The Audit Committee consists of Zhongliang Xie, Yangyang Xu and Xu Zhao, who are each independent. Mr. Xie chairs the Audit Committee and qualifies as the audit committee financial expert. Our Audit Committee has adopted a written charter, and a copy of this charter is posted on the Company's website, at www.singularity.us. Under such charter, our Audit Committee is authorized to:

- prepare and publish an annual Committee report as required by the SEC to be included in the Company's annual proxy statement;
- discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other matters required to be reviewed under applicable legal, regulatory, professional or NASDAQ requirements;
- discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response;
- discuss with management the Company's risk assessment and risk management policies, including the Company's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
- review the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made;
- review and approve the internal corporate audit staff functions, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plans, budget and staffing; and (iii) concurrence in the appointment, termination, compensation and rotation of the audit staff;
- review, with such members of management as the Committee deems appropriate, the Company's internal system of audit and financial controls and the results of internal audits;
- obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditor and the Company;
- set policies for the hiring of employees or former employees of the Company's independent auditor and, at least annually, evaluate the qualifications, performance and independence of the independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at our independent auditors and consider regular rotation of the accounting firm serving as our independent auditors;

- review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Company. This should include regular reviews of the compliance processes in general. In connection with these reviews, the Committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees;
- retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion;
- review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval and assume additional responsibilities and take additional actions as may be delegated to it by the Board;
- establish procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters;
- conduct any investigation appropriate to fulfilling its responsibilities contained in this charter, communicate directly with the independent audit firm and any employee of the Company, and conduct its activities in accordance with the policies and principles contained in the Company's Corporate Governance Principles.

Compensation Committee

The Compensation Committee is composed of three independent directors including Zhongliang Xie, Yangyang Xu and Xu Zhao. Ms. Yangyang Xu serves as the chairwoman of the Compensation Committee. Our Compensation Committee has adopted a written charter, and a copy of this charter is posted on our website, at www.singularity.us. Our Compensation Committee is authorized to:

- review and determine the compensation arrangements for management;
- establish and review general compensation policies with the objective to attract and retain superior talent, to reward individual performance and to achieve our financial goals;
- review and determine our stock incentive and purchase plans;
- oversee the evaluation of the board of directors and management; and
- review the independence of any compensation advisers.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is composed of three independent directors including Zhongliang Xie, Yangyang Xu and Xu Zhao. Xu Zhao serves as the chair of the Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee has adopted a written charter, and a copy of this charter is posted on our website, at www.singularity.us. The functions of our Governance Committee, among other things, include:

- identifying individuals qualified to become board members and recommending directors;
- nominating board members for committee membership;
- developing and recommending to our board corporate governance guidelines;
- reviewing and determining the compensation arrangements for directors; and
- overseeing the evaluation of our Board and its committees and management.

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee, at any time has at any time, been one of our officers or employees, or, during the last two fiscal years, a participant in a related party transaction that is required to be disclosed. None of our executive officers currently serves, or in the past year has served, as a member of our Board or Compensation Committee of any entity that has one or more executive officers on our Board or Compensation Committee.

Item 11. Executive Compensation.

The following table shows the annual compensation paid by us to our executives for the years ended June 30, 2024 and 2025.

Name	Fiscal Year	Salary	Bonus	Securities-based Compensation	All other Compensation	Total
Jia Yang	2025	\$ 59,613	-	-	-	\$ 59,613
Chief Executive Officer ⁽¹⁾	2024	-	-	-	-	-
Chee Jiong Ng	2025	\$ 30,000	-	-	-	\$ 30,000
Chief Financial Officer ⁽²⁾	2024	-	-	-	-	-
Jianhao Pang	2025	\$ 5,000	-	-	-	\$ 5,000
Director, Manager of the Technology Department ⁽³⁾	2024	-	-	-	-	-
Zhikang Huang,	2025	-	-	-	-	-
Former Vice President and Director ⁽⁴⁾	2024	\$ 50,000	-	-	-	\$ 50,000
Ziyuan Liu	2025	-	-	-	-	-
Former Chief Executive Officer ⁽⁵⁾	2024	\$ 180,000	-	-	-	\$ 180,000
Dianjiang Wang	2025	-	-	-	-	-
Former Chief Financial Officer ⁽⁶⁾	2024	\$ 7,391	-	-	-	\$ 7,391
Ying Cao	2025	-	-	-	-	-
Former Chief Financial Officer ⁽⁷⁾	2024	\$ 46,957	-	-	-	\$ 46,957

- (1) According to the Employment Agreement dated August 6, 2024, Ms. Yang's compensation consists of an annual base salary of \$66,000 in cash and a discretionary annual bonus, effective August 6, 2024. Ms Yang was appointed as the CEO of the Company on November 18, 2024.
- (2) According to the Employment Agreement dated February 21, 2025, Mr. Ng's compensation consists of an annual base salary of \$84,000 in cash and a discretionary annual bonus, effective February 21, 2025.
- (3) According to the Employment Agreement dated November 18, 2024, Mr. Pang's compensation consists of an annual base salary of \$60,000 in cash and a discretionary annual bonus, commencing from June 1, 2025.
- (4) On November 1, 2021, Mr. Huang resigned from his position as a member of the Board of the Company.
- (5) According to the Employment Agreement dated April 18, 2023, Mr. Liu's compensation consists of an annual base salary of \$240,000 in cash and a discretionary annual bonus, effective April 18, 2023. Mr Liu resigned on November 16, 2024.
- (6) According to the Employment Agreement dated May 1, 2023, Mr. Wang's compensation consists of an annual base salary of \$60,000, and a discretionary annual bonus, effective May 1, 2023. Mr. Wang resigned as Chief Financial Officer on August 15, 2023.

- (7) According to the Employment Agreement dated August 21, 2023, Mr. Cao's compensation consists of an annual base salary of \$60,000, and a discretionary annual bonus, effective August 21, 2023. Mr. Cao resigned on February 20, 2025.

Outstanding Equity Awards of Named Executive Officers at Fiscal Year-End

None.

Director Compensation

The table below sets forth the compensation received by our directors for the year ended June 30, 2025.

	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	All other compensation (\$)	Total (\$)
Zhongliang Xie	50,000	-	-	-	50,000
Xu Zhao	50,000	-	-	-	50,000
Yangyang Xu	50,000	-	-	-	50,000

- (1) This table does not include Ms Jia Yang, our Chief Executive Officer and director whose compensation is fully reflected in the Summary Compensation Table.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding our shares of common stock beneficially owned as of October 13, 2025, for (i) each named executive officer and director, and (ii) all executive officers and directors as a group. As of October 13, 2025, there was no stockholder known to be the beneficial owner of 5% or more of our outstanding shares of common stock. A person is considered to beneficially own any shares: (i) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (ii) of which such person has the right to acquire beneficial ownership at any time within 60 days through an exercise of stock options or warrants. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children. In the table below, percentage ownership is based on 4,203,492 shares of our common stock issued and outstanding as of October 13, 2025.

Name and Address of Beneficial Owner (1)	Number of Shares Beneficially Owned	Approximate Percentage of Outstanding Shares of Common Stock
Jia Yang	-	-
Chee Jiong Ng	-	-
Jianhao Pang	-	-
Yangyang Xu	-	-
Zhongliang Xie	-	-
Xu Zhao	-	-
All directors and executive officers as a group (Six individuals)	-	-%

- (1) The individual's address is c/o Singularity Future Technology, Ltd., 98 Cutter Mill Road, Suite 311, Great Neck, New York 11021.

Securities Authorized for Issuance to Our Officers, Directors, Employees and Consultants under Equity Compensation Plans

The below table reflects, as of October 13, 2025, the number of shares of common stock authorized by our stockholders to be issued (directly or by way of issuance of securities exercisable for or convertible into) as incentive compensation to our officers, directors, employees and consultants.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans under the 2008 Incentive Plan approved by security holders	2,000	\$ 10.05	47,781 ⁽¹⁾
Equity compensation plans under the 2014 Incentive Plan approved by security holders	-	-	110,000 ⁽¹⁾
Equity compensation plans under the 2021 Incentive Plan approved by security holders	-	-	9,800,000 ⁽¹⁾
Equity compensation plans not approved by security holders	-	-	-

- ⁽¹⁾ Pursuant to our 2008 Incentive Plan, we are authorized to issue options to purchase 60,581 shares of our common stock. The 2,000 outstanding options disclosed in the above table are taken from the 2008 Incentive Plan. Pursuant to our 2014 Incentive Plan, we are authorized to issue, in the aggregate, 2,000,000 shares of common stock or other securities convertible or exercisable for common stock. We granted options to purchase an aggregate of 30,000 shares of common stock under the 2014 Incentive Plan in July 2016, among which, options to purchase 15,000 shares of common stock have been exercised. In addition, we have issued, in the aggregate, 120,000 shares of common stock to consultants to our Company in 2014, 132,000 shares of common stock to our officers and directors in 2016, 132,000 shares of common stock to our officers and directors in 2018, 26,000 to three employees in 2017 and 316,000 shares of common stock to employees in 2018. On September 2021, the board granted 1,020,000 shares of common stock to our officers and directors under the 2014 Incentive Plan.

Accordingly, we may issue options to purchase 47,781 shares under the 2008 Incentive Plan, and we may issue 110,000 and 9,800,000 shares of common stock or other securities convertible or exercisable for common stock under the 2014 Incentive Plan and the 2021 Incentive plan respectively. Pursuant to certain agreements, the 600,000 shares issued to Lei Cao under the 2014 Incentive Plan, and the 300,000 and 100,000 shares issued to Yang Jie and Jing Shan, respectively, under the 2021 Incentive Plan, have been canceled.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Related Transactions

Set forth below are our transactions with related persons for the years ended June 30, 2024 and 2025.

Due from Related Party

As of June 30, 2025 and 2024, the outstanding amounts due from related parties consist of the following:

	June 30, 2025	June 30, 2024
Zhejiang Jinbang Fuel Energy Co., Ltd (1)	\$ 388,496	\$ 382,949
Shanghai Baoyin Industrial Co., Ltd (2)	1,084,793	1,066,003
LSM Trading Ltd (3)	-	570,000
Rich Trading Co. Ltd (4)	-	103,424
Less: allowance for credit losses	(1,473,289)	(2,122,376)
Total	<u>-</u>	<u>-</u>

Movements of allowance for credit losses were as follows:

	June 30, 2025	June 30, 2024
Beginning balance	\$ 2,122,376	\$ 2,126,385
Less: Write-off	(675,063)	-
Exchange rate effect	25,976	(4,009)
Ending balance	<u>\$ 1,473,289</u>	<u>\$ 2,122,376</u>

- (1) As of June 30, 2025 and 2024, the Company advanced \$388,496 and \$382,949 to Zhejiang Jinbang Fuel Energy Co., Ltd (“Zhejiang Jinbang”) which is 30% owned by Mr. Wang Qinggang, CEO and legal representative of Trans Pacific Shanghai. The advance is non-interest bearing and due on demand. The Company provided credit losses of \$388,496 and \$382,949 for the balance of the receivable as of June 30, 2025 and 2024. The amount of the allowance changed as a result of changes in exchange rates.
- (2) As of June 30, 2025, and 2024, the Company advanced \$1,084,793 and \$1,066,003 to Shanghai Baoyin Industrial Co., Ltd. which is 30% owned by Qinggang Wang, CEO and legal representative of Trans Pacific Logistic Shanghai Ltd. The advance is non-interest bearing and due on demand. The Company provided full credit losses for the balance of the receivable.
- (3) As of June 30, 2025 and 2024, the Company advanced nil and \$570,000 to LSM Trading Ltd, which is 40% owned by the Company. The advance is non-interest bearing and due on demand. The Company evaluated the collection possibility and decided to provide full credit losses for the balance of the receivable. The advance was fully written off in fiscal 2025.
- (4) On November 16, 2021, the Company entered into a project cooperation agreement with Rich Trading Co. Ltd USA (“Rich Trading”) for the trading of computer equipment. Rich Trading’s bank account was controlled by now-terminated members of the Company’s management and was, at the time, an undisclosed related party. According to the agreement, the Company was to invest \$4.5 million in the trading business operated by Rich Trading and the Company would be entitled to 90% of profits generated by the trading business. The Company advanced \$3,303,424 for this project, of which \$3,200,000 has been returned to the Company. The Company filed a complaint to recover the remainder of the funds advanced. The Company provided an allowance of \$103,424 for the balance of the receivable as of June 30, 2024. The advance was fully written off in fiscal 2025.

Due to related parties

As of June 30, 2025 and 2024, the Company owed \$26,373 and \$25,997 to Qinggang Wang, CEO and legal representative of Trans Pacific Shanghai, respectively. These payments were made on behalf of the Company for the daily business operational activities.

As of June 30, 2025 and 2024, the Company owed \$497,857 and \$199,034 Zhejiang Jinbang Fuel Energy Co., Ltd (“Zhejiang Jinbang”) which is 30% owned by Mr. Wang Qinggang, CEO and legal representative of Trans Pacific Shanghai. These payments were made on behalf of the Company for the daily business operational activities.

The balance of due to related parties was interest-free, unsecured, and due upon demand.

Director Independence

Our Board has determined that each of Zhongliang Xie, Yangyang Xu and Xu Zhao are an “independent director” as defined by the applicable SEC rules and Nasdaq Listing Rules.

Item 14. Principal Accountant Fees and Services.

Set forth below are the aggregate fees billed by Audit Alliance LLP, our independent registered accounting firm, for the fiscal years ended June 30, 2025 and 2024 for services rendered by them as our independent registered accounting firm for such years.

	Fiscal 2025	Fiscal 2024
Audit fees	\$ 280,000	\$ 376,000
Audit-related fees	-	-
Total Audit & Audit-related fees	\$ 280,000	\$ 376,000
Tax fees	-	-
All other fees	-	-
Total fees	<u>\$ 280,000</u>	<u>\$ 376,000</u>

Audit fees consist of fees billed for services rendered for the audit of our financial statements and review of our financial statements included in our quarterly reports on Form 10-Q and services provided in connection with other statutory or regulatory filings.

Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and not reported under Audit fees. No such fees were billed in fiscal 2025 or 2024.

Tax fees consist of fees billed for professional services related to the preparation of our U.S. federal and state income tax returns and tax advice. No such fees were billed by Audit Alliance LLP in fiscal 2025 or 2024. The Audit Committee pre-approved all Audit-related fees. After considering the provision of services encompassed within the above disclosures about fees, the Audit Committee has determined that the provision of such services is compatible with maintaining Audit Alliance’s independence.

The Audit Committee’s policy is to pre-approve all audit and non-audit related services, tax services and other services. Pre-approval is generally provided for up to one year, and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the full Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval and the fees for the services performed to date.

Item 15. Exhibits, Financial Statement Schedules.

Number	Exhibit
3.1	<u>Articles of Incorporation of Singularity Future Technology, Ltd., incorporated herein by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 27, 2014.</u>
3.2	<u>Certificate of Amendment to the Amended and Restated Articles of Incorporation of Singularity Future Technology Ltd., incorporated herein by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 5, 2022.</u>
3.3	<u>Articles of Amendment to the Amended and Restated Articles of Incorporation of Singularity Future Technology Ltd., incorporated herein by reference to exhibit 3.2 to the Company's Current Report on Form 8-K filed on January 5, 2022.</u>
3.4	<u>Bylaws of Singularity Future Technology, Ltd., incorporated by reference to the Company's Registration Statement on Form S-1, Registration Nos. 333-150858 and 333-148611.</u>
4.1	<u>Specimen Certificate for Common Stock, incorporated by reference to the Company's Registration Statement on Form S-1, Registration Nos. 333-150858 and 333-148611.</u>
4.2	<u>Form of Securities Purchase Agreement, dated June 19, 2025, incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 23, 2025.</u>
4.3	<u>Form of Warrant, incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed on June 23, 2025.</u>
4.4	<u>Form of Placement Agent Agreement, dated January 24, 2025, between the Company and Maxim Group LLC, incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed on January 27, 2025.</u>
10.1	<u>Employment Agreement by and between Ms. Jia Yang and the Company, dated August 6, 2024, incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 20, 2024.</u>
10.2	<u>Form of Employment Agreement by and between the Company and Chee Jiong Ng, incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 26, 2025.</u>
10.3	<u>Employment Agreement by and between the Company and Jinhao Pang dated November 18, 2024, incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 20, 2024.</u>
10.4	<u>Director Offer Letter to Jinhao Pang, dated November 18, 2024, incorporated by reference to exhibit 10.3 to the Company's Current Report on Form 8-K filed on November 20, 2024.</u>
10.5	<u>2025 Stock Incentive Plan*</u>
14.1	<u>Code of Ethics of the Company, incorporated by reference to exhibit to the Company's Annual Report on Form 10-KSB filed on September 29, 2008 (File No. 001-34024).</u>
21.1	<u>List of subsidiaries of the Company*</u>
23.1	<u>Consent of Audit Alliance LLP*</u>
31	<u>Certifications of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14 under the Securities Exchange Act of 1934**</u>
32	<u>Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**</u>
97.1	<u>Clawback Policy, incorporated by reference to exhibit 97.1 to the Company's Annual Report on Form 10-K filed on October 15, 2024.</u>
101.INS	Inline XBRL Instance Document*
101.SCH	Inline XBRL Taxonomy Extension Schema Document*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)*

* Filed herewith.

** Furnished herewith.

Item 16. Form 10-K Summary.

We have elected not to include a summary pursuant to this Item 16.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SINGULARITY FUTURE TECHNOLOGY, LTD.

October 14, 2025

By: /s/ Jia Yang

Jia Yang
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
<u>/s/ Jia Yang</u> Jia Yang	Director, Chairlady of the Board and Chief Executive Officer (Principal Executive Officer)	October 14, 2025
<u>/s/ Yangyang Xu</u> Yangyang Xu	Director	October 14, 2025
<u>/s/ Zhongliang Xie</u> Zhongliang Xie	Director	October 14, 2025
<u>/s/ Jinhao Pang</u> Jinhao Pang	Director, Manager of the Technology Department	October 14, 2025
<u>/s/ Xu Zhao</u> Xu Zhao	Director	October 14, 2025
<u>/s/ Chee Jiong Ng</u> Chee Jiong Ng	Chief Financial Officer (Principal Financial and Accounting Officer)	October 14, 2025

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Singularity Future Technology Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Singularity Future Technology Ltd. and its subsidiaries (collectively, the “Company”) as of June 30, 2025 and 2024, the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements and schedule (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial positions of the Company as of June 30, 2025 and 2024, and the results of its operations and its cash flows for the years ended June 30, 2025 and 2024, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Audit Alliance LLP

We have served as the Company’s auditor since October 28, 2020

AUDIT ALLIANCE LLP (3487)

Singapore

October 14, 2025

SINGULARITY FUTURE TECHNOLOGY, LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2025	June 30, 2024
Assets		
Current assets		
Cash	\$ 14,533,829	\$ 14,641,967
Restricted cash	3,118,067	3,094,092
Notes receivable	32,548	-
Accounts receivable, net	396,744	267,165
Other receivables, net	-	612
Advances to suppliers - third parties, net	1,084	51
Prepaid expenses	52,068	243,636
Total current assets	18,134,340	18,247,523
Property and equipment, net	-	183,639
Right-of-use assets	84,370	98,327
Other long-term assets - deposits	10,192	198,550
Total non-current assets	94,562	480,516
Total Assets	\$ 18,228,902	\$ 18,728,039
Liabilities and Equity		
Current Liabilities		
Loans from third parties	999,940	-
Deferred revenue	-	66,423
Accounts payable	701,080	566,770
Accounts payable - related party	-	63,434
Lease liabilities - current	53,286	177,263
Taxes payable	3,250,473	3,206,893
Due to related parties	524,231	225,031
Judgment debt payable	488,586	-
Accrued expenses and other current liabilities	1,256,969	1,037,187
Total current liabilities	7,274,565	5,343,001
Loans from third parties	466,321	-
Lease liabilities - non-current	31,084	131,355
Total non-current liabilities	497,405	131,355
Total liabilities	7,771,970	5,474,356
Commitments and Contingencies		
Shareholders' Equity:		
Preferred share, 2,000,000 shares authorized, no par value, no shares issued and outstanding as of June 30, 2025 and 2024, respectively	-	-
Common share, 50,000,000 shares authorized, no par value; 4,203,492 and 3,503,492 shares issued and outstanding as of June 30, 2025 and 2024, respectively	105,333,048	104,192,048
Additional paid-in capital	2,334,962	2,334,962
Accumulated deficits	(94,597,445)	(90,684,966)

Accumulated other comprehensive (loss) income	<u>(596,914)</u>	<u>159,272</u>
Total Shareholders' Equity attributable to controlling shareholders of the Company	12,473,651	16,001,316
Non-controlling Interest	<u>(2,016,719)</u>	<u>(2,747,633)</u>
Total Equity	<u>10,456,932</u>	<u>13,253,683</u>
Total Liabilities and Equity	<u>\$ 18,228,902</u>	<u>\$ 18,728,039</u>

The accompanying notes are an integral part of these audited consolidated financial statements.

SINGULARITY FUTURE TECHNOLOGY, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

	For the Years Ended June 30,	
	2025	2024
Net revenues	\$ 1,813,193	\$ 3,136,681
Cost of revenues	<u>(1,761,794)</u>	<u>(3,614,947)</u>
Gross profit (loss)	<u>51,399</u>	<u>(478,266)</u>
Selling expenses	(245,077)	(252,278)
General and administrative expenses	(2,518,079)	(5,031,852)
Impairment loss of cryptocurrencies	-	(72,179)
Allowance for credit losses, net	-	(87,629)
Total operating expenses	<u>(2,763,156)</u>	<u>(5,443,938)</u>
Operating loss	<u>(2,711,757)</u>	<u>(5,922,204)</u>
Gain from disposal of subsidiary and VIE	-	359,781
Interest income	135,176	-
Interest expenses	(146,370)	-
Judgment debt expenses	(638,586)	-
Other income, net	77,236	90,649
Net loss before income tax expenses	<u>(3,284,301)</u>	<u>(5,471,774)</u>
Income tax expense	<u>(30,230)</u>	<u>-</u>
Net loss	(3,314,531)	(5,471,774)
Net income (loss) attributable to non-controlling interest	597,948	(363,246)
Net loss attributable to controlling shareholders of the Company.	<u><u>\$(3,912,479)</u></u>	<u><u>\$(5,108,528)</u></u>
Comprehensive loss		
Net loss	\$(3,314,531)	\$(5,471,774)
Other comprehensive (loss) income - foreign currency	(756,186)	93,999
Comprehensive loss	(4,070,717)	(5,377,775)
Less: Comprehensive loss attributable to non-controlling interest	132,966	(338,283)
Comprehensive loss attributable to controlling shareholders of the Company.	<u><u>\$(4,203,683)</u></u>	<u><u>\$(5,039,492)</u></u>
Loss per share		
Basic and diluted	<u>\$ (1.06)</u>	<u>\$ (2.05)</u>
Weighted average number of common shares used in computation		
Basic and diluted	<u>3,706,779</u>	<u>2,491,969</u>

The accompanying notes are an integral part of these audited consolidated financial statements.

SINGULARITY FUTURE TECHNOLOGY, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Accumulated										
	Preferred Share		Common Share		Additional paid-in capital	Shares to be cancelled	Accumulated deficits	Other comprehensive loss	Total Shareholders' Equity	Noncontrolling interest	Total Equity
	Shares	Amount	Shares	Amount							
BALANCE, June 30, 2023	-	-	1,771,553	94,332,048	2,334,962	(20,000)	(85,576,438)	-	11,180,808	-	8,960,867
Issuance of common shares to private investors	-	-	1,751,939	9,860,000	-	-	-	-	9,860,000	-	9,860,000
Cancellation of shares due to settlement	-	-	(20,000)	-	-	20,000	-	-	-	-	-
Disposal of subsidiaries	-	-	-	-	-	-	-	-	-	(189,410)	(189,410)
Foreign currency translation	-	-	-	-	-	-	-	69,036	69,036	24,964	94,000
Net loss	-	-	-	-	-	-	(5,108,528)	-	(5,108,528)	(363,246)	(5,471,774)
BALANCE, June 30, 2024	-	-	3,503,492	104,192,048	2,334,962	-	(90,684,966)	159,272	16,001,316	(2,747,633)	13,253,683
Issuance of common shares to private investors	-	-	700,000	1,141,000	-	-	-	-	1,141,000	-	1,141,000
Foreign currency translation	-	-	-	-	-	-	-	(756,186)	(756,186)	132,966	(623,220)
Net (loss) income	-	-	-	-	-	-	(3,912,479)	-	(3,912,479)	597,948	(3,314,531)
BALANCE, June 30, 2025	-	-	4,203,492	105,333,048	2,334,962	-	(94,597,445)	(596,914)	12,473,651	(2,016,719)	10,456,932

The accompanying notes are an integral part of these audited consolidated financial statements.

SINGULARITY FUTURE TECHNOLOGY, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended June 30,	
	2025	2024
Operating Activities		
Net loss	\$ (3,314,531)	\$ (5,471,774)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	48,871	132,195
Non-cash lease expense	26,044	284,299
Allowance for credit losses, net	-	87,629
Gain on disposal of subsidiaries	-	(359,781)
Property and equipment written off	133,765	69,338
Impairment loss of cryptocurrencies	-	72,179
Interest expenses related to convertible note	-	21,917
Changes in assets and liabilities		
Notes receivable	(32,320)	-
Accounts receivable	(125,256)	(27,340)
Other receivables	614	180,766
Advances to suppliers - third parties	(1,025)	133,429
Prepaid expenses and other current assets	192,668	8,412
Other long-term assets - deposits	188,789	(11,143)
Due from related parties	293,861	-
Deferred revenue	(66,747)	(1,715)
Accounts payable	62,704	57,777
Taxes payable	(1,605)	(118,585)
Lease liabilities	(236,335)	(268,059)
Judgment debt payable	488,586	-
Accrued expenses and other current liabilities	(350,765)	801,765
Net cash used in operating activities	(2,692,682)	(4,408,691)
Investing Activities		
Acquisition of property and equipment	-	(589)
Repayment from related parties	-	76,169
Net cash provided by investing activities	-	75,580
Financing Activities		
Proceeds from issuance of common shares	1,141,000	9,860,000
Payment of accrued interest related to convertible notes	-	(403,424)
Repayment of convertible notes	-	(5,000,000)
Proceeds from third parties loans	2,066,261	-
Repayment of third parties loans	(600,000)	-
Net cash provided by financing activities	2,607,261	4,456,576
Net (decrease) increase in cash	(85,421)	123,465
Cash and restricted cash, beginning of year	17,736,059	17,390,156
Effect of changes of foreign exchange rate on cash and restricted cash	1,258	222,438
Cash and restricted cash, end of year	<u>17,651,896</u>	<u>\$17,736,059</u>
Representing:		
Cash, end of year	\$14,533,829	\$14,641,967

Restricted cash, end of year	\$ 3,118,067	\$ 3,094,092
Total cash and restricted cash, end of year	<u>\$17,651,896</u>	<u>\$17,736,059</u>

Supplemental information

Income taxes paid	\$ 30,230	-
Interest paid	<u>\$ 41,914</u>	<u>-</u>

Non-cash transactions of operating and investing activities

Initial recognition of right-of-use assets and lease liabilities	<u>\$ 109,820</u>	<u>-</u>
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The accompanying notes are an integral part of these audited consolidated financial statements.

SINGULARITY FUTURE TECHNOLOGY, LTD. AND AFFILIATES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1. ORGANIZATION AND NATURE OF BUSINESS

The Company is an integrated logistics solution provider that was founded in 2001. On September 18, 2007, the Company merged into Sino-Global Shipping America, Ltd., a Virginia corporation. On January 3, 2022, the Company changed its corporate name from Sino-Global Shipping America, Ltd. to Singularity Future Technology Ltd. to reflect its then expanded operations into the digital assets business. Currently, the Company primarily focus on providing freight logistics services, which include shipping, and other logistical support to steel companies, through subsidiary, Trans Pacific Shipping Limited.

To date, the Company has not generated any revenues from entry into the solar panel production and distribution business.

As of June 30, 2025, the Company’s subsidiaries included the following:

Name	Background	Ownership
Artificial Intelligence Regeneration Technology Co., Ltd (Cayman Islands)	• A Cayman Islands corporation • Incorporated on November 18, 2024 • No material operations	100% owned by the Company
Artificial Intelligence Regeneration Technology Co., Ltd (BVI)	• A BVI corporation • Incorporated on May 21, 2025 • No material operations	100% owned by the Company
Sino-Global Shipping New York Inc. (“SGS NY”)	• A New York corporation • Incorporated on May 3, 2013 • No material operations	100% owned by the Company
Sino-Global Shipping HK Ltd. (“SGS HK”)	• A Hong Kong corporation • Incorporated on September 22, 2008 • No material operations	100% owned by the Company
Trans Pacific Shipping Ltd. (“Trans Pacific Beijing”)	• A PRC limited liability company • Incorporated on November 13, 2007. • No material operations	100% owned by the Company
Trans Pacific Logistic Shanghai Ltd. (“Trans Pacific Shanghai”)	• A PRC limited liability company • Incorporated on May 31, 2009 • Primarily engaged in freight logistics services	90% owned by Trans Pacific Beijing
Gorgeous Trading Ltd (“Gorgeous Trading”)	• A Texas corporation • Incorporated on July 1, 2021 • No material operations	100% owned by SGS NY
Brilliant Warehouse Service Inc. (“Brilliant Warehouse”)	• A Texas corporation • Incorporated on April 19, 2021 • No material operations	51% owned by SGS NY
SG Shipping & Risk Solution Inc. (“SGSR”)	• A New York corporation • Incorporated on September 29, 2021 • No material operations	100% owned by the Company

New Energy Tech Limited ("New Energy")	• A New York corporation • Incorporated on September 19, 2023 • No material operations	100% owned by the Company
Singularity (Shenzhen) Technology Ltd.	• A Mainland China corporation • Incorporated on September 4, 2023 • No material operations	100% owned by the Company

Liquidity

In assessing the Company's liquidity and substantial doubt about its ability to continue as a going concern, the Company monitors and analyzes cash on-hand and operating expenditure commitments. The Company's liquidity needs are to meet working capital requirements and operating expense obligations. To date, the Company financed its operations primarily through cash generated by operating activities, issuance of common shares and loans from third parties.

The accompanying financial statements do not include any adjustments or classifications that may result from the possible inability of the Company to continue as a going concern. The accompanying financial statements have been prepared on a basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company recorded net losses of \$3.3 million and \$5.5 million and net cash used in operating activities of \$2.7 million and \$4.4 million for the year ended June 30, 2025 and 2024, respectively. The above matters raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. As of June 30, 2025, the Company had cash balance of \$14.5 million.

In evaluating if there is substantial doubt about the ability to continue as a going concern, the Company is trying to alleviate the going concern risk through (1) equity or debt financing, and (2) reducing cash used in operating activities, to meet our anticipated working capital requirements for at least the next 12 months. The Company may, however, need additional capital in the future to fund our further expansion. If the Company determines that its cash requirements exceed the amount of cash and cash equivalents it has on hand at the time, the Company may seek to issue equity or debt securities or obtain credit facilities. The issuance and sale of additional equity would result in further dilution to shareholders of the Company.

As a result, the Company prepared the consolidated financial statements assuming the Company will continue as a going concern. However, there is no assurance that the measures above can be achieved as planned. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP") pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated financial statements include the accounts of the Company and include the assets, liabilities, revenues and expenses of its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

(b) Fair Value of Financial Instruments

The Company follows the provisions of ASC 820, Fair Value Measurements and Disclosures, which clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

- Level 1 — Observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.
- Level 2 — Inputs other than quoted prices that are observable for the asset or liability in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.
- Level 3 — Unobservable inputs that reflect management's assumptions based on the best available information.

The carrying value of notes receivable, accounts receivable, net, and advances to suppliers – third parties, net, approximate their fair values because of the short-term nature of these instruments.

(c) Use of Estimates and Assumptions

The preparation of the Company's consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates are adjusted to reflect actual experience when necessary. Significant accounting estimates reflected in the Company's consolidated financial statements include revenue recognition, cost of revenues, allowance for credit losses, impairment loss, valuation allowance for deferred tax assets, and income tax expense. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates.

(d) Translation of Foreign Currency

The accounts of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The Company’s functional currency is the U.S. dollar (“USD”) while its subsidiaries in the PRC, including Trans Pacific Beijing and Trans Pacific Logistic Shanghai Ltd. report their financial positions and results of operations in Renminbi (“RMB”). The accompanying consolidated financial statements are presented in USD. Foreign currency transactions are translated into USD using the fixed exchange rates in effect at the time of the transaction. Generally, foreign exchange gains and losses resulting from the settlement of such transactions are recognized in the consolidated statements of operations. The Company translates the foreign currency financial statements in accordance with ASC 830-10, “Foreign Currency Matters”. Assets and liabilities are translated at current exchange rates quoted by the Federal Reserve at the balance sheets’ dates and revenues and expenses are translated at average exchange rates in effect during the year. The resulting translation adjustments are recorded as other comprehensive loss and accumulated other comprehensive loss as a separate component of equity of the Company and also included in non-controlling interests.

The exchange rates in effect as of June 30, 2025, and 2024 were US\$1 for RMB7.1636 and RMB7.2674, respectively. The average exchange rates for the fiscal years ended June 30, 2025, and 2024 were US\$1 for RMB7.2143 and RMB7.2139, respectively.

(e) Cash

Cash consists of cash on hand and cash in bank which are unrestricted as to withdrawal or use. The Company maintains cash with various financial institutions mainly in the PRC, Hong Kong, the U.S., and Djibouti. As of June 30, 2025 and 2024, cash balances of \$62,773 and \$111,133, respectively, were maintained at financial institutions in the PRC, of which nil and \$27,798 of these balances are not covered by insurance as the deposit insurance system in China only insured each depositor at one bank for a maximum of approximately \$70,000 (RMB500,000). As of June 30, 2025 and 2024, cash balances of \$3,119,012 and \$3,154,774, respectively, were maintained at U.S. financial institutions, of which \$2,782,355 and nil of these balances are not covered by insurance, as each U.S. account was insured by the Federal Deposit Insurance Corporation or other programs subject to \$250,000 limitations. The Hong Kong Deposit Protection Board pays compensation up to a limit of HKD500,000 (approximately \$64,000) if the bank with which an individual/a company holds its eligible deposit fails. As of June 30, 2025 and 2024, cash balances of \$65,956 and \$65,997, respectively, were maintained at financial institutions in Hong Kong, of which \$1,956 and nil of these balances are not covered by insurance. As of June 30, 2025 and 2024, a cash balance of \$14,404,155 and \$14,404,155 was maintained in financial institutions in Djibouti which are uninsured. As of June 30, 2025 and 2024, amount of deposits had been covered by insurance amounted to \$461,870 and \$206,725, respectively.

Restricted Cash

As of June 30, 2025 and 2024, the Company’s restricted cash was approximately \$3.12 million and approximately \$3.09 million, respectively, of which approximately \$3.03 million and \$3.09 million, respectively, was required by East West Bank to secure a letter of credit that was used to provide a guarantee to the Company’s business partner Solarlink Group Inc. (“Solarlink”), a North Las Vegas based advanced 3.6G photovoltaic solar panel manufacturer and solar power service provider, for Solarlink’s rental obligations for a leased warehouse in North Las Vegas. The term of the warehouse lease is one year, upon the expiration of which the letter of credit will terminate unless the letter of credit is used to pay rent under the warehouse lease. Management believes that Solarlink’s business is very promising and hopes to actively participate in its future. Management believes that the guarantee provided to Solarlink will not result in substantial losses to Singularity in the future. Based on such expectations, the management believes its restricted cash account stated in the notes is not exposed to any significant risks. The deposit started on November 13, 2023, last renewed on May 12, 2025, and will be matured on December 14, 2025 with an annual interest rate of 3.996%. The interest proceeds generated as of June 30, 2025 and 2024 was approximately \$0.13 million and approximately \$0.09 million, respectively. As of June 30, 2025, the remaining restricted cash of \$85,712 was restricted by legal order of judgment debt.

(f) Receivables and Allowance for Credit Losses

The carrying amounts of notes, accounts and other receivable are reduced by an allowance for credit losses that reflects the Company's best estimate of the amounts that will not be collected. The Company makes estimations of the collectability of notes, accounts and other receivable. Many factors are considered in estimating the general allowance, including reviewing delinquent notes and accounts receivable, performing a customer credit analysis, and analyzing historical bad debt records and current and future economic trends. Notes, accounts and other receivable represent historical balances recorded with less related cash applications, less allowance for credit losses and any write-offs of any receivables not previously provided for.

(g) Credit losses

In June 2016, the Financial Accounting Standards Board (FASB) issued ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326). The ASU introduced a new credit loss methodology, the current expected credit losses (“CECL”) methodology, which requires earlier recognition of credit losses while also providing additional disclosure about credit risk. The Company adopted the ASU as of January 1, 2023.

The CECL methodology utilizes a lifetime “expected credit loss” measurement objective for the recognition of credit losses for loans, receivables, contract assets and other financial assets measured at amortized cost at the time the financial asset is originated or acquired. The CECL is adjusted each period for changes in expected lifetime credit losses. The CECL methodology represents a significant change from prior U.S. GAAP and replaced the prior multiple existing impairment methods, which generally required that a loss be incurred before it was recognized. Within the life cycle of a loan or other financial asset, the methodology generally results in the earlier recognition of the provision for credit losses and the related ACL than prior U.S. GAAP.

The CECL methodology’s impact on expected credit losses, among other things, reflects the Company’s view of the current state of the economy, forecasted macroeconomic conditions.

Under the CECL methodology, the allowance for credit losses is model based and utilizes a forward-looking macroeconomic forecast in estimating expected credit losses. The model of the allowance for credit losses would be considered the uncertainty of forward-looking scenarios based on the likelihood and severity of a possible recession as another possible scenario.

The following table presents the aging analysis of accounts receivable and allowance for credit losses as of June 30, 2025 and 2024.

Aging group	Accounts receivable balance as of June 30, 2025 (USD)	CECL Rate	Allowance for credit losses
<1 year	\$ 396,744	0%	-
1-2 years	-	5%	-
2-3 years	-	5%	-
>3 years	-	5%	-
Total	<u>\$ 396,744</u>		<u>-</u>

Aging group	Account receivable balance as of June 30, 2024 (USD)	CECL Rate	Allowance for credit losses (USD)
<1 year	260,265	0.00%	-
1-2 years	7,263	5.00%	363
2-3 years	-	5.00%	-
>3 years	-	5.00%	-
Total	<u>267,529</u>		<u>363</u>

Other receivables represent mainly customer advances, prepaid employee insurance and welfare benefits, which will be subsequently deducted from the employee payroll, project advances as well as office lease deposits. Management reviews its receivables on a regular basis to determine if the credit loss allowance is adequate and adjusts the allowance when necessary. Delinquent account balances are written off against allowance for credit losses after management has determined that the likelihood of collection is not probable. Other receivables are written off against the allowances only after exhaustive collection efforts.

(h) Property and Equipment, net

Property and equipment are stated at historical cost less accumulated depreciation. Historical cost comprises its purchase price and any directly attributable costs of bringing the assets to its working condition and location for its intended use. Depreciation is calculated on a straight-line basis over the following estimated useful lives:

Buildings	20 years
Motor vehicles	3–10 years
Computer and office equipment	1–5 years
Furniture and fixtures	3–5 years
System software	5 years
Leasehold improvements	Shorter of lease term or useful lives
Mining equipment	3 years

The carrying value of a long-lived asset is considered impaired by the Company when the anticipated undiscounted cash flows from such asset is less than its carrying value. If impairment is identified, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the long-lived asset. Fair value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved or based on independent appraisals. For the years ended June 30, 2025 and 2024, no impairments were recorded. All property and equipment were disposed of as of June 30, 2025 due to being inoperable after long time usage.

(i) Revenue Recognition

The Company recognizes revenue which represents the transfer of goods and services to customers in an amount that reflects the consideration to which the Company expects to be entitled in such exchange. The Company identifies contractual performance obligations and determines whether revenue should be recognized at a point in time or over time, based on when control of goods and services transfers to a customer.

The Company uses a five-step model to recognize revenue from customer contracts. The five-step model requires the Company to (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur, (iv) allocate the transaction price to the respective performance obligations in the contract, and (v) recognize revenue when (or as) the Company satisfies the performance obligation.

For the Company's freight logistic and shipping agency services revenue, the Company provided transportation services which included mainly shipping services. In fiscal year 2021, the Company also provided shipping agency and management services. The Company derived transportation revenue from sales contracts with its customers with revenues being recognized upon performance of services. Sales price to the customer was fixed upon acceptance of the sales contract and there was no separate sales rebate, discount, or other incentive. The Company's revenues were recognized at a point in time after all performance obligations were satisfied.

Accordingly, the Company generally identifies one performance obligation in its contracts, which is a series of distinct services that remain substantially the same over time and possess the same pattern of transfer. Revenue is recognized over the period in which services are provided under the terms of the Company's contractual relationships with its clients.

The transaction price is based on the amount specified in the contract with the customer and contains fixed and variable consideration. In general, the fixed consideration in a contract represents cost per tonnage. The variable consideration is comprised of transportation tonnage. Revenue relating to variable pricing is estimated and included in the consideration if it is probable that a significant revenue reversal will not occur in the future. The estimate of variable consideration is determined by the expected value or most likely amount method and factors in current, past and

forecasted experience with the customer. Customers are billed based on terms specified in the revenue contract and they pay us according to approved payment terms.

Revenue for the above services is recognized on a gross basis when the Company controls the services as it has the obligation to (i) provide all services (ii) bear any inventory risk for warehouse services. In addition, the Company has control to set its selling price to ensure it would generate profit for the services.

The Company's performance obligation is to deliver products according to contract specifications. The Company recognizes product revenue at a point in time when the control of products or services is transferred to customers. To distinguish a promise to provide products from a promise to facilitate the sale from a third party, the Company considers the guidance of control in ASC 606-10-55-37A and the indicators in 606-10-55-39. The Company considers this guidance in conjunction with the terms in the Company's arrangements with both suppliers and customers.

In general, revenue is recognized on a gross basis when the Company controls the products as it has the obligation to (i) fulfill the products delivery and custom clearance (ii) bear any inventory risk as legal owners. In addition, when establishing the selling prices for delivery of the resale products, the Company has control to set its selling price to ensure it would generate profit for the products delivery arrangements. If the Company is not responsible for provision of product and does not bear inventory risk, the Company recorded revenue on a net basis.

Contract balances

The Company records receivables related to revenue when the Company has an unconditional right to invoice and receive payment.

Deferred revenue consists primarily of customer billings made in advance of performance obligations being satisfied and revenue being recognized. Contract balance amounted to nil and \$66,423 for the year ended June 30, 2025 and 2024, respectively.

The Company's disaggregated revenue streams are described as follows:

	For the Years Ended	
	June 30, 2025	June 30, 2024
Freight logistic services	<u>\$ 1,813,193</u>	<u>\$ 3,136,681</u>

Disaggregated information of revenues by geographic locations is as follows:

	For the Years Ended	
	June 30, 2025	June 30, 2024
PRC	\$ 1,813,193	\$ 2,686,303
U.S.	-	450,378
Total revenue	<u>\$ 1,813,193</u>	<u>\$ 3,136,681</u>

(j) Cost of revenues

Cost of revenues consist of costs directly attributable to the performance of freight logistic services which are mainly services provided by third parties.

(k) Leases

The Company adopted FASB ASU 2016-02, "Leases" (Topic 842) for the year ended June 30, 2020, and elected the practical expedients that does not require us to reassess: (1) whether any expired or existing contracts are, or contain, leases, (2) lease classification for any expired or existing leases and (3) initial direct costs for any expired or existing leases. For lease terms of twelve months or fewer, a lessee is permitted to make an accounting policy election not to recognize lease assets and liabilities. The Company also adopted the practical expedient that allows lessees to treat the lease and non-lease components of a lease as a single lease component. Upon adoption, the Company recognized right of use ("ROU") assets and same amount of lease liabilities based on the present value of the future minimum rental payments of leases, using an incremental borrowing rate of 7% based on the duration of lease terms.

Operating lease ROU assets and lease liabilities are recognized at the adoption date or the commencement date, whichever is earlier, based on the present value of lease payments over the lease term. Since the implicit rate for the Company's leases is not readily determinable, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow, on a collateralized basis, an amount equal to the lease payments, in a similar economic environment and over a similar term.

Lease terms used to calculate the present value of lease payments generally do not include any options to extend, renew, or terminate the lease, as the Company does not have reasonable certainty at lease inception that these options will be exercised. The Company generally considers the economic life of its operating lease ROU assets to be comparable to the useful life of similar owned assets. The Company has elected the short-term lease exception, therefore operating lease ROU assets and liabilities do not include leases with a lease term of twelve months or less. Its leases generally do not provide a residual guarantee. The operating lease ROU asset also excludes lease incentives. Lease expense is recognized on a straight-line basis over the lease term.

The Company reviews the impairment of its ROU assets consistent with the approach applied for its other long-lived assets. The Company reviews the recoverability of its long-lived assets when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on its ability to recover the carrying value of the asset from the expected undiscounted future pre-tax cash flows

of the related operations. The Company has elected to include the carrying amount of operating lease liabilities in any tested asset group and include the associated operating lease payments in the undiscounted future pre-tax cash flows.

(l) Taxation

Because the Company and its subsidiaries and Sino-China were incorporated in different jurisdictions, they file separate income tax returns. The Company uses the asset and liability method of accounting for income taxes in accordance with U.S. GAAP. Deferred taxes, if any, are recognized for the future tax consequences of temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. A valuation allowance is provided against deferred tax assets if it is more likely than not that the asset will not be utilized in the future.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense. The Company had no uncertain tax positions as of June 30, 2025 and 2024.

Income tax returns for the years prior to 2019 are no longer subject to examination by U.S. tax authorities.

PRC Enterprise Income Tax

PRC enterprise income tax is calculated based on taxable income determined under the PRC Generally Accepted Accounting Principles (“PRC GAAP”) at 25%. Subsidiaries incorporated in the PRC are subject to the Enterprise Income Tax Laws of the PRC.

PRC Value Added Taxes and Surcharges

The Company is subject to value added tax (“VAT”). Revenue from services provided by the Company’s PRC subsidiaries are subject to VAT at rates ranging from 9% to 13%. Entities that are VAT general taxpayers are allowed to offset qualified VAT paid to suppliers against their VAT liability. Net VAT liability is recorded in taxes payable on the consolidated balance sheets.

In addition, under the PRC regulations, the Company’s PRC subsidiaries are required to pay city construction tax (7%) and education surcharges (3%) based on the net VAT payments.

(m) Earnings (loss) per Share

Basic earnings (loss) per share are computed by dividing net income (loss) attributable to holders of common stock of the Company by the weighted average number of shares of common stock of the Company outstanding during the applicable period. Diluted earnings (loss) per share reflect the potential dilution that could occur if securities or other contracts to issue common stock of the Company were exercised or converted into common stock of the Company. Common stock equivalents are excluded from the computation of diluted earnings per share if their effects would be anti-dilutive.

For the years ended June 30, 2025 and 2024, there was no dilutive effect of potential shares of common stock of the Company because the Company generated net loss.

(n) Comprehensive Income (Loss)

The Company reports comprehensive income (loss) in accordance with the authoritative guidance issued by Financial Accounting Standards Board (the “FASB”) which establishes standards for reporting comprehensive income (loss) and its component in financial statements. Other comprehensive income (loss) refers to revenue, expenses, gains and losses that under US GAAP are recorded as an element of shareholders’ equity but are excluded from net income. Other comprehensive income (loss) consists of a foreign currency translation adjustment resulting from the Company not using the U.S. dollar as its functional currencies.

(o) Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenue and incur expenses and is identified on the basis of the internal financial reports that are provided to and regularly reviewed by the Company’s chief operating decision maker in order to allocate resources and assess performance of the segment.

In accordance with ASC 280, Segment Reporting, operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (“CODM”), or decision-making Company, in deciding how to allocate resources and in assessing performance. The Company uses the “management approach” in determining reportable operating segments. The management approach considers the internal organization and reporting used by the Company’s chief operating decision maker for making operating decisions and assessing performance as the source for determining the Company’s reportable segments. The Company’s CODM has been identified as the chief executive officer (the “CEO”), who reviews combined results when making decisions about allocating resources and assessing performance of the Company. The

Company has determined that there is only one reportable operating segment, i.e. freight logistics services. For the fiscal 2025, the Company generated all of its revenue in PRC, and no geographical segment is presented.

(p) Risks and Uncertainties

The Company's business, financial position and results of operations may be influenced by the political, economic, health and legal environments in the PRC, as well as by the general state of the PRC economy. The Company's operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic, health and legal environments and foreign currency exchange. The Company's results may be adversely affected by changes in the political, regulatory and social conditions in the PRC, and by changes in governmental policies or interpretations with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation, among other things.

(q) Related parties

Parties, which can be a corporation or individuals, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

(r) Recent Accounting Pronouncements

The Company considers the applicability and impact of all ASUs. Management periodically reviews new accounting standards that are issued.

In November 2024, the FASB issued ASU 2024-03, *Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires that public business entities disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods. This ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. This ASU may be applied either on a prospective or retrospective basis. We are currently evaluating the impact of this standard on our disclosures.

In November 2024, the FASB issued ASU 2024-04, *Debt – Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments*, which clarifies the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as an induced conversion. This ASU is effective for fiscal years beginning after December 15, 2025 and interim reporting periods within those annual reporting periods, with early adoption permitted. We are currently evaluating the impact of this standard on our disclosures.

In January 2025, the FASB issued ASU 2025-01, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40)*, which clarifies that all public business entities are required to adopt the guidance in annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption of Update 2024-03 is permitted.

In May 2025, the FASB issued ASU 2025-03, *Business Combinations (Topic 805) and Consolidation (Topic 810), Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity*, which revised current guidance for determining the accounting acquirer for a transaction effected primarily by exchanging equity interests in which the legal acquiree is a VIE that meets the definition of a business. The amendments require that an entity consider the same factors that are currently required for determining which entity is the accounting acquirer in other acquisition transactions. The amendments in this Update require an entity involved in an acquisition transaction effected primarily by exchanging equity interests when the legal acquiree is a VIE that meets the definition of a business to consider the factors in paragraphs 805-10-55-12 through 55-15 to determine which entity is the accounting acquirer. The amendments in this Update are effective for all entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. The amendments in this Update require that an entity apply the new guidance prospectively to any acquisition transaction that occurs after the initial application date. Early adoption is permitted as of the beginning of an interim or annual reporting period.

In May 2025, the FASB issued ASU 2025-04, *Compensation – Stock Compensation (Topic 718) and Revenue from Contracts with Customers (Topic 606), Clarifications to Share-Based Consideration Payable to a Customer*, which revised the Master Glossary definition of the term performance condition for share-based consideration payable to a customer. The revised definition incorporates conditions (such as vesting conditions) that are based on the volume or monetary amount of a customer's purchases (or potential purchases) of goods or services from the grantor (including over a specified period of time). The revised definition also incorporates performance targets based on purchases made by other parties that purchase the grantor's goods or services from the grantor's customers. The revised definition of the term performance condition cannot be applied by analogy to awards granted to employees and nonemployees in exchange for goods or services to be used or consumed in the grantor's own operations. Although it is expected that

entities will conclude that fewer awards contain service conditions, for those that are determined to have service conditions, the amendments in this Update eliminate the policy election permitting a grantor to account for forfeitures as they occur. Therefore, when measuring share-based consideration payable to a customer that has a service condition, the grantor is required to estimate the number of forfeitures expected to occur. Separate policy elections for forfeitures remain available for share-based payment awards with service conditions granted to employees and nonemployees in exchange for goods or services to be used or consumed in the grantor's own operations. The amendments in this Update clarify that share-based consideration encompasses the same instruments as share-based payment arrangements, but the grantee does not need to be a supplier of goods or services to the grantor. Finally, the amendments in this Update clarify that a grantor should not apply the guidance in Topic 606 on constraining estimates of variable consideration to share-based consideration payable to a customer. Therefore, a grantor is required to assess the probability that an award will vest using only the guidance in Topic 718. Collectively, these changes improve the decision usefulness of a grantor's financial statements, improve the operability of the guidance, and reduce diversity in practice for accounting for share-based consideration payable to a customer. Under the amendments in this Update, revenue recognition will no longer be delayed when an entity grants awards that are not expected to vest. This is expected to result in estimates of the transaction price that better reflect the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer and, therefore, more decision-useful financial reporting.

The amendments in this Update are effective for all entities for annual reporting periods (including interim reporting periods within annual reporting periods) beginning after December 15, 2026. Early adoption is permitted for all entities. The amendments in this Update permit a grantor to apply the new guidance on either a modified retrospective or a retrospective basis. When applying the amendments in this Update on a modified retrospective basis, a grantor should recognize a cumulative-effect adjustment to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) as of the beginning of the period of adoption and should not recast any financial statement information before the period of adoption. A grantor should apply the amendments as of the date of initial application to all share-based consideration payable to a customer. When applying the amendments in this Update on a retrospective basis, a grantor should recast comparative periods and recognize a cumulative-effect adjustment to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) as of the beginning of the earliest period presented. Additionally, an entity that elects to apply the guidance retrospectively should use the actual outcome, if known, of a performance condition or service condition as of the beginning of the annual reporting period of adoption for all prior-period estimates. If actual outcomes are unknown as of the beginning of the annual reporting period of adoption, an entity should use its estimate of the probability of achieving a service condition or performance condition as of the beginning of the annual reporting period of adoption for all prior-period estimates.

In July 2025, the FASB issued ASU 2025-05, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets (ASU 2025-05)”, simplifies credit loss calculations by introducing a practical expedient (available to all entities) that allows entities to assume current conditions won’t change over an asset’s life, removing the need for complex macroeconomic forecasts. Additionally, a new accounting policy election (for non-public business entities) allows these entities to consider post-balance sheet collection activity to estimate expected credit losses. ASU 2025-05 is effective for fiscal years beginning after December 15, 2025. Early adoption is permitted. The Company’s management does not believe the adoption of ASU 2025-05 will have a material impact on its financial statements and disclosures.

The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the Company’s consolidated financial position, statements of operations, cash flows, and disclosures.

Note 3. NOTES RECEIVABLE

Notes receivable related to bank acceptance notes issued by third party companies and backed by financial institutions which can be encashed upon maturity, encashed by discounting, or reassigned to suppliers. As of June 30, 2025, the maturity date of these notes ranged from July 23, 2025 to November 27, 2025.

Note 4. ACCOUNTS RECEIVABLE, NET

The Company’s net accounts receivable are as follows:

	June 30, 2025	June 30, 2024
Trade accounts receivable	\$ 396,744	\$ 3,554,156
Less: allowances for expected credit losses	-	(3,286,991)
Accounts receivable, net	<u>\$ 396,744</u>	<u>\$ 267,165</u>

Movement of allowance for expected credit losses is as follows:

	June 30, 2025	June 30, 2024
Beginning balance	\$ 3,286,991	\$ 3,288,740
Allowance for credit losses, net of recovery	-	17,667

Write-off	(3,296,961)	(17,303)
Exchange rate effect	<u>9,970</u>	<u>(2,113)</u>
Ending balance	<u><u>-</u></u>	<u><u>\$ 3,286,991</u></u>

For the year ended June 30, 2024, allowance for credit losses and write-off was \$17,667 and \$17,303 respectively. For the year ended June 30, 2025, write-off was \$3.3 million.

Note 5. OTHER RECEIVABLES, NET

The Company's other receivables, net, are as follows:

	June 30, 2025	June 30, 2024
Advances to customers	-	\$ 6,849,309
Employee business advances	-	2
Total	-	6,849,311
Less: allowances for credit losses	-	(6,848,699)
Other receivables, net	-	\$ 612

Movement of impairment for expected credit losses is as follows:

	June 30, 2025	June 30, 2024
Beginning balance	\$ 6,848,699	\$ 6,994,212
Allowance for credit losses, net of recovery	-	19,962
Write-off	(6,848,699)	(160,000)
Exchange rate effect	-	(2,113)
Ending balance	-	\$ 6,848,699

Note 6. ADVANCES TO SUPPLIERS – THIRD PARTIES, NET

Advances to suppliers – third parties, net related to prepayment for various shipping costs for shipments. The Company's advances to suppliers – third parties are as follows:

	June 30, 2025	June 30, 2024
Freight fees	\$ 1,084	\$ 300,051
Less: impairment for credit losses	-	(300,000)
Advances to suppliers-third parties, net	\$ 1,084	\$ 51

Movement of impairment for expected credit losses is as follows:

	June 30, 2025	June 30, 2024
Beginning balance	\$ 300,000	-
Impairment for credit losses, net of recovery	-	300,000
Write-off	(300,000)	-
Ending balance	-	\$ 300,000

Note 7. PREPAID EXPENSES

The Company's prepaid expenses are as follows:

	June 30, 2025	June 30, 2024
Prepaid expenses	\$ 52,068	\$ 231,707
Prepaid income taxes	-	11,929

Total	\$ 52,068	\$ 243,636
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Note 8. OTHER LONG-TERM ASSETS – DEPOSITS, NET

The Company's other long-term assets – deposits are as follows:

	June 30, 2025	June 30, 2024
Rental and utilities deposits	\$ 10,192	\$ 206,692
Less: impairment for credit losses	-	(8,142)
Other long-term assets - deposits, net	<u>\$ 10,192</u>	<u>\$ 198,550</u>

Movements of impairment for credit losses are as follows:

	June 30, 2025	June 30, 2024
Beginning balance	\$ 8,142	\$ 8,157
Impairment for credit losses, net of recovery	-	50,000
Less: Write-off	(8,202)	(50,000)
Exchange rate effect	60	(15)
Ending balance	<u>-</u>	<u>\$ 8,142</u>

Note 9. LOANS FROM THIRD PARTIES

The Company's loans from third parties are as follows:

	June 30, 2025	June 30, 2024
Loans from third parties - current	\$ 999,940	-
Loans from third parties - non-current	466,321	-
Total loans from third parties	<u>\$ 1,466,261</u>	<u>-</u>

As of June 30, 2025, loans from third parties amounted to \$1.5 million with a weighted average interest rate of 12% and a weighted average maturity of one year.

For the years ended June 30, 2025 and 2024, interest expenses were \$146,370 and nil, respectively.

Note 10. JUDGMENT DEBT PAYABLE

Judgment debt payable mainly relates to a judgment passed in January 2025 against the Company and in favor of plaintiff. In February 2024, Zhikang Huang, a former officer and director of the Company, filed a lawsuit against the Company in the Circuit Court for the City of Richmond. In the complaint, Zhikang Huang claimed that the Company failed to compensate him for the severance payment, his two months' salary and the incentive-based bonus. On January 31, 2025, a judgment from the Circuit Court for the City of Richmond was entered in favor of Zhikang Huang and against the Company in the amount of \$488,586, with interest accruing from the date of the judgment. On April 23, 2025, said Virginia judgment was filed in the Supreme Court of New York, County of Westchester and entered in New York in favor of Zhikang Huang and against the Company in the amount of \$488,586, with interest accruing from January 31, 2025. On August 23, 2025, a settlement agreement was signed between the Company and Zhikang Huang to fully settled all claims by paying \$300,000 to Zhikang Huang by August 25, 2025 and issuance of 90,000 shares to Zhikang Huang by October 22, 2025.

Note 11. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

The details of accrued expenses and other current liabilities are as follows:

	June 30, 2025	June 30, 2024
Professional fees and other expense payable	\$ 818,836	\$ 849,592
Accrued expenses	111,219	49,541
Interest payable	109,328	4,872
Salary and reimbursement payable	217,586	133,182
Total	<u>\$ 1,256,969</u>	<u>\$ 1,037,187</u>

Note 12. LEASES

The Company leases its office in Shanghai City from a third party for its operations.

As of June 30, 2025 and 2024, the remaining average lease term was an average of 1.5 and 1.7 years, respectively. The Company's lease agreements do not provide a readily determinable implicit rate nor is it available to the Company from its lessors. Instead, the Company estimates its incremental borrowing rate based on actual incremental borrowing interest rates from financial institutions in order to discount lease payments to present value. The discount rate of the Company's operating leases was 10.74% and 10.74% per annum, as of June 30, 2025 and 2024, respectively.

Supplemental balance sheet information related to operating leases was as follows:

	June 30, 2025	June 30, 2024
Right-of-use assets	\$ 84,370	\$ 98,327
Lease liabilities, current	53,286	177,263
Lease liabilities, non-current	31,084	131,355
Total lease liabilities	<u>\$ 84,370</u>	<u>\$ 308,618</u>

As of June 30, 2025, maturities of lease liability were as follows:

Twelve months ended June 30,	As of June 30, 2025
2026	\$ 61,151
2027	30,575
Total future minimum lease payments	91,726
Less: Imputed interest	(7,356)
Total lease liabilities	<u>\$ 84,370</u>

Note 13. EQUITY

Share issuances:

2020 warrants

On September 17, 2020, the Company entered into certain securities purchase agreement with certain “non-U.S. Persons” as defined in Regulation S of the Securities Act of 1933, as amended, pursuant to which the Company sold an aggregate of 720,000 shares of the Company’s common shares, no par value, and warrants to purchase 720,000 shares at a per share purchase price of \$1.46. The net proceeds to the Company from such offering were approximately \$1.05 million. The warrants became exercisable on March 16, 2021 at an exercise price of \$1.825 per share. The warrants may also be exercised on a cashless basis if at any time after March 16, 2021, there is no effective registration statement registering, or no current prospectus available for the resale of the warrant shares. The warrants will expire on March 16, 2026. The warrants are subject to anti-dilution provisions to reflect share dividends and splits or other similar transactions. The warrants contain a mandatory exercise right for the Company to force exercise of the warrants if the Company’s common share trades at or above \$4.38 for 20 consecutive trading days, provided, among other things, that the shares issuable upon exercise of the warrants are registered or may be sold pursuant to Rule 144 and the daily trading volume exceeds 60,000 shares of common share per trading day on each trading day in a period of 20 consecutive trading days prior to the applicable date.

2021 warrants

On January 27, 2021, the Company entered into a securities purchase agreement with certain non-U.S. investors thereto pursuant to which the Company sold to the investors, and the investors purchased from the Company, an aggregate of 1,086,956 shares of common stock, no par value, and warrants to purchase 5,434,780 shares. The net proceeds to the Company from this offering were approximately \$4.0 million. The purchase price for each share of common stock and five warrants is \$3.68, and the exercise price per warrant is \$5.00. The warrants became exercisable at any time during the period beginning on or after July 27, 2021 and ending on or prior on January 27, 2026 but not thereafter; provided, however, that the total number of the Company’s issued and outstanding shares of common stock, multiplied by the NASDAQ official closing bid price of the common stock shall equal or exceed \$0.3 billion for a three consecutive month period prior to an exercise.

On February 6, 2021, the Company entered into a securities purchase agreement with certain investors pursuant to which the Company sold to the investors, and the investors purchased from the Company, in a registered direct offering, an aggregate of 1,998,500 shares of the common stock of the Company, no par value per share, at a purchase price of \$6.805 per share. Net proceeds to the Company from the sale of the shares and the warrants, after deducting estimated offering expenses and placement agent fees, were approximately \$12.4 million. The Company also sold to the investors warrants to purchase up to an aggregate of 1,998,500 shares of common stock at an exercise price of \$6.805 per share. The warrants are exercisable upon issuance and expire five and a half (5.5) years from the date of issuance. The exercise price and the number of shares of common stock issuable upon exercise of the warrants are subject to adjustment in the event of stock splits or dividends, or other similar transactions, but not as a result of future securities offerings at lower prices.

On February 9, 2021, the Company entered into a securities purchase agreement with certain investors pursuant to which the Company sold to the investors, and the investors purchased from the Company, in a registered direct offering, an aggregate of 3,655,000 shares of the common stock of the Company, no par value per share, at a purchase price of \$7.80 per share. Net proceeds to the Company from the sale of the shares and the warrants, after deducting estimated offering expenses and placement agent fees, were approximately \$26.1 million. The Company also sold to the investors warrants to purchase up to an aggregate of 3,655,000 shares of common stock at an exercise price of \$7.80 per share. The warrants are exercisable upon issuance and expire five and a half (5.5) years from the date of issuance. The exercise price and the number of shares of common stock issuable upon exercise of the warrants are subject to adjustment in the event of stock splits or dividends, or other similar transactions, but not as a result of future securities offerings at lower prices.

On December 14, 2021, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with non-U.S. investors and accredited investors pursuant to which the Company sold to the investors, and the investors agreed to purchase from the Company, an aggregate of 3,228,807 shares of common stock, no par value, and warrants to purchase 4,843,210 shares. The purchase price for each share of common stock and one and a half warrants was \$3.26, and the exercise price per warrant is \$4.00. The Company received net proceed of \$10,525,819 and issued 3,228,807 shares and 4,843,210 warrants. In connection with the issuance, the Company issued 500,000 shares to a consultant in assisting the Company in finding potential investors. The warrants will be exercisable at any time during the Exercise Window. The “Exercise Window” means the period beginning on or after June 14, 2022 and ending on or prior to 5:00 p.m. (New York City time) on December 13, 2026 but not thereafter; provided, however, that the total number of the Company’s issued and outstanding shares of common stock, multiplied by the NASDAQ official closing bid price of the common stock shall equal or exceed \$150,000,000 for a three consecutive month period prior to an exercise.

The Company’s outstanding warrants are classified as equity since they qualify for exception from derivative accounting as they are considered to be indexed to the Company’s own stock and require net share settlement. The fair value of the warrants was recorded as additional paid-in capital from common stock.

On November 15, 2023, the Company entered into a subscription agreement with ten individual investors, under which the Company agreed to sell an aggregate of 1,700,000 shares of its Common Stock and 1,700,000 warrants, with each warrant initially exercisable to purchase one share of Common Stock at an exercise price of \$6.07 per share, at an aggregate price of \$9,860,000 in a private placement. On December 13, 2023, the Company issued an aggregate of 1,700,000 shares of its common stock to the investors. The Company received \$9,860,000 but subsequently returned the funds to the investors because the 1,700,000 warrants, issuable as part of the transaction, could not be issued timely due to certain outstanding warrant terms. The investors returned the funds to the Company on January 4, 2024 after the warrant terms were finalized. On January 26, 2024, the Company entered into an amendment to the subscription agreement which provides, among other things, that Nasdaq’s authorization must be obtained for the issuance of the securities under the subscription agreement and the Company stockholders’ approval shall be obtained before the 1,700,000 warrants are issued to the investors. Nasdaq has authorized the issuance of the Common Stock and the conditional issuance of the warrants. As of the date of this report, the issuance of the warrants is still awaiting approval from the Company’s stockholders.

On January 24, 2025 the Company entered into securities purchase agreements with several institutional investors to sell an aggregate of 700,000 shares of the Company’s common stock in a registered direct offering at an offering price of \$1.63 per share. The Company received \$1,141,000 from the registered direct offering. The offering was closed on January 27, 2025.

Following is a summary of the status of warrants outstanding and exercisable as of June 30, 2025

	Warrants	Weighted Average Exercise Price
Warrants outstanding, as of June 30, 2024	1,208,749	\$ 44.05
Issued	-	-
Exercised	-	-
Expired	-	-
Warrants outstanding, as of June 30, 2025	1,208,749	\$ 44.05
Warrants exercisable, as of June 30, 2025	1,208,749	\$ 44.05
	Warrants	Weighted Average Exercise Price
		Average Remaining Contractual

	Exercisable	Price	Life
2020 warrants - 72,000	18,000	\$ 18.25	0.71 years
2021 warrants - 1,593,149	1,190,749	\$ 49.37	1.06 years

Note 14. NON-CONTROLLING INTEREST

The Company's non-controlling interest consists of the following:

	June 30, 2025	June 30, 2024
Trans Pacific Shanghai	\$(1,014,754)	\$(1,532,527)
Brilliant Warehouse	(1,001,965)	(1,215,106)
Total	<u>\$(2,016,719)</u>	<u>\$(2,747,633)</u>

Note 15. IMPAIRMENT LOSS OF CRYPTOCURRENCIES

The following table presents additional information about cryptocurrencies:

	June 30, 2025	June 30, 2024
Beginning balance	\$ -	\$ 72,179
Impairment loss	-	(72,179)
Ending balance	<u>\$ -</u>	<u>\$ -</u>

The Company recorded nil and \$72,179 impairment loss for the years ended June 30, 2025 and 2024. As ownership rights of the cryptocurrencies could not be verified, full impairment was recognized.

Note 16. COMMITMENTS AND CONTINGENCIES

Contingencies

From time to time, the Company may be subject to certain legal proceedings, claims and disputes that arise in the ordinary course of business. Although the outcomes of these legal proceedings cannot be predicted, the Company does not believe these actions, in the aggregate, will have a material adverse impact on its financial position, results of operations or liquidity.

On March 23, 2023, SG Shipping & Risk Solution Inc. an indirect wholly owned subsidiary of SGLY entered into an operating income right transfer contract with Goalowen pursuant to which Goalowen agreed to transfer its rights to receive income from operating a tuna fishing vessel to SG Shipping for \$3,000,000 and on May 5, 2023, Ms. Shan made a wire transfer of \$3,000,000 to Goalowen. Such contract was signed, and payment was made by the Company's former COO, Jing Shan, without the authorization of the board of directors of the Company. The payment was recorded as an advance to a customer. The Company filed a complaint against Jing Shan accusing her of the unauthorized transfers in the United States District Court for the Eastern District of New York and has brought a lawsuit against Goalowen to recover the \$3 million. As of June 30, 2023, the Company evaluated the collection possibility and decided to provide a 100% allowance provision in the amount of \$3,000,000. The Company filed a complaint against Jing Shan accusing her of the unauthorized transfers in the United States District Court for the Eastern District of New York and has brought a lawsuit against Goalowen to recover the \$3 million. Ms. Shan filed a motion to dismiss the case on March 19, 2024, and the decision is pending with the court. Fact discovery is currently underway in this matter.

Putative Class Action

On December 9, 2022, Piero Crivellaro, purportedly on behalf of the persons or entities who purchased or acquired the publicly traded common stock of the Company between February 2021 and November 2022, brought a putative class action, *Crivellaro v. Singularity Future Technology Ltd.*, 22-cv-7499-BMC, against the Company and a dozen related person and entities in the United States District Court for the Eastern District of New York (the "Court").

Plaintiffs alleged violations of the U.S. federal securities laws by the Company. Plaintiffs seek damages, plus interest, costs, fees, and attorneys' fees. The Company filed a motion to dismiss on November 20, 2023.

On December 17, 2024, the Court issued an order that partially denied the motions to dismiss filed by the Company and its former chief executive officer, Yang Jie, arising from various statements made by Yang Jie about two allegedly fraudulent transactions. The rest of the motions are granted. On January 2, 2025, the Company filed an answer to the Second Amended Class Action complaint.

On May 29, 2025, the Company and the lead plaintiffs in the class action executed a binding term sheet (the "Settlement Term Sheet") setting forth the material terms of their proposed settlement on a class wide basis. On July 13, 2025, the parties executed a Stipulation and Agreement of Settlement ("Settlement Agreement"). Pursuant to the Settlement Agreement, in exchange for the Settlement payment and subject to final approval by the Court, all plaintiffs in the Class Action will release the Company and the other defendants on all claims. The Settlement Payment include cash payment of \$3,000,000 and 6,500,000 freely tradable shares of the Company's Common Stock (the "Settlement Shares"), which shall be issued pursuant to Section 3(a)(10) of the Securities Act of 1933, subject to the Court's approval of the Settlement. In the event of a reverse stock split prior to the effectiveness of the Settlement, the number of Settlement Shares and/or the put option purchase price (described below) shall be reformulated so that the value of the Settlement Shares/put option shall not be less than \$5,850,000 as of the effectiveness of the Settlement. The settlement class has the right to sell all or a portion of the unsold Settlement Shares back to the Company at \$0.85 per share if the 10-trading day average closing price immediately prior to the exercise of the put option falls below \$0.85 before the class lead counsel sells the Settlement Shares. The Company agreed to maintain a cash balance \$3,250,000 in a dedicated escrow account to mitigate the risk that it is unable to satisfy the put option.

Employee Agreement

For the year ended June 30, 2023, the Company had employment agreements with each of Mr. Lei Cao, Ms. Tuo Pan and Mr. Yang Jie. Employment agreement of Mr. Lei Cao provided for a ten-year term that extended automatically in the absence of termination notice provided at least 30 days prior to the fifth anniversary date of the agreement. Employment agreements of Mr. Tuo Pan and Mr. Yang Jie provided for five-year terms that extended automatically in the absence of termination notice provided at least 30 days prior to the fifth anniversary date of the agreement. If the Company failed to provide this notice or if the Company wished to terminate an employment agreement in the absence of cause, then the Company was obligated to provide at least 30 days' prior notice. In such case during the initial term of the agreement, the Company would need to pay such executive (i) the remaining salary through the date of October 31, 2026. In addition, to pay Mr. Lei Cao and Ms. Tuo Pan (ii) two times of the then applicable annual salary if there had been no change in control, as defined in the employment agreements or three-and-half times of the then applicable annual salary if there was a change in control. The employment agreements for Ms. Tuo Pan and Mr. Yang Jie were terminated in 2022; the Company has no remaining obligation under such agreements.

In February 2024, Zhikang Huang, a former officer and director of the Company, filed a lawsuit against the Company in the Circuit Court for the City of Richmond. In the complaint, Zhikang Huang claimed that the Company failed to compensate him for the severance payment, his two months' salary and the incentive-based bonus. On January 31, 2025, a judgment from the Circuit Court for the City of Richmond was entered in favor of Zhikang Huang and against the Company in the amount of \$468,956.75, with interest accruing from the date of the judgment. On April 23, 2025, said Virginia judgment was filed in the Supreme Court of New York, County of Westchester and entered in New York in favor of Zhikang Huang and against the Company in the amount of \$468,956.75, with interest accruing from January 31, 2025.

Civil Monetary Penalty

In March 2023, as a result of the incorrect accounting treatment of approximately \$4.6 million of related party loan receivable in the fiscal year ended June 30, 2021 and the incorrect recognition of revenue from freight shipping services in the amount of \$980,200 for the three months ended September 30, 2021 and the six months ended December 31, 2021, the Company filed an amendment to (1) the 2021 Form 10-K and (2) each of the 2021 Form 10-Qs .

On June 17, 2024, the Company received a subpoena issued by the Securities and Exchange Commission, requesting the production of certain documents related to the investigation by the SEC regarding the Restatements. On January 17, 2025, after cooperating with the SEC's investigations, the Company reached a resolution with the SEC regarding the aforementioned matters.

The SEC approved the Company's Offer of Settlement and issued its Cease-and-Desist Order dated January 17, 2025, with respect to certain violations related to the Company's financial reporting, accounting, books and records, and internal controls. Pursuant to the terms of the SEC Order, the Company will pay a civil monetary penalty of \$350,000 to the SEC, comply with certain undertakings to remediate its material weaknesses in the internal control and disclosure deficiencies by June 30, 2026, and cease and desist any violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B), of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-1, 13a-13, and 13a-15 thereunder.

Note 17. INCOME TAXES

On March 27, 2020, the CARES Act was enacted and signed into law and includes, among other things, refundable payroll tax credits, deferment of employer side social security payments, net operating loss carryback periods and alternative minimum tax credit refunds. The Company does not at present expect the provisions of the CARES Act to have a material impact on its tax provision given the amount of net operating losses currently available.

The Company's income tax expenses for years ended June 30, 2025 and 2024 are as follows:

	For the Years Ended June 30,	
	2025	2024
Current		
U.S.	\$ 30,230	-
PRC	-	-
Total income tax expenses	<u>\$ 30,230</u>	<u>-</u>

Income tax expense for the years ended June 30, 2025 and 2024 varied from the amount computed by applying the statutory income tax rate to income before taxes. Reconciliations between the expected federal income tax rates using 21% for the years ended June 30, 2025 and 2024 to the Company's effective tax rate are as follows:

	June 30, 2025	June 30, 2024
US Statutory tax rate	21.0%	21.0%
Permanent difference*	-	0.7%
Change in valuation allowance	(19.8)%	(21.9)%
Rate differential in foreign jurisdiction	(0.3)%	0.2%
Total	<u>0.9%</u>	<u>-</u>

* Permanent difference includes non-deductible expenses mainly stock compensation.

The Company's deferred tax assets are comprised of the following:

	June 30, 2025	June 30, 2024
Allowance for credit losses		
U.S.	-	\$ 1,212,000
PRC	368,000	1,649,000
Net operating loss		
U.S.	22,932,000	9,920,000
PRC	222,000	1,515,000
Total deferred tax assets	<u>23,522,000</u>	<u>14,296,000</u>
Valuation allowance	<u>(23,522,000)</u>	<u>(14,296,000)</u>
Deferred tax assets, net - long-term	<u>-</u>	<u>-</u>

As of June 30, 2025 and 2024, the Company incurred a cumulative U.S. federal net operating loss ("NOL") of approximately \$109.5 million and \$47.2 million, which may be available for reducing future taxable income.

As of June 30, 2025 and 2024, the Company's operations in China incurred a cumulative NOL of approximately \$0.9 million and \$6.1 million, which may be available for reducing future taxable income.

The Company periodically evaluates the likelihood of the realization of deferred tax assets (“DTA”) and reduces the carrying amount of the deferred tax assets by a valuation allowance to the extent it believes a portion will not be realized. Management considers new evidence, both positive and negative, that could affect the Company’s future realization of deferred tax assets including its recent cumulative earnings experience, expectation of future income, the carry forward periods available for tax reporting purposes and other relevant factors. The Company determined that it is more likely than not that its deferred tax assets could not be realized due to uncertainty on future earnings as a result of the company’s reorganization and venture into new businesses. The Company provided a 100% allowance for its DTA as of June 30, 2025.

The Company’s taxes payable consists of the following:

	June 30, 2025	June 30, 2024
Corporate income tax payable	\$ 2,151,691	\$ 2,121,724
VAT tax payable	1,046,456	1,030,363
Other taxes payable	52,326	54,806
Total	<u>\$ 3,250,473</u>	<u>\$ 3,206,893</u>

Note 18. CONCENTRATIONS

Major Customers

For the year ended June 30, 2025, one customer accounted for 94.4% of the Company’s gross revenues. As of June 30, 2025, one customer accounted for 100% of the Company’s accounts receivable, net.

For the year ended June 30, 2024, one customer accounted for 77.2% of the Company’s gross revenues. As of June 30, 2024, three customers accounted for 29.8%, 23.3% and 22.1% of the Company’s accounts receivable, net.

Major Suppliers

For the year ended June 30, 2025, three suppliers accounted for approximately 34.4%, 16.3% and 10.5% of the total gross purchases, respectively. As of June 30, 2025, two suppliers accounted for 45.5%, and 14.8% of the Company’s accounts payable balance.

For the year ended June 30, 2024, two suppliers accounted for approximately 21.2% and 20.1% of the total gross purchases. As of June 30, 2024, four suppliers accounted for approximately 55.5%, 18.9%, 11.9%, and 10.4% of the Company’s accounts payable balance.

Note 19. RELATED PARTY BALANCES AND TRANSACTIONS

Set forth below are transactions with related persons for the years ended June 30, 2025 and 2024.

Due from Related Party

As of June 30, 2025 and 2024, the outstanding amounts due from related parties consist of the following:

	June 30, 2025	June 30, 2024
Zhejiang Jinbang Fuel Energy Co., Ltd (1)	\$ 388,496	\$ 382,949
Shanghai Baoyin Industrial Co., Ltd (2)	1,084,793	1,066,003
LSM Trading Ltd (3)	-	570,000
Rich Trading Co. Ltd (4)	-	103,424

Less: allowance for credit losses	(1,473,289)	(2,122,376)
Total	<u><u>-</u></u>	<u><u>-</u></u>

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Movements of allowance for credit losses were as follows:

	June 30, 2025	June 30, 2024
Beginning balance	\$ 2,122,376	\$ 2,126,385
Less: Write-off	(675,063)	-
Exchange rate effect	25,976	(4,009)
Ending balance	<u>\$ 1,473,289</u>	<u>\$ 2,122,376</u>

- (1) As of June 30, 2025 and 2024, the Company advanced \$388,496 and \$382,949 to Zhejiang Jinbang Fuel Energy Co., Ltd (“Zhejiang Jinbang”) which is 30% owned by Mr. Wang Qinggang, CEO and legal representative of Trans Pacific Shanghai. The advance is non-interest bearing and due on demand. The Company provided credit losses of \$388,496 and \$382,949 for the balance of the receivable as of June 30, 2025 and 2024. The amount of the allowance changed as a result of changes in exchange rates.
- (2) As of June 30, 2025, and 2024, the Company advanced \$1,084,793 and \$1,066,003 to Shanghai Baoyin Industrial Co., Ltd. which is 30% owned by Qinggang Wang, CEO and legal representative of Trans Pacific Logistic Shanghai Ltd. The advance is non-interest bearing and due on demand. The Company provided full credit losses for the balance of the receivable.
- (3) As of June 30, 2025 and 2024, the Company advanced nil and \$570,000 to LSM Trading Ltd, which is 40% owned by the Company. The advance is non-interest bearing and due on demand. The Company evaluated the collection possibility and decided to provide full credit losses for the balance of the receivable. The advance was fully written off in fiscal 2025.
- (4) On November 16, 2021, the Company entered into a project cooperation agreement with Rich Trading Co. Ltd USA (“Rich Trading”) for the trading of computer equipment. Rich Trading’s bank account was controlled by now-terminated members of the Company’s management and was, at the time, an undisclosed related party. According to the agreement, the Company was to invest \$4.5 million in the trading business operated by Rich Trading and the Company would be entitled to 90% of profits generated by the trading business. The Company advanced \$3,303,424 for this project, of which \$3,200,000 has been returned to the Company. The Company filed a complaint to recover the remainder of the funds advanced. The Company provided an allowance of \$103,424 for the balance of the receivable as of June 30, 2024. The advance was fully written off in fiscal 2025.

Due to related parties

As of June 30, 2025 and 2024, the Company owed \$26,373 and \$25,997 to Qinggang Wang, CEO and legal representative of Trans Pacific Shanghai, respectively. These payments were made on behalf of the Company for the daily business operational activities.

As of June 30, 2025 and 2024, the Company owed \$497,857 and \$199,034 Zhejiang Jinbang Fuel Energy Co., Ltd (“Zhejiang Jinbang”) which is 30% owned by Mr. Wang Qinggang, CEO and legal representative of Trans Pacific Shanghai. These payments were made on behalf of the Company for the daily business operational activities.

The balance of due to related parties was interest-free, unsecured, and due upon demand.

Note 20. SUBSEQUENT EVENTS

On August 23, 2025, a settlement agreement was signed between the Company and Zhikang Huang to fully settle all claims by paying \$300,000 to Zhikang Huang by August 25, 2025 and issuance of 90,000 shares to Zhikang Huang by October 22, 2025. As of the date of this report, the Company had completed the \$300,000 settlement payment to Zhikang Huang.

Between July and October 2025, the Company signed six loan agreements with third parties, and borrowed a total of \$1.605 million loans from third parties with interest at 12% per annum and one-year term.

In October 2025, the Company signed an interest-free loan agreement with SolarLink Group Inc., a business partner of the Company, pursuant to which the Company borrowed \$273,508 with one-year term.

On October 9, 2025, the Company has wired \$2,000,000, which are loans from unrelated parties, as part of the settlement cash payment to the Escrow Account set forth in the Settlement Agreement in the class action lawsuit.