

REFINITIV

DELTA REPORT

10-K

SGLY - SINGULARITY FUTURE TECHNO

10-K - JUNE 30, 2024 COMPARED TO 10-K - JUNE 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1895

■ CHANGES	245
■ DELETIONS	816
■ ADDITIONS	834

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, 2023** **2024**
 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.)

**98 Cutter Mill Road
Suite 311
Great Neck, New York 11021**

(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, 2023** **June 30, 2024**, the last business day of the registrant's fiscal **2023**, **2024**, was approximately **\$8,661,987.74**.

\$17,447,390.16.

The number of shares of common stock outstanding as of **September 25, 2023** **October 15, 2024** was **17,515,526** **3,503,492**.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

SINGULARITY FUTURE TECHNOLOGY LTD.
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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. On July 7, 2020, the Company effected a 1-for-5 reverse stock split of its issued and outstanding shares of common stock. The split did not change the number of authorized shares of common stock or preferred stock, or the par value of common stock or preferred stock. As a result, all the issued and outstanding common stock share amounts included in this report have been retroactively reduced by a factor of five, and all common stock per share amounts have been increased by a factor of five.

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, 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 and Ningbo Saimeinuo Web Technology Ltd. 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 the PRC or China "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 **June 30, 2023** **June 30, 2024**, the Company's subsidiaries were as follows:

Name	Background	Ownership
Sino-Global Shipping New York Inc. ("SGS NY")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on May 03, 2013 • Primarily engaged in freight logistics services corporation • Incorporated on May 03, 2013 • Primarily engaged in freight logistics services 	100% owned by the Company
Sino-Global Shipping HK Ltd. ("SGS HK")	<ul style="list-style-type: none"> • A Hong Kong Corporation • Incorporated on September 22, 2008 • No material operations corporation 	100% owned by the Company
Thor Miner Inc. ("Thor Miner")	<ul style="list-style-type: none"> • A Delaware Corporation • Incorporated on October 13, 2021 • Primarily engaged in sales of crypto mining machines September 22, 2008 	51% owned by the Company
Trans Pacific Shipping Ltd. ("Trans Pacific Beijing")	<ul style="list-style-type: none"> • A PRC limited liability company • Incorporated on November 13, 2007. • Primarily engaged in freight logistics services 	100% owned by the Company
Trans Pacific Logistic Shanghai Ltd. ("Trans Pacific Shanghai")	<ul style="list-style-type: none"> • A PRC limited liability company • Incorporated on May 31, 2009 • Primarily engaged in freight logistics services • Incorporated on May 31, 2009 	90% owned by Trans Pacific Beijing
Ningbo Saimeinuo Web Technology Ltd. ("SGS Ningbo")	<ul style="list-style-type: none"> • Ningbo Saimeinuo Web Technology Ltd. ("SGS Ningbo") • A PRC limited liability company • Incorporated on September 11, 2017 • Primarily engaged in freight logistics services 	100% owned by SGS NY
Blumargo IT Solution Ltd. ("Blumargo")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on December 14, 2020 • No material operations 	100% owned by SGS NY
Gorgeous Trading Ltd ("Gorgeous Trading")	<ul style="list-style-type: none"> • A Texas Corporation • corporation • Incorporated on July 01, 2021 • Primarily engaged in warehouse related services 	100% owned by SGS NY
Brilliant Warehouse Service Inc. ("Brilliant Warehouse")	<ul style="list-style-type: none"> • A Texas Corporation • Incorporated on April 19, 2021 • Primarily engaged in warehouse house related services corporation • Incorporated on April 19, 2021 • Primarily engaged in warehouse house related services 	51% owned by SGS NY
Phi Electric Motor In. ("Phi")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on August 30, 2021 • No operations 	51% owned by SGS NY
SG Shipping & Risk & Risk Solution Inc ("SGSR")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on September 29, 2021 • No material operations corporation • Incorporated on September 29, 2021 • No material operations 	100% owned by the Company
SG Link LLC ("SG Link")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on December 23, 2021 • No operations corporation • Incorporated on January 25, 2022 December 23, 2021 • No material operations 	100% owned by SG Shipping & Risk Solution Inc
New Energy Tech Limited ("New Energy")	<ul style="list-style-type: none"> • A New York corporation • Incorporated on September 19, 2023 • No material operations 	100% owned by the Company
Singularity (Shenzhen) Technology Ltd.	<ul style="list-style-type: none"> • A Mainland China corporation 	100% owned by the Company

(“SGS Shenzhen”)

• Incorporated on September 4, 2023

• No material operations

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 a significant part 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 behavior 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 [19](#) [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

Since the publication of the Hindenburg Report (as defined below), we have devoted substantial resources and efforts in connection with the investigations by a special committee of our Board of Directors and by U.S. governmental authorities and with respect to the defense of lawsuits and the settlement of lawsuits and claims, which are fully described below. As a result, our business operations have been materially and adversely impacted, including suspension of our business development in North America. We are currently exploring new business opportunities while continuing to provide freight logistics services, which include shipping and warehouse 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

On May 5, 2022, an entity named Hindenburg Research issued a report (the "Hindenburg Report") regarding the Company alleging, among other things, that the Company's then Chief Executive Officer, Yang Jie, was a fugitive. As previously disclosed, on the run from Chinese authorities for running an alleged \$300 million Ponzi scheme that lured in over 20,000 victims. The report also raised questions regarding the Company's joint venture to produce crypto mining equipment announced in October 2021, as well as a \$200 million order purportedly received by the joint venture in January 2022. Further, the report was critical of the Company's April 2022 announcement of a \$250 million partnership with an entity named Golden Mainland Inc. On May 6, 2022, the Board of Directors of the Company (the "Board") formed a special committee of the Board (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 the Hindenburg Report and other related matters. The Special Committee then retained Blank Rome LLP to serve as independent legal counsel and advise the Committee on the investigation. The Special Committee completed the fact-finding portion of its investigation prior to December 31, 2022. The Special Committee's preliminary findings corroborated certain of the allegations made in the Hindenburg Report and the investigation resulted in the termination and resignation of certain executive officers and directors of the Company, including but not limited to, the following:

On August 9, 2022, Mr. Yang Jie tendered his resignation from his positions as Chief Executive Officer and director of the Company to the Board, following the Board's decision on August 8, 2022, which adopted the Special Committee's recommendation that Mr. Jie be suspended immediately, pending the Special Committee's further investigation into allegations raised in the Hindenburg Report and other related matters.

On August 16, 2022, attorneys from Blank Rome LLP, counsel for the Special Committee, held a conference call with staff members of the Securities and Exchange Commission (the "SEC"), during which counsel represented that Yang Jie had provided documentation to the SEC that indicated that the charges against him in China had been dropped, but the Special Committee's investigation raised questions regarding the authenticity of such documents. The Special Committee concluded at that time that Mr. Jie was in fact issued a "Red Notice" in China. In terms of remediating this issue, after being suspended by the Special Committee on August 8, 2022, Mr. Yang Jie resigned from his positions as Chief Executive Officer and as a director of the Company on August 9, 2022.

In December 2022, the Company entered into cancellation agreement and a letter confirming the rescission of the grant of the shares with each of Yang Jie and Ms. Jing Shan, our former Chief Operating Officer, pursuant to which Mr. Jie and Ms. Shan agreed to return 300,000 shares and 100,000 shares of our Common Stock, respectively, to the Company for cancellation at no cost. Such shares were previously issued to each of them for their services as officers of the Company. The shares were cancelled as of March 31, 2023.

On February 10, 2023, in response to two, now-settled, lawsuits filed by private investors, Mr. Jie filed a motion to dismiss the private investors' suits and provided a copy of a formal legal opinion issued by the Zhonglun W&D Law Firm, PRC. The Zhonglun W&D legal opinion concluded that Mr. Jie was not charged with a crime in China, the investigation and underlying case had indeed been closed, and Mr. Jie was not formally treated as a criminal suspect in the PRC. In order to provide more clarity to the issues raised, the Company engaged Hebei Mei Dong Law Firm, of Shijiazhuang City, PRC to further investigate the authenticity of the documentation provided by Mr. Jie to the SEC and whether a "Red Notice" had been issued. On June 12, 2023, the Hebei Mei Dong Law Firm issued a report, to the Company with respect to these issues. In their report, the Company's Chinese counsel concluded after conferring with local officials, that the investigation of Mr. Jie conducted published by the Baohe District Police Bureau of Hefei City, PRC was completed, that Mr. Jie was never prosecuted and there was no criminal judgment against Mr. Jie as of the date of such report. The Chinese counsel also confirmed that no "Red Notice" was issued for Mr. Jie in the PRC.

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 a Settlement settlement and Release Agreement release agreement with Mr. Yang Jie, the Company's former CEO, which fully resolved his claims against the Company.

Executive Changes

On June 16, 2022, Ms. Tuo Pan, Chief Financial Officer of the Company, without proper authorization by the Board, directed that funds be wired to satisfy an invoice for legal services that were rendered or to be rendered on her behalf. Ms. Pan was suspended by the Board for cause and without pay effective June 20, 2022. On August 31, 2022, Ms. Tuo Pan was terminated for cause as an employee of the Company and its subsidiaries and ceased to receive any salary or benefits from the Company since that date.

On January 9, 2023, the Company entered into an Executive Separation Agreement and General Release (the "Separation Agreement"), with Lei Cao, an employee of the Company and a member of the Board, setting forth the terms and conditions related to the termination of Mr. Cao's employment with the Company and the termination of the employment agreement dated as of November 1, 2021 as well as cancellation and/or termination of certain other agreements relating to Mr. Cao's employment with the Company. The Separation Agreement also provided for Mr. Cao's resignation from the Board, effective as of January 9, 2023.

Pursuant to the Separation Agreement, Mr. Cao submitted a letter of resignation from the Board on January 9, 2023. In addition, he agreed to forfeit and return to the Company the 600,000 shares of Common Stock of the Company granted to him in August 2021 under the terms of the 2014 Equity Incentive Plan of the Company (the "2021 Shares"). Mr. Cao also agreed to cooperate with the Company regarding certain investigations and proceedings and other matters arising out of or related to his relationship with or service to the Company. In consideration, the Company agreed to provide the following benefits to which Mr. Cao was not otherwise entitled: (1) payment of reasonable attorneys' fees and costs incurred by Mr. Cao through January 9, 2023 associated with Mr. Cao's personal legal representation in matters relating to Mr. Cao's tenure with the Company, the investigations and proceedings and the negotiation and drafting of the Separation Agreement; (2) the release of claims in Mr. Cao's favor contained in the Separation Agreement; and (3) payment of Mr. Cao's reasonable and necessary legal fees to the extent incurred by Mr. Cao as a result of his cooperation as required by the Company under the terms of the Separation Agreement. Additionally, the Separation Agreement contains mutual general releases and waiver of claims from Mr. Cao and the Company.

On January 17, 2023, Messrs. John Levy and Heng Wang were appointed as non-executive chairman and vice chairman of the Board, respectively.

On February 23, 2023, Mr. Levy resigned as a director and member of the Audit Committee, Compensation Committee and Nominating Committee of the Board, effective immediately. On March 30, 2023, Mr. Wang was appointed as non-executive Chairman of the Board to fill the vacancy created by Mr. Levy's resignation.

On April 18, 2023, the Company entered into an employment agreement with Mr. Ziyuan Liu and appointed him as the chief executive officer of the Company, effective immediately, with a term of one year.

On May 1, 2023, the Company entered into an employment agreement with Mr. Dianjiang Wang and appointed him as the chief financial officer of the Company, effective immediately, with a term of one year.

On May 1, 2023, pursuant to the bylaws of the Company, our Board elected (i) Mr. Ziyuan Liu as a Class I director to serve until the annual meeting of stockholders for the fiscal year 2022, to fill the vacancy on the Board resulting from the resignation of Mr. Jie, (ii) Mr. Haotian Song as a Class II 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. Cao, and (iii) Ms. Ling Jiang as a Class III independent director, Chairwoman of the Compensation Committee, a member of the Audit Committee, and a member of the Nominating and Corporate Governance Committee to serve until the annual meeting of stockholders for the fiscal year 2024, to fill the vacancy on the Board resulting from the resignation of Mr. Levy.

On May 2, 2023, the Board elected Mr. Ziyuan Liu as the new chairman of the Board.

On July 3, 2023, Mr. Tieliang Liu resigned as a director the Company and a member of the Compensation Committee, the Audit Committee, and the Nominating and Corporate Governance Committee.

On July 10, 2023, Company terminated the employment of its Chief Operating Officer, Jing Shan, with cause. The termination was effective immediately.

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 September 21, 2023, Mr. Heng Wang resigned as a director of the Company and a member of the Compensation Committee, the Audit Committee, and the Nominating and Corporate Governance Committee.

On September 25, 2023, the Company elected Mr. Xu Zhao as a Class I independent director to serve until the annual meeting of stockholders for the fiscal year 2022, to fill the vacancy on the Board resulting from the resignation of Mr. Heng Wang. The Board appointed Mr. Zhao to serve as a member of the Audit Committee, a member of the Compensation Committee and Chair of the Nominating and Corporate Governance Committee.

On September 28, 2023, Ms. Ling Jiang resigned as a director of the Company and a member of the Compensation Committee, the Audit Committee, and the Nominating and Corporate Governance Committee.

Litigation

On **October 3, 2021** October 6, 2023, the Company entered into elected Ms. Yangyang Xu as a Strategic Alliance Agreement with HighSharp (Shenzhen Gaoru) Electronic Technology Co. Class III independent director to serve until the annual meeting of stockholders for the fiscal year 2024, to fill the vacancy resulting from the resignation of Ms. Ling Jiang. The Board appointed Ms. Xu to serve as Chairwoman of the Compensation Committee and as a member of the Audit Committee and the Nominating and Corporate Governance Committee.

On July 31, 2024, Ltd. ("HighSharp") to establish Mr. Haotian Song resigned from his position as a joint venture for collaborative engineering, technical development and commercialization vice president of a bitcoin mining machine under the name Thor Miner Inc. ("Thor Minor"), granting Thor Miner exclusive rights covering design production, intellectual property, branding, marketing and sales. On October 11, 2021, Thor Miner was formed in Delaware and is 51% owned by the Company and 49% owned by HighSharp, 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.

SOS Information Technology New York, Inc. ("SOSNY"), a company incorporated under the laws of state of New York and a wholly owned subsidiary of SOS Ltd. (a NYSE listed holding company, which provides marketing data, technology and solutions to the emergency rescue services in China, filed a lawsuit in the New York State Supreme Court on December 9, 2022 against Thor Miner (together with the Company, referred to as the "Corporate Defendants"), Lei Cao, Yang Jie, John F. Levy, Tieliang Liu, Tuo Pan, Shi Qiu, Jing Shan, and Heng Wang (jointly referred to as the "Individual Defendants") (collectively, the Individual Defendants and the Corporate Defendants are the "Defendants"). SOSNY and Thor Miner entered into a Purchase and Sale Agreement dated January 10, 2022 (the "PSA") for the purchase of \$200,000,000 in crypto mining rigs, which SOSNY claims was breached by the Defendants.

SOSNY and Defendants entered into a certain settlement agreement and general mutual release with an Effective Date of December 28, 2022 (the "Settlement Agreement"). Pursuant to the Settlement Agreement, Thor Miner agreed to pay \$13,000,000 (the "Settlement Payment") to SOSNY in exchange for SOSNY dismissing the lawsuit with prejudice as to the settling Defendants and without prejudice as to all others. The full Settlement Payment was made in December 2022 and SOSNY dismissed the lawsuit with prejudice against us and the other Defendants on December 28, 2022.

The Company and Thor Miner further covenanted and agreed that if they receive additional funds from HighSharp related to the PSA, they will promptly transfer such funds to SOSNY in an amount not to exceed \$40,560,569 (which is the total amount paid by SOSNY pursuant to the PSA less the price of the machines actually received by SOSNY pursuant to the PSA). The Settlement Payment and any payments subsequently received by SOSNY from HighSharp will be deducted from the total amount of \$40,560,569 previously paid by, and now due and owing to SOSNY. In further consideration of the Settlement Agreement, Thor Miner provided SOSNY an assignment of all claims it may have against HighSharp or otherwise to the proceeds of the PSA.

On September 23, 2022, Hexin Global Limited and Viner Total Investments Fund filed a lawsuit against the Company and other defendants in the United States District Court for the Southern District of New York (the "Hexin lawsuit"). On December 5, 2022, St. Hudson Group LLC, Imperi Strategies LLC, Isyld Technology Limited, and Hsqynn Family Inc. filed a lawsuit against the Company and other defendants in the United States District Court for the Southern District of New York (the "St. Hudson lawsuit," and together with the Hexin lawsuit, the "Investor Actions"). The plaintiffs in the Investor Actions are investors that entered into a securities purchase agreement with the Company in December 2021 as more fully described below. Each of these plaintiffs asserted causes of action for, among other things, violations of the federal securities laws, breach of fiduciary duty, fraudulent inducement, breach of contract, conversion, and unjust enrichment, and seeks monetary damages and specific performance to remove legends from certain securities sold pursuant to the Securities Purchase Agreement. The Hexin lawsuit claimed monetary damages of "at least \$6 million," plus interest, costs, fees, and attorneys' fees. The St. Hudson lawsuit claimed monetary damages of "at least \$4.4 million," plus interest, costs, fees, and attorneys' fees.

On October 6, 2022, Jinhe Capital Limited ("Jinhe") filed a lawsuit against the Company in the United States District Court for the Southern District of New York, asserting causes of actions for, among other things, breach of contract, breach of the covenant of good faith and fair dealing, conversion, quantum meruit, and unjust enrichment, in connection with a financial advisory agreement entered into by and between Jinhe and the Company on November 10, 2021. Jinhe claimed monetary damages of "at least \$575,000" and "potentially exceeding \$1.8 million," plus interest, costs, and attorneys' fees.

On January 10, 2023, the St. Hudson lawsuit was consolidated with the Jinhe lawsuit and Hexin lawsuit and on February 24, 2023, all three consolidated actions were dismissed without prejudice by the court, in furtherance of the parties having reached an agreement in principle to settle their disputes. The Company, Yang Jie, Jing Shan, and the plaintiffs in the three actions entered into a certain settlement agreement and general mutual release with an effective date of March 10, 2023, pursuant to which the Company agreed to pay the plaintiffs \$10,525,910.82. The plaintiffs agreed to discharge and forever release the defendants from all claims that were or could have been raised in those actions, as well as dismissal of each of the actions with prejudice. The Company has no role or knowledge as to how the settlement payment will be allocated between and among the plaintiffs. The Company made the settlement payment on March 14, 2023. The plaintiffs agreed to irrevocably forfeit 3,728,807 shares of Common Stock they hold. The cancellation of these shares has been completed. The fair value of the shares was \$2,125,420 on March 10, 2023, the settlement amount over the fair value of the cancelled shares was recorded as other expenses in the Company's consolidated statement of operations. **Litigation**

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 and other defendants in the United States District Court for the Eastern District of New York ("EDNY"), alleging violations of federal securities laws related to alleged false or misleading disclosures made by the Company in its public filings. **filings** (the "SGLY Securities Class Action"). The plaintiff seeks unspecified damages, plus interest, costs, fees, and attorneys' fees. On February 7, 2023, the Company filed a motion to dismiss on November 20, 2023, two additional plaintiffs moved to be appointed as the lead class plaintiff in this action; those motions remain under consideration which is fully-briefed and awaiting the Court's consideration. determination. As this action is still in the early stage, the Company cannot predict the outcome.

In addition to the above litigations, On July 13, 2023, SG Shipping & Risk Solution Inc. ("SG Shipping"), an indirect wholly owned subsidiary of the Company, is also subject to a complaint against Jing Shan, its former chief operating officer, accusing her of the unauthorized wire transfer of \$3 million to **additional contractual litigations as Goalowen** (the "Conversion Lawsuit"). On March 23, 2023, Jing Shan allegedly signed, without Board's due authorization, an operating income right transfer contract with Goalowen Inc., pursuant to which it Goalowen agreed to transfer its rights to receive income from operating a tuna fishing vessel to SG Shipping for \$3 million. Ms. Shan alleged made the unauthorized wire transfer of \$3 million to Goalowen on May 5, 2023. This lawsuit is **unable** filed with the EDNY. Ms. Shan moved to estimate dismiss the **outcome**, case on March 19, 2024 and the decision is currently pending with the court. Fact discovery is currently underway. The Company remains committed to pursuing its claims and seeks damages.

On August 23, 2023, Jing Shan commenced a lawsuit against the Company in the Richmond City Circuit Court of Virginia for unpaid salaries and indemnification of her litigation costs defending herself in the SGLY Securities Class Action and the Conversion Lawsuit. The court entered an order on May 3, 2024, granted Jing Shan's request for payment of withheld wages through the time of her termination, plus liquidated damages, and litigation costs in prosecuting the withheld wages. The court denied Jing Shan's motion for expenses incurred in other litigation, deferring those issues to resolution by trial. The Company has paid the past due wages and statutory liquidated damages. Jing Shan filed a motion for rule to show cause on July 29, 2024, demanding payment of attorney's fees of \$36,523.21, plus sanctions by the court for the Company's failure to comply with the court's order of payment.

On October 23, 2023, the Company filed a complaint against its former CFO, Tuo Pan, accusing her of conversion due to her alleged involvement in two unauthorized transfers from the Company, amounting to \$219,000 and \$7,920, respectively. The Company decided not to pursue this matter any further and withdrew the complaint.

On January 18, 2024, John Levy, a former board member of the Company, filed a claim in the EDNY for reimbursement and advancement of reasonable legal fees, costs, and expenses incurred in connection with defending the action *Crivellaro v. Singularity Future Technology Ltd.*, 22-cv-7499-BMC, in which John Levy was named as an individual defendant. On a letter dated August 6, 2024, John Levy notified the court that it would move for default judgement. The Company does not intend to defend its position.

In February 2024, Zhikang Huang, a former employee of the Company filed a lawsuit against the Company in the Richmond City Circuit Court of Virginia. In the complaint, Zhikang Huang alleges claims that the Company failed to compensate him for the severance payment of \$300,000 contemplated in Section 6.3 of the Employee Agreement, his two months' salary of \$25,000 for the months of November and December 2023 and the incentive-based bonus to which he is entitled pursuant to paragraph 4.2 of the Employee Agreement. A hearing on plaintiff's motion to compel discovery was scheduled on August 26, 2024. The Company intends to defend its position.

Government Investigations

Following ~~a~~ 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~~ ~~Commission~~ (the "SEC"). The Company ~~is~~ ~~cooperating~~ ~~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.

Nasdaq Listing Deficiencies 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 **May 24, 2022** June 17, 2024, the Company received a **delinquency notice** subpoena from Nasdaq indicating that 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 was not able to predict its outcome, duration, or any potential consequences at this time. The SEC has not yet been in compliance with Nasdaq Listing Rule 5250(c)(1) due to its delay in filing its Quarterly Report on Form 10-Q for the quarter ended March 31, 2022. The Company was provided 60 days to submit a plan to regain compliance. On July 25, 2022 and September 14, 2022, the Company submitted its plan to regain compliance and supplementary information related to the plan, respectively (collectively, the "Compliance Plan"). Based on the review of the Compliance Plan as well as telephone conversations with outside counsel to the Company and counsel to the Company's Special Committee, the Staff has determined that the Company did not provide a definitive plan evidencing its ability to file the Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 and the Annual Report on Form 10-K for the fiscal year ended June 30, 2022 (collectively, the "Reports") within the 180 calendar day period available to the Staff under the Nasdaq Listing Rules.

On November 16, 2022, the Company received an additional staff determination notice from Nasdaq, advising that it had not received the Company's Form 10-Q for the quarterly period ended September 30, 2022, which served as an additional basis for delisting the Company's securities and that the Nasdaq Hearings Panel (the "Panel") will consider the additional deficiency in rendering a determination regarding the Company's continued listing on The Nasdaq Capital Market. The Company submitted to the Panel a plan to regain compliance with the continued listing requirements, including the filing of the Form 10-Q for the quarterly period ended September 30, 2022.

On January 5, 2023, the Company received a deficiency notice from Nasdaq informing the Company that its common stock, no par value, fails to comply with the \$1 minimum bid price required for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2) based upon the closing bid price of the common stock for the 30 consecutive business days prior to the date of the notice from Nasdaq. The Company has been provided an initial compliance period of 180 calendar days, or until July 5, 2023, to regain compliance with the minimum bid price requirement.

On February 21, 2023, the Company received an additional staff determination notice from Nasdaq, advising that it had not received the Company's Form 10-Q for the quarterly period ended December 31, 2022, which served as an additional basis for delisting the Company's securities. The notice stated that the Nasdaq Hearings Panel will consider the additional deficiency in rendering a determination regarding the Company's continued listing on Nasdaq. The Company submitted to the Panel a plan to regain compliance with the continued listing requirements and was granted a grace period to file all the delinquent reports, including the filing of the Form 10-Q for the quarterly period ended December 31, 2022, on or before February 28, 2023.

On March 8, 2023, the Company received a notice from Nasdaq stating that the Company no longer complies with Nasdaq's audit committee requirement under Nasdaq's Listing Rule 5605 following the resignation of John Levy from the Company's board of directors and audit committee effective February 23, 2023. Nasdaq advised the Company that it has concluded any legal violation has occurred, but any Investigation potentially could result in accordance with Nasdaq's Listing Rule 5605(c)(4), the Company has a cure period government enforcement actions and, to regain compliance (i) until the earlier of the Company's next annual shareholders' meeting civil and/or February 23, 2024; or (ii) if the next annual shareholders' meeting is held before August 22, 2023, then the Company must evidence compliance no later than August 22, 2023, criminal sanctions under relevant laws. The Company has set the record date of September 28, 2023, for an annual meeting of shareholders scheduled to take place on October 13, 2023.

On March 16, 2023, the Company received a formal notification from Nasdaq confirming that the Company had regained compliance with the Nasdaq Listing Rule 5250(c)(1), which requires the Company to timely file all required periodic financial reports **cooperate** with the SEC and that with respect to the matter is now closed, Investigation.

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. Such determination is based on On January 3, 2024, the Company meeting received a notification from Nasdaq, notifying the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on the Capital Market with the exception Company of the bid price requirement, and determination to delist the Company's written notice securities from Nasdaq because of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. The Company intends Company's failure to regain compliance with Nasdaq's the \$1 per share bid price requirement prior to required for continued listing on the end of Nasdaq as set forth in Listing Rule 5550(a)(2). On March 12, 2024, the second Company received a formal notification from Nasdaq confirming that the Company had regained compliance with bid price extension 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.

In January 2016, 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.

In the fiscal year ended June 30, 2017, we 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.

In an effort to further diversify our business, in the second quarter of the fiscal year ended June 30, 2018, we developed our bulk cargo container services segment. Bulk cargo container shipment refers to using containers to ship commodities that are traditionally shipped by freight cargo. Freight cargo rates are usually lower than container freight rates; however, the transit time is much longer and has high minimum quantity requirements. We suspended this service in the fiscal year ended June 30, 2019 due to market environment factors, and discontinued this service in light of the worldwide impact of the coronavirus pandemic.

In the fiscal year ended June 30, 2018, we established a wholly owned subsidiary, Ningbo Saimeinuo Web Technology Ltd. ("Ningbo"), which is 100% owned by Sino-Global Shipping New York Inc. ("SG Shipping NY"), a New York corporation and a wholly owned subsidiary of the Company, which primarily engages in transportation management and freight logistics services, including overseas shipping.

Since the fiscal year ended June 30, 2019, trade dynamics have made it more expensive for shipping carrier clients to cost-effectively move cargo into U.S. ports, and as a result, we realized lower shipping volumes, which has caused us to shift our focus back to the shipping agency business.

business around 2019.

On January 10, 2020, we entered into a cooperation agreement with Mr. Shanming Liang, a stockholder of the Company, to establish a joint venture named LSM Trading Ltd., in which the Company holds a 40% equity interest. For the year ended June 30, 2023, the Company invested \$210,000 in the joint venture. The joint venture has not commenced operations as of the date of this report.

On December 14, 2020, we incorporated a new entity named Blumargo IT Solution Ltd. ("Blumargo") in the U.S. SG Shipping NY held an 80% ownership interest in Blumargo, which was established in partnership with Tianjin Anboweiyi Technology Co. ("Tianjin"), to build up hi-tech and information-based logistics services to meet customer demand. On June 30, 2022, SG Shipping NY acquired the 20% interest held from Tianjin and increased its ownership to 100%.

From March to June In 2021, the Company engaged in cryptocurrency mining in China. On March 2, 2021, the Company entered into a purchase agreement with Hebei Yanghuai Technology Co., Ltd. ("Yanghuai") for the purchase of 2,783 digital currency mining machines for a total purchase price of RMB 30 million (approximately \$4.6 million). Yanghuai agreed to manage and operate the servers after the purchase at its site with no further charge from March 10, 2021 to March 9, 2022, after which time the Company could engage Yanghuai to continue providing services for a fee. The first cash payment of approximately \$0.9 million was paid within 15 days after the date of signing the Agreement.

Over the last two months of the Company's 2021 fiscal year, national and local governments in China started to restrict and ban cryptocurrency mining operations, causing owners of mining machines to cease mining operations. Based on the amended agreement signed by the Company and Yanghuai on September 17, 2021, the Company is not liable to perform under the remainder of the contract and obtained title to half of the servers. The Company recorded an impairment for the mining equipment in the last quarter of 2021 in the amount of approximately \$0.9 million. The two parties have restructured the Purchase Agreement to reduce the purchase price from RMB 30 million to RMB 6 million and to allocate the purchased servers between the Company and the Seller. The Seller transported servers representing half of the agreed 50,440 terahashes (one trillion) per second (th/s) in computing power (or a total of 25,220 th/s in computing power) to our Ningbo subsidiary in China and then shipped them to us in the U.S.

On April 21, 2021, the Company set up a joint venture in Texas, U.S. under the name of "Brilliant Brilliant Warehouse Service Inc.", to support its freight logistics services in the U.S., pursuant to a cooperation agreement with Mr. Bangpin Yu. SG Shipping NY has a 51% equity interest in the joint venture.

In July 2021, the Company registered and a new company, subsidiary, Gorgeous Trading Ltd. ("Gorgeous Trading"), which is 100% owned by SG Shipping NY. Gorgeous Trading is mainly engaged in smart warehouse and related business in Texas.

On August 31, 2021, the Company formed a joint venture, Phi Electric Motor, Inc. in New York, which is 51% owned by SG Shipping NY. Phi Electric Motor, Inc. has had no operations as of the date of this report.

On September 29, 2021, the Company formed a 100% owned subsidiary, SG Shipping & Risk Solution Inc., in New York. On December 23, 2021, SG Shipping & Risk Solution Inc. formed a wholly-owned subsidiary, SG Link LLC, in New York. As of the date of this report, the two companies have had no operations.

On October 3, 2021, the Company entered into a Strategic Alliance Agreement with HighSharp to establish a Delaware joint venture for collaborative engineering, technical development and commercialization of a bitcoin mining machine under the name Thor Miner Inc. which is 51% owned by the Company and 49% owned by HighSharp. Thor Miner was given exclusive rights covering design production, intellectual property, branding, marketing and sales. On October 11, 2021,

On December 31, 2021, the Company entered into a series of agreements to terminate 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 made the decision to dissolve dissolved the VIE structure, and Sino-China because Sino-China has no active operations and the Company wanted to remove any potential risks associated with any VIE structures. In addition, the Company dissolved its subsidiary Sino-Global Shipping LA, Inc.

On April 10, 2022,

From 2021 to 2022, the Company entered into engaged in cryptocurrency mining in China for a joint venture agreement with Golden Mainland 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 Georgia corporation ("Golden Mainland") to establish Delaware subsidiary of the Company that engaged in technical development and commercialization of a joint venture to build Bitcoin mining sites in Texas, Ohio, and other states. machine, was dissolved on February 14, 2024. The Company does not plan to pursue bitcoin mining business at this business with Golden Mainland, 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; and
- Continue to monetize our relationships with our strategic partners and leverage their support and our innovation to expand our business, 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;

With

Use vivid cases and data to showcase the establishment company's outstanding achievements in the field of our subsidiary in Los Angeles, we added cargo forwarding 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 our service platform in the second quarter of fiscal 2017, which is included in our inland transportation business line for the year ended June 30, 2016. As we are developing our cargo forwarding services, the Company provides freight logistics services reduce customer costs and container trucking services as two new business segments in fiscal 2017. During fiscal year 2018, the Company began to provide bulk cargo container services to the customers. On November 13, 2019, the Company entered into a cooperation agreement with Shanming Liang, a director of Guangxi Jingqiao Industrial Group Co., Ltd., to cooperate and expand the bulk cargo container services business, 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.

We historically focused our business on providing our customers with customized shipping agency services. In the past, our business came predominately from our strong business relationships with our key strategic partners in China. To reduce our dependency on a single business line, we have leveraged, and will continue to leverage, our business relationships with strategic partners to introduce new service offerings to the market and to diversify our business. Our strategic plan for the next five years is to continue to diversify our service mix and actively seek new growth opportunities to expand our business footprint in the U.S. market to reduce our dependency on the revenue generated from China. For decades, the shipping industry has been operated under traditional business models without many meaningful changes. Today, technological innovation has already played a big role in changing every conventional industry. We believe the internet will be a big part of the future logistics chain services and a transformative era in shipping and freight logistics business is coming. As an innovative solution provider, Meanwhile, we plan to apply our technical ability, industry expertise and cutting-edge information technology in the conventional shipping business to better connect supply and demand and to develop seamless linkages in logistics chains.

As a result of our plan to diversify, we continued to provide on inland transportation management services and logistics between the U.S. and China, such as providing freight logistics services, container trucking services and bulk cargo container services. During this process, we will continue to adjust and develop our strategic plans based on the change of business environment.

However, with our decades of experience in shipping agency business and solid business relationships with Baosteel Group and Shougang Group, who are among the biggest importers of iron ore in China, we believe it is to the Company's best interest to redirect our focus on this segment in 2019 based on our assessment of current global trading environments. To our understanding, we are one of few shipping agents specialized in providing a full range of general shipping agency services in China and the only shipping agency company listed on a public exchange in the U.S. while other shipping agencies are much smaller and more fragmented. With the setup of the Ningbo joint venture, we are able to use our resources such as our customer base, our currently developing IT infrastructure and our business insight to build a global network of shipping agencies. In addition, our current business segments like freight logistics and container trucking can also be integrated and enable us to provide more comprehensive logistics services for our customers.

Our plan is to develop a shipping agency network in China and South East Asia for the next three years and expand our shipping agency network worldwide. We plan to build the network through acquisitions or strategic partnership with other shipping agencies. Our shipping agency business will be mostly conducted through our China, Hong Kong and Australia subsidiaries.

In fiscal year 2020, we entered into a general shipping agency service agreement with Mandarine Bulk Ltd. as the sole general shipping agency and a shipping management services agreement with Qingdao Lizhou Ship Management Co., Ltd. We have expanded our business to increase sales revenue solar energy production facility in the United States 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 get more customers who can settle to cooperate with the government to participate in U.S. dollars projects and obtain support.

In fiscal 2024, while we continue to provide our current traditional logistics business, we will integrate the traditional business with modern technology to develop a brand-new business model. On September 27, 2020, we signed a MOU with EMB Technology Co., LTD ("EMB"). Our company and EMB will combine the advantages of traditional logistics business/new technology and match the marketing economic requirements of the post-covid-19 world, gathering our many years of industry experience and customer group, with big data analysis, artificial intelligence, machine learning technologies, research and development platforms for the new business model, joint business partner's data interface, to change the traditional business model from delivery to businesses into delivery directly to customers. At the same time, we plan to strengthen the research and development force to complete the transformation of the company's business model and profit model step by step. After deep market research and demand analysis, with the actual situation in North America, iterative developing a certain popular App of high customer coupling, easy to form the functional industrial chain and derivative products and related services. We also expect to make achievements in the remote service industry include the service industry of enterprise portal, and the service industry of ERP customization/implementation/maintenance for small and medium-sized businesses, try to create a new milestone in the company's business.

Our Customers

Our main customers for the fiscal years ended **June 30, 2023** **June 30, 2024** and **2022** are Chongqing Iron & Steel Ltd. and SOSNY. For the years ended **June 30, 2024** and **2023**, Chongqing Iron & Steel Ltd. and SOSNY. For the years ended **June 30, 2023** and **2022**, Chongqing Iron & Steel Ltd. accounted for **52.7%** **77.2%** and **45.6%** **52.7%** of the Company's revenues, respectively. For the years ended **June 30, 2023** **June 30, 2024** and **2022**, SOSNY accounted for **16.1%** **nil** and **27.9%** **16.1%** of the Company's gross revenue.

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, 2024**, two suppliers accounted for approximately 21.2% and 20.1% of our total purchases, respectively. For the year ended **June 30, 2023**, two suppliers accounted for approximately 19.6% and 19.5% of our total purchases, respectively. For the year ended **June 30, 2022**, two suppliers accounted for approximately 26.3% and 24.1% 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.
- **Strong leadership and a competent professional team.** Our CEO is an industry veteran with more than thirty years of extensive industry experience including ten years working for COSCO, one of the largest shipping companies in the world. 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. SINO is a NASDAQ-listed company that already has more flexibility in capital raise comparing to companies that are not on a U.S. major stock exchange or private companies. We already have a network that covers the US East coast, West coast, Canada, Australia, Hong Kong, Beijing, and Ningbo. We maintain strong relationships with customers and market resources. The current shipping agency market is more competitive yet enable companies like us who has better resources in this market niche to expand.

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 enable 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

Employees

As of the date of this Report, we have **28** **15** full-time employees, **12** **10** of whom are based in China and **16** **5** are based in the United States. Of the total full-time employees, **9** **6** are in management, **10** **6** are in operations, **6** **4** are in finance and accounting related and **3** **1** 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 other than two pending trademark applications for "Thor" and "Thor Miner." 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. As this action is still in the early stage, the Company cannot predict the outcome, and certain of our officers in the U.S. District Court for the Eastern District of New York.

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 involve 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 our business.

For the years ended June 30, 2023 and  2022, one customer, Chongqing Iron & Steel Ltd., accounted for  52.7%  77.2% and  60.8%  52.7% of our 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 our business.

For the year ended **June 30, 2023** **June 30, 2024**, two suppliers accounted for approximately **19.6%** **21.2%** and **19.5%** **20.1%** of our total purchases, respectively. For the year ended **June 30, 2022** **June 30, 2023**, two suppliers accounted for approximately **26.3%** **19.6%** and **24.1%** **19.5%** 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.

Additionally, due to the unpredictable nature of COVID-19 regulations in China, our suppliers based in China may be affected by COVID-19 related issues such as shutdowns and delays. This may cause us to become unable to fulfill our customer orders on a timely basis, which may cause us to cancel orders and provide refunds, as demonstrated in our settlement with SOSNY.

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 doubtful accounts. 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 conducted an assessment of the effectiveness of our disclosure controls and procedures as of June 30, 2023 June 30, 2024. Based on the foregoing evaluation, our Chief Operating Officer concluded that the Company's disclosure controls and procedures were not effective due to ineffective internal controls over financial reporting that stemmed from the following material weaknesses for the year ended and as of June 30, 2023 June 30, 2024:

- 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;
- 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;
- Lack of resources with technical competency to address, review and record non-routine or complex transactions under U.S. GAAP;
- 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;
- 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);
- Lack of proper procedures to maintain supporting documents for accounting record; and
- Lack of proper oversight for the Company's cash disbursement process that led to misuse of the Company funds by its former executive.

In order to remediate the material weaknesses stated above, we intend to implement the following policies and procedures:

- Hiring additional accounting staff to report the internal financial timely;
- Reporting other material and non-routine transactions to the Board and obtain proper approval;
- Recruiting additional qualified professionals with appropriate levels of U.S. GAAP knowledge and experience to assist in resolving accounting issues in non-routine or complex transactions;
- Developing and conducting U.S. GAAP knowledge, SEC reporting and internal control training to senior executives, management personnel, accounting departments and the IT staff, so that management and key personnel understand the requirements and elements of internal control over financial reporting mandated by the U.S. securities laws;
- Setting up budgets and developing expectations based on understanding of the business operations, compare the actual results with the expectations periodically and document the reasons for the fluctuations with further analysis. This should be done by CFO and reviewed by CEO upon their communications with the Board;
- Strengthening our corporate governance;
- Setting up policies and procedures for the Company's related party identification to properly identify, record and disclose related party transactions; and
- Setting up proper procedures for the Company's fund disbursement process to ensure that cash is disbursed only upon proper authorization, for valid business purposes, and that all disbursements are properly recorded.

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 May 24, 2022, the Company received a delinquency notice from Nasdaq indicating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) due to its delay in filing its Quarterly Report on Form 10-Q for the quarter ended March 31, 2022. The Company was provided 60 days to submit a plan to regain compliance. On July 25, 2022 and September 14, 2022, the Company submitted its Compliance Plan. Based on the review of the Compliance Plan as well as telephone conversations with outside counsel to the Company and counsel to the Company's Special Committee, the Staff has determined that the Company did not provide a definitive plan evidencing its ability to file the Reports within the 180 calendar day period available to the Staff under the Nasdaq Listing Rules.

On November 16, 2022, the Company received an additional staff determination notice from Nasdaq, advising that it had not received the Company's Form 10-Q for the quarterly period ended September 30, 2022, which served as an additional basis for delisting the Company's securities and that the Panel will consider the additional deficiency in rendering a determination regarding the Company's continued listing on Nasdaq. The Company has submitted to the Panel a plan to regain compliance with the continued listing requirements, including the filing of the Form 10-Q for the quarterly period ended September 30, 2022.

On January 5, 2023, the Company received a deficiency notice from Nasdaq informing the Company that its common stock, no par value, fails to comply with the \$1 minimum bid price required for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2) based upon the closing bid price of the common stock for the 30 consecutive business days prior to the date of the notice from Nasdaq. The Company has been provided an initial compliance period of 180 calendar days, or until July 5, 2023, to regain compliance with the minimum bid price requirement.

On February 21, 2023, the Company received an additional staff determination notice from Nasdaq, advising that it had not received the Company's Form 10-Q for the quarterly period ended December 31, 2022, which served as an additional basis for delisting the Company's securities. The notice stated that the Panel will consider the additional deficiency in rendering a determination regarding the Company's continued listing on Nasdaq. The Company has submitted to the Panel a plan to regain compliance with the continued listing requirements and has been granted a grace period to file all the delinquent reports, including the filing of the Form 10-Q for the quarterly period ended December 31, 2022, on or before February 28, 2023.

On March 8, 2023, the Company received a notice from Nasdaq Listing Qualifications department of Nasdaq stating that the Company no longer complies with Nasdaq's audit committee requirement under Nasdaq's Listing Rule 5605 following the resignation of John Levy from the Company's board of directors and audit committee effective February 23, 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 (i) until the earlier of the Company's next annual shareholders' meeting or February 23, 2024; or (ii) if the next annual shareholders' meeting is held before August 22, 2023, then the Company must evidence compliance no later than August 22, 2023.

On March 16, 2023, the Company received a formal notification from Nasdaq confirming that the Company had regained compliance with the Nasdaq Listing Rule 5250(c)(1), which requires the Company to timely file all required periodic financial reports with the Securities and Exchange Commission, and that the matter is now closed.

On July 7, 2023, the Company received an Notice of Noncompliance Letter (the "Letter") 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). The Letter also states On October 19, 2023, the Company received a formal notification from the Nasdaq confirming that the Company has 45 calendar days to submit a plan to regain had regained compliance (the "Plan") with Listing Rule 5620(a), 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. Nasdaq requires the Plan to be submitted no later than August 21, 2023, 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. Such determination is based on On January 3, 2024, the Company meeting received a notification from Nasdaq, notifying the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on the Capital Market with the exception Company of the bid price requirement, and determination to delist the Company's written notice securities from Nasdaq because of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. The Company intends Company's failure to regain compliance with Nasdaq's the \$1 per share bid price requirement prior to required for continued listing on the end of Nasdaq as set forth in Listing Rule 5550(a)(2). On March 12, 2024, the second Company received a formal notification from Nasdaq confirming that the Company had regained compliance with bid price extension 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 March 3, 2021 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 five facilities in the PRC and the United States. two facilities. Our PRC headquarters is in Shanghai and our U.S. headquarters is in New York. We have closed the two facilities in Texas when the leases expired earlier this year.

Office	Address	Rental Term	Space
New York, USA	98 Cutter Mill Rd Suite 322 Great Neck, New York 11021	Expires 07/31/2026	3,033 ft ²
Shanghai, PRC	Rm 12D & 12E, No.359 Dongdaming Road, Hongkou District, Shanghai, PRC 200080	Expires 12/31/2024	3,078 ft ²
Texas, USA	6161 Savoy Dr, Suite 1040 Houston, Texas 77036	Expires 06/30/2024	954 ft ²
Texas, USA	12733 Stafford Road, Suite 400 Stafford, Texas 77477	Expires 07/31/2024	46,463 ft ²
Shanghai, PRC	Rm 12D & 12E, No.359 Dongdaming Road, Hongkou District, Shanghai, PRC 200080	Expires 12/31/2023	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 ~~September 25, 2023~~ September 12, 2024, there were ~~8,26~~ 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 ~~2022~~ 2023 and ~~2023~~ 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, 2023~~ and ~~2022~~, June 30, 2024, we ~~operated~~ were engaged in two operating segments: (1) providing freight logistics services ~~through~~ including warehouse services, which were operated by our subsidiaries Trans Pacific Shipping Limited and Gorgeous Trading Ltd. and Brilliant Warehouse Service Inc in the ~~U.S.~~ United States. Our range of services include transportation, warehouse, collection, last-mile delivery, drop shipping, customs clearance, and PRC; and (2) overseas transit delivery. For the purchase and sales of crypto mining machines, through our subsidiary Thor Miner. The fiscal year ended June 30, 2024, the Company ~~no longer operates~~ in the shipping agency segment because it did not receive sell crypto-mining machines.

We have not generated any new orders for its services due to revenues to date with respect to our entry into the uncertainty of the shipping management market which was negatively impacted by the COVID-19 pandemic, solar panel production and distribution business.

Recent Developments

The following events had a material impact on our financial statements. For other recent developments, see "Item 1. Business – Recent Developments."

On January 10, 2022, Thor Miner entered into a purchase agreement with HighSharp. Pursuant to the agreement, Thor Miner agreed to purchase certain cryptocurrency mining equipment from HighSharp. In January and April 2022, Thor Miner prepaid \$35,406,649 for the order. Thor Miner also entered into a PSA with SOSNY for the purchase of \$200,000,000 in crypto mining rigs and received a deposit from SOSNY in the amount of \$48,930,000.

Due to HighSharp's production issue, Thor Miner 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 was unable to timely deliver the products to SOSNY according rounded up to the delivery terms 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 PSA and was sued by SOSNY Company's common stock to satisfy the \$1.00 minimum bid price requirement for breach continued listing of contract the common stock on December 9, 2022. As the NASDAQ Stock Market. The reverse stock split did not affect the number of December 22, 2022 total authorized shares of common stock of the Company.

Nasdaq Listing Deficiencies

On January 3, 2024, the balance Company received a Staff determination notice from Nasdaq notifying the Company of the advance made Staff's determination to HighSharp 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 deposit 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 SOSNY amounted 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 \$27,927,583 (1) the 2021 Form 10-K (the "Amended Form 10-K") and \$40,560,569, respectively. (2) each of the 2021 Form 10-Qs (the "Amended Form 10-Qs," collectively with the Amended Form 10-K, the "Restatements").

On December 23, 2022 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.

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 Settlement laws of Wyoming, ("Market One"). Pursuant to the JV Agreement, with SOSNY pursuant among other things and subject to which the Company paid \$13.0 million to SOSNY in exchange for SOSNY dismissing the lawsuit terms and conditions contained therein, New Energy and Market One agreed to transfer any additional funds it receives from HighSharp establish a limited company under the laws of Ohio, SG Campbells Creek Commodities (the "JV"), to SOSNY engage in an amount not the business of commodity trading. The parties also plan to exceed \$40,560,569. Thor Miner wrote off expand into the balance sale of the deposit it received from SOSNY and the balance of its payment to HighSharp. solar panels.

Impact of COVID-19

The outbreak of the COVID-19 virus ("COVID-19") starting from late January 2020 in the PRC spread rapidly to many parts of the world. In March 2020, the World Health Organization declared COVID-19 as a pandemic.

In early December 2022, the Chinese government eased its strict control measures for COVID-19, which led to a surge in increased infections and disruption to disruptions in our business operations. In 2023, our China operation continued to suffer from the impact of COVID-19, although to a lesser extent. The impact of any future spread impact of COVID-19 on the Company's China operation operational results will depend on, to a large extent, on the duration and resurgence of COVID-19 variants and the actions taken by government authorities to contain COVID-19 or treat its impact, almost all of which is beyond our control.

The impact of COVID-19 on our business, financial condition, and results of operations include, but are not limited to, the following:

- Our customers have been negatively impacted by the pandemic, which reduced their demand for freight logistics services. As a result, our revenue for the year ended June 30, 2022 was down by approximately \$1.2 million, or 22.6% and our freight revenue declined slightly in the year ended June 30, 2023.
- Due to travel restrictions between US and China, our new business development for existing segments or new ventures has been slowed down.
- Our sales of crypto mining machines were materially adversely affected by COVID-19. Specifically, Crypto mining machine manufacturers were impacted by the constrained supply of the semiconductors used in the production of the highly specialized crypto mining machines. COVID-related issues exacerbated port congestion and intermittent supplier shutdowns and delays, resulted in delayed shipments and additional expenses to expedite delivery. As a result, we were unable to fulfil our customer orders on a timely basis, resulting in the cancellation of orders and the partial refund of purchases, as evident from the SOSNY settlement.

Although the impact of COVID-19 on our operations decreased in 2023, such impact still exists and may continue to exist for an unforeseeable period of time. The impact of any future spread of COVID-19 on the Company's China operation will depend, to a large extent, on the duration and resurgence of COVID-19 variants and the actions taken by government authorities to contain COVID-19 or treat its impact, almost all of which is beyond our control.

Results of Operations

Comparison of the Years Ended June 30, 2023 June 30, 2024 and 2022

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

	For the Years Ended June 30,					
	2024		2023		Change	
	US \$	%	US \$	%	US \$	%
Revenues	3,136,681	100.0%	4,538,723	100.0%	(1,402,042)	(30.9)%
Cost of revenues	3,614,947	115.2%	3,990,654	87.9%	(375,707)	(9.4)%
Gross margin	(15.2)%	N/A	12.1%	N/A	(27.3)%	N/A
Selling expenses	252,278	8.0%	232,569	5.1%	19,709	8.5%
General and administrative expenses	5,031,852	160.4%	11,572,888	255.0%	(6,541,036)	(56.5)%
Impairment loss of investment	-	-	128,369	2.8	(128,369)	(100.0)%
Impairment loss of Cryptocurrencies	72,179	2.3%	18,279	0.4%	53,900	294.9%
Impairment loss of fixed assets and right of use asset	-	-	33,469	0.7%	(33,469)	(100.0)%
Provision for doubtful accounts, net of recovery	87,629	2.8%	2,827,511	62.3%	(2,739,882)	(96.9)%
Stock-based compensation	-	-	329,778	7.3%	(329,778)	(100.0)%
Total costs and expenses	9,058,885	288.8%	19,133,517	421.6%	(10,074,632)	(52.7)%

	For the Years Ended June 30,					
	2023		2022		Change	
	US \$	%	US \$	%	US \$	%
Revenues	4,538,723	100%	3,988,415	100.0%	550,308	13.8%
Cost of revenues	3,990,654	87.9%	4,136,474	103.7%	(145,820)	(3.5)%
Gross margin	12.1%	N/A	(3.7)%	N/A	15.8%	N/A
Selling expenses	232,569	5.1%	385,890	9.7%	(153,321)	(39.7)%
General and administrative expenses	11,572,888	255.0%	9,301,784	233.2%	2,271,104	24.4%
Impairment loss of investment	128,369	2.8%	-	-	128,369	100%
Impairment loss of Cryptocurrencies	18,279	0.4%	170,880	4.3%	(152,601)	(89.3)%
Impairment loss of fixed assets and right of use asset	33,469	0.7%	1,006,305	25.2%	(972,836)	(96.7)%
Provision for doubtful accounts, net of recovery	2,827,511	62.3%	1,613,504	40.5%	1,214,007	75.2%
Stock-based compensation	329,778	7.3%	10,064,622	252.3%	(9,734,844)	(96.7)%
Total costs and expenses	19,133,517	421.6%	26,679,459	668.9%	(7,545,942)	(28.3)%

Revenues

Revenues increased decreased by \$550,308, \$1,402,042, or approximately 13.8% 30.9%, to \$ 3,136,681 for the year ended June 30, 2024 from \$4,538,723 for the year ended June 30, 2023 from \$3,988,415 for the year ended June 30, 2022. The increase decrease was primarily due to increased decreased revenue from our sale of crypto mining equipment. The equipment and the decline in revenues of our freight logistics services. Revenues from our logistics services business decreased by \$669,477, or approximately 17.6%, to \$3,136,681 for the year ended June 30, 2024 from \$3,806,158 for the year ended June 30, 2023. The Company ceased to sell crypto-mining equipment since January 1, 2023.

The following tables present summary information by segments for the years ended June 30, 2023 June 30, 2024 and 2022; 2023:

	For the Year Ended June 30, 2024		
	Freight Logistics Services	Sales of Crypto Mining Machines	Total
Net revenues*	\$ 3,136,681	\$ -	\$ 3,136,681
Cost of revenues	\$ 3,614,947	\$ -	\$ 3,614,947
Gross profit	\$ (478,266)	\$ -	\$ (478,266)
Depreciation and amortization	\$ 131,125	\$ 1,070	\$ 132,195
Total capital expenditures	\$ (589)	\$ -	\$ (589)
Gross margin	(15.2)%	-	(15.2)%
	For the Year Ended June 30, 2023		
	Freight Logistics Services	Sales of Crypto Mining Machines	Total
Net revenues	\$ 3,806,158	\$ 732,565	\$ 4,538,723
Cost of revenues	\$ 3,990,654	\$ -	\$ 3,990,654
Gross profit	\$ (184,496)	\$ 732,565	\$ 548,069
Depreciation and amortization	\$ 163,635	\$ 713	\$ 164,348
Total capital expenditures	\$ (38,440)	\$ 2,852	\$ (35,588)
Gross margin	(4.8)%	100%	12.1%
	% Changes For the Years Ended June 30, 2024 and 2023		
	Freight Logistics Services	Sales of Crypto Mining Machines	Total
Net revenues	(17.6)%	(100.0)%	(30.9)%
Cost of revenues	(9.4)%	N/A %	(9.4)%
Gross profit	159.2%	(100.0)%	(187.3)%
Depreciation and amortization	(19.9)%	50.1%	(19.6)%
Total capital expenditures	(98.5)%	(100.0)%	(98.3)%
Gross margin	(10.4)%	(100.0)%	(27.3)%
	For the Year Ended June 30, 2023		
	Freight Logistics Services	Sales of Crypto Mining Machines	Total
Net revenues*	\$ 3,806,158	\$ 732,565	\$ 4,538,723
Cost of revenues	\$ 3,990,654	\$ -	\$ 3,990,654
Gross profit	\$ (184,496)	\$ 732,565	\$ 548,069
Depreciation and amortization	\$ 163,635	\$ 713	\$ 164,348
Total capital expenditures	\$ (38,440)	\$ 2,852	\$ (35,588)
Gross margin	(4.8)%	100%	12.1%
	For the Year Ended June 30, 2022		
	Freight Logistics Services	Sales of Crypto Mining Machines	Total
Net revenues	\$ 3,830,615	\$ 157,800	\$ 3,988,415
Cost of revenues	\$ 4,136,474	\$ -	\$ 4,136,474
Gross profit	\$ (305,859)	\$ 157,800	\$ (148,059)
Depreciation and amortization	\$ 512,586	\$ 21,052	\$ 533,638
Total capital expenditures	\$ 840,319	\$ 34,199	\$ 874,518
Gross margin	(8.0)%	100.0%	(3.7)%
	% Changes For the Years Ended June 30, 2023 and 2022		
	Freight Logistics Services	Sales of Crypto Mining Machines	Total
Net revenues	(0.6)%	364.2%	13.8%

Cost of revenues	(3.5)%	100 %	(3.5)%
Gross profit	(39.7)%	364.2 %	(470.2)%
Depreciation and amortization	(68.1)%	(96.6)%	(69.2)%
Total capital expenditures	(104.6)%	(91.7)%	(104.1)%
Gross margin	3.2 %	0 %	15.8%

Disaggregated information of revenues by geographic locations are as follows:

	For the Years Ended		For the Years Ended	
	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
	2,529,449	2,982,691	2,686,303	2,529,449
PRC	2,009,274	1,005,724	450,378	2,009,274
U.S.				
Total revenues	\$ 4,538,723	\$ 3,988,415	\$ 3,136,681	\$ 4,538,723

PRC
U.S.
Total revenues

Revenues
Freight Logistics Services

Freight logistics services primarily consist of cargo forwarding, brokerage, warehouse and other freight services. Revenues from freight logistics services were \$3,136,681 for the year ended June 30, 2024, a decrease of \$669,477, or approximately 17.6%, as compared to \$3,806,158 for the year ended June 30, 2023, a decrease of \$24,457, or approximately 0.6%, as compared to \$3,830,615 for the year ended June 30, 2022. The decrease in shipping revenue of approximately \$0.45 million \$826,331 from our PRC operation U.S. subsidiary, Brilliant Warehouse was due to a decrease in demand from a major customer, the decline of business volume, offset in part to an increase of revenue from our U.S. subsidiary, Brilliant Warehouse, PRC operation of approximately \$0.43 million. \$156,854 was due to increase several new customers.

Sales of Crypto Mining Machines

On January 10, 2022, Thor Miner entered into the **PSA** a purchase and sale agreement with SOSNY, a wholly owned subsidiary of SOS Ltd. Pursuant to the **PSA**, agreement, Thor Miner agreed to sell to SOSNY certain cryptocurrency mining hardware and other equipment. The total purchase price was \$200,000,000 and the purchase was expected to be completed under separate purchase orders. We recognized the sales of cryptocurrency mining equipment based on a net basis as the manufacturer of the products was responsible for shipping and custom clearing for the products. The net revenue amounted to \$732,565 and \$157,800, respectively, for the years ended June 30, 2023 and 2022. We ceased to sell crypto-mining equipment since January 1, 2023.

Cost of Revenues

Cost of revenues for our freight logistics services segment 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 segment was \$3,614,947 for the year ended June 30, 2024, a decrease of \$375,707, or approximately 9.4%, as compared to \$3,990,654 for the year ended June 30, 2023, a decrease of \$145,820, or approximately 3.5%, as compared to \$4,136,474 for the year ended June 30, 2022 as a result of the decrease reduced activity in freight costs of our PRC operations caused by the decrease truck dispatch business. We determined to restrict this business to large customers in shipping volume due to the pandemic, order improve profitability.

Our gross margin was 12.1% (15.2%) and (3.7%) 12.1% for the years ended June 30, 2023 June 30, 2024 and 2022, 2023, respectively. This increase decrease in gross margin in freight logistics segment was mainly due to increased decreased revenue from our sale of crypto mining equipment. We recognized this revenue on a net basis, thus increasing the overall margin of our operations, freight logistics business and ceased to sell crypto-mining equipment since January 1, 2023.

Operating Costs and Expenses

Operating costs and expenses decreased by \$ 7,545,942 \$10,074,632 or approximately 28.3% 52.7% from \$9,058,885 for the year ended June 30, 2024 compared to \$19,133,517 for the year ended June 30, 2023 compared to \$26,679,459 for the year ended June 30, 2022. This decrease was mainly due to the decrease in general and administrative expenses, provision for doubtful accounts, stock-based compensation and impairment loss of fixed assets and right of use assets investment as more fully discussed below.

Selling Expenses

Our selling expenses consisted primarily of salaries, meals and entertainment and travel expenses for our sales representatives. For the year ended June 30, 2023 June 30, 2024, we had \$232,569 \$252,278 in selling expenses, as compared to \$385,890 \$232,569 for the year ended June 30, 2022 June 30, 2023, which represents a decrease an increase of \$153,321 \$19,709 or approximately 39.7% 8.5%. The decrease increase was mainly due to a decrease an increase in salaries as we added to employees and incurred increased marketing expenses for our the freight logistics segment in the PRC compared to the year ended June 30, 2022, for our sales team.

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. For the year ended **June 30, 2023** **June 30, 2024**, we had **\$11,572,888** **\$5,031,852** of general and administrative expenses, as compared to **\$9,301,784** **\$11,572,888** for the year ended **June 30, 2022** **June 30, 2023**, representing an increase a decrease of **\$2,271,104**, **\$6,541,036** or approximately **24.4%** **56.5%**. The **increase** **decrease** was mainly due to the **increased professional** **decreased** **lawyer fees of approximately \$4.0 million** **\$4,633,711** which are mainly related to legal fees relating to the Company's special committee's investigation of claims of alleged fraud, misrepresentation, and inadequate disclosure related to the Company and certain of its management personnel raised in the Hindenburg Report and other related matters, **matters incurred in the last fiscal year**.

Impairment Loss of Cryptocurrencies

We recorded an impairment loss of **\$72,179** and **\$18,279** for the year ended **June 30, 2023** due to price drops in bitcoin, which **June 30, 2024** and **2023** respectively, for the Company deemed a triggering event for impairment testing. **cryptocurrencies held by us as the ownership of the cryptocurrencies could not be verified.**

Impairment Loss of Fixed Assets and Right of Use Assets

We recorded impairment losses of **\$33,469** **nil** and **\$1,006,305** **\$33,469** for the year ended **June 30, 2023** **June 30, 2024** and **2022, 2023**.

We performed our annual goodwill recorded no impairment analysis as of June 30, 2023 and concluded we had approximately an **\$0.03** million impairment loss for charges related to fixed assets and right of use assets as our carrying value exceeds during the fair value. The fair values are determined by income approach where projected future cash flows discounted at rates commensurate with the risks involved, ("Discounted Cash Flow" or "DCF" of the income approach) years ended **June 30, 2024**. Assumptions used in a DCF analysis require the exercise of significant judgment, including judgment about appropriate discount rates and terminal values, growth rates, and the amount and timing of expected future cash flows.

Impairment Loss of Investment

The Company recorded **\$128,369** for the year ended **June 30, 2023** due to the impairment of the Company's investment in LSM Trading Ltd. No impairment loss was recorded for the year ended **June 30, 2022** **June 30, 2024**.

Provision for Doubtful Accounts, Net of Recovery

Our total bad debt expenses amounted to approximately **\$87,629** for the year ended **June 30, 2024**, mainly due to the bad debt provision of **\$50,000** due the early termination of a lease agreement in Jericho, New York.

Our total bad debt expenses amounted to approximately **\$2.8** million for the year ended **June 30, 2023**, mostly due to a **\$3** million wire transfer made by our former COO, Jing Shan to Goalowen Inc. on May 5, 2023 without the Board's authorization, as payment for the transfer by Goalowen to the Company of an operating income right to be derived from fishing activities. The Company has demanded the return of the **\$3** million but has not been successful. As of **June 30, 2023**, the Company reviewed the unauthorized transfer, evaluated the collection possibility, and decided to provide 100% allowance provision with amount of **USD 3 million**.

Stock-based Compensation

Stock-based compensation was **nil** and **\$329,778** for the year ended **June 30, 2023**, a decrease of **\$9,734,844** or **96.7%**, as compared to **\$10,064,622** for the year ended **June 30, 2022**, as **June 30, 2024** and **2023**, and we **issued less** did not issue any stock compensation to employees and directors, **directors** in the fiscal year of **2024**.

Loss from disposal of subsidiaries and VIE

On December 31, 2021 October 24, 2023, February 19, 2024 and April 17, 2024, the Company entered into a series of agreements to terminate its VIE structure and deconsolidated its formerly controlled entity Sino-China. The Company controlled Sino-China through its wholly owned subsidiary Trans Pacific Beijing. The Company made the decision to dissolve the VIE structure and Sino-China because Sino-China has no active operations and the Company wanted to remove any potential risks associated with VIE structures. The Company also dissolved its subsidiary Sino-Global Shipping LA, subsidiaries of Ningbo Saimineus Web Technology Ltd., Thor Miner Inc. and Blumargo It Solution Ltd., and on March 14, 2022, the Company discontinued its subsidiary Sino-Global Shipping Canada, Inc. The total loss related to respectively. Total gain from the three disposals amounted to approximately \$6.1 million for the year ended June 30, 2022. The Company also dissolved its subsidiary Sino-Global Shipping Australia Pty Ltd. ("SGS AUS") in November 2022, was \$ 359,781.

Since these entities did not have any active operations prior to their disposal, the disposal did not represent a strategic change in the Company's business. As such, the disposal was not presented as a discontinued operation.

Lawsuit settlement expenses

We recorded \$8.4 million in lawsuit settlement expenses for the year ended June 30, 2023, compared to nil in lawsuit settlement expenses for the year ended June 30, 2022 June 30, 2024. The expenses were related to the lawsuits in connection with the Securities Purchase Agreement and the Financial Advisory Agreement described in **Item 1. Business – Litigation**.

Other Expenses, Net

Other expenses, income, net was \$0.07 million \$90,649 for the year ended June 30, 2024, which mainly consisted of interest income of \$185,626 and exchange loss of \$ 119,992, as compared to \$74,989 for the year ended June 30, 2023, which mainly consisted of interest expense for our convertible debt of approximately \$0.25 million \$250,000 and the gain on disposal of right of use assets and fixed assets of \$0.19 million, compared to \$0.1 million of interest expenses for our convertible debt and other finance charges, net of interest earned in the year ended June 30, 2022 \$190,897.

Taxes

Our income tax expenses amounted to \$135,855 nil and nil \$135,855 for the years ended June 30, 2023 June 30, 2024 and 2022, 2023, respectively.

We have incurred a cumulative U.S. federal net operating loss ("NOL") of approximately \$22,000,000 \$41,700,000 as of June 30, 2022 June 30, 2023, which may reduce future federal taxable income. The NOL generated for the year ended June 30, 2023 June 30, 2024 amounted to approximately \$19,700,000, \$5,500,000. The Tax benefit derived from this NOL was approximately \$8,775,000, \$1,155,000. As of June 30, 2023 June 30, 2024, our cumulative NOL amounted to approximately \$41,700,000, \$47,200,000.

Our operations in China have incurred a cumulative NOL of approximately \$1,333,000 \$1,703,000 as of June 30, 2022 June 30, 2023, which was mainly from Sino -China which was disposed of in the year ended June 30, 2022, net losses. During the year ended June 30, 2023 June 30, 2024, we generated an additional NOL of approximately \$370,000 \$359,000 due to increased third party service costs as a result of our special committee's investigation. Our PRC subsidiaries' cumulative NOL amounted to approximately \$1,703,000 \$2,062,000 as of June 30, 2023 June 30, 2024, which may reduce future taxable income and will expire by 2026.

We periodically evaluate the likelihood of the realization of our deferred tax assets and reduce the carrying amount of the deferred tax assets by a valuation allowance to the extent we believe a portion will not be realized. Management considers new evidence, both positive and negative, that could affect our future realization of deferred tax assets including our recent cumulative earnings experience, expectation of future income, the carry forward periods available for tax reporting purposes and other relevant factors. We determined that it is more likely than not our deferred tax assets would not be realized due to uncertainty on future earnings as a result of the Company's reorganization and venture into new businesses. We provided a 100% allowance for deferred tax assets as of June 30, 2023 June 30, 2024. The net decrease increase in valuation for the year ended June 30, 2023 June 30, 2024 amounted to approximately \$4,696,000 \$1,196,000 based on management's reassessment of the amount of our deferred tax assets that are more likely than not to be realized.

Net Loss

As a result of the foregoing, we had a net loss of \$23,098,342 \$5,471,774 for the year ended June 30, 2023 June 30, 2024, compared to a net loss of \$28,928,369 \$23,098,342 for the year ended June 30, 2022 June 30, 2023. After the deduction of non-controlling interest, net loss attributable to us was \$22,996,846 \$5,108,528 for the year ended June 30, 2023 June 30, 2024, compared to \$28,257,830 \$22,996,846 for the same period in 2022, 2023. Comprehensive loss attributable to us was \$5,039,492 for the year ended June 30, 2024, as compared to \$22,952,349 for the year ended June 30, 2023, as compared to \$27,482,995 for the year ended June 30, 2022.

Liquidity and Capital Resources

Cash Flows and Working Capital

As of **June 30, 2023** **June 30, 2024**, we had **\$17,390,156** **\$14,641,967** in cash (including cash on hand and cash in bank) and **\$3,094,092** in restricted cash. Our cash position improved in the year ended June 30, 2024 due to the receipt of \$9.8 million from the year-end private placement. 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.

On December 19, 2021, the Company issued two convertible notes to two non-U.S. investors for an aggregate purchase price of \$10,000,000 (the "December 2021 Convertible Notes"). The December 2021 Convertible Notes bear interest at 5% annually and may be converted into shares of the Company's common stock at a conversion price of \$3.76 per share. At the investors' request, we prepaid \$5,000,000 in the aggregate principal amount, without interest, of the December 2021 Convertible Notes on March 8, 2022. Interest for the \$5,000,000 principal that was repaid was waived.

As of June 30, 2023, we had the following loan outstanding:

Loans	Maturity	Interest rate	Amount
Convertible Notes	December 2023	5%	\$ 5,000,000

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

	For the Years Ended June 30,	
	2023	2022
Net cash (used in) provided by operating activities	\$ (33,643,405)	\$ 5,918,070
Net cash used in investing activities	\$ (2,225,708)	\$ (3,581,676)
Net cash (used in) provided by financing activities	\$ (2,125,420)	\$ 8,351,964
Effect of exchange rate fluctuations on cash	\$ (448,593)	\$ 307,607
Net (decrease) increase in cash	\$ (38,443,126)	\$ 10,995,965
Cash at the beginning of period	\$ 55,833,282	\$ 44,837,317
Cash at the end of period	\$ 17,390,156	\$ 55,833,282

	For the Years Ended June 30,	
	2024	2023
Net cash used in operating activities	\$ (4,408,691)	\$ (33,643,405)
Net cash provided by (used in) investing activities	\$ 75,580	\$ (2,225,708)
Net cash provided by (used in) financing activities	\$ 4,456,576	\$ (2,125,420)
Effect of exchange rate fluctuations on cash	\$ 222,438	\$ (448,593)
Net increase (decrease) in cash	\$ 345,903	\$ (38,443,126)
Cash at the beginning of period	\$ 17,390,156	\$ 55,833,282
Cash at the end of period	\$ 17,736,059	\$ 17,390,156

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

	June 30,		Variation	%	June 30,		Variation	%
	2023	2022			2024	2023		
Total Current Assets	\$ 18,192,716	\$ 63,165,462	\$ (44,972,746)	(71)%	\$ 18,247,523	\$ 18,192,716	\$ 54,807	0.3%
Total Current Liabilities	\$ 5,031,769	\$ 25,212,959	\$ (20,181,190)	(80)%	\$ 5,343,001	\$ 5,031,769	\$ 311,232	6.2%
Working Capital	\$ 13,160,947	\$ 37,952,503	\$ (24,791,556)	(65)%	\$ 12,904,522	\$ 13,160,947	\$ (256,425)	(1.9)%
Current Ratio	3.62	2.51	1.11	44%	3.42	3.62	(0.20)	(5.5)%

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, 2023** **June 30, 2024**, our working capital was approximately **\$13.2 million** **\$12,904,522** and we had cash and restricted cash of approximately **\$17.4 million** **\$17,736,059** (including **\$14,641,967** in cash and **\$3,094,092** in restricted cash). 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 \$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.

Our net cash used in operating activities was approximately \$33.6 million for the year ended June 30, 2023. The operating cash outflow for the year ended June 30, 2023 was primarily attributable to our net loss of approximately \$23.1 million which included a \$8.4 million lawsuit settlement. Our cash outflow also included deferred revenue of approximately \$6.9 million where we realized revenue from the sale of crypto mining equipment and a decrease in refund payable of \$13.0 million as a result of the settlement payment to SOSNY, offset by cash inflow consisting of advance to a related party supplier of approximately \$6.2 million which we realized as the cost for the sale of cryptocurrency equipment.

Our net Investing Activities

Net cash provided by operating investing activities was approximately \$5.9 million \$0.1 million for the year ended June 30, 2022. The operating cash inflow for the year ended June 30, 2022 was primarily attributable June 30, 2024 due to our net loss of approximately \$28.9 million, adjusted repayments from related parties from Zhejiang Jinbang, which is owned by non-cash stock-based compensation of approximately \$10.0 million, loss on disposal of subsidiaries and VIE of approximately \$6.1 million and provision for doubtful accounts of approximately \$1.6 million. We had an increase in cash inflow of other receivables of approximately \$1.4 million and we received a total of \$47.0 million from SOSNY, approximately \$34.1 million was an advanced payment we received for the sale of cryptocurrency mining machines, while we refunded \$13.0 million to SOSNY in December 2022. Our cash inflow was decreased by an advance to a related party supplier of approximately \$34.1 million which was for the purchase of cryptocurrency mining machines. Mr. Qinggang Wang.

Investing Activities

Net cash used in investing activities was approximately \$2.2 million for the year ended June 30, 2023. This is mainly due to an amount of \$3.0 million paid to Goalowen Inc. with an operating income right transfer contract. We also had cash inflows from repayment of a loan receivable of approximately \$0.5 million from Qinggang Wang and Lei Cao, who are related parties, and \$0.09 million from the sale of property and equipment, and repayments from related parties of approximately \$0.3 million.

Financing Activities

Net cash used in investing provided by financing activities was approximately \$3.5 million for the year ended June 30, 2022 June 30, 2024 was \$4.5 million due to proceeds from issuance of common stock of 9.9 million and the acquisition repayment of property \$5 million of convertible notes and equipment accrued interest of approximately \$0.9 million and an investment of approximately \$0.2 million to a 40% owned joint venture. We made an additional loan of \$0.5 million to Wang Qinggang, a related party to the Company, and CEO and legal representative of Trans Pacific Shanghai which is due in June 2024. We also made related party advances of approximately \$1.9 million, which includes \$1.3 million to Shanghai Baoyin which is 30% owned by Wang Qinggang, and approximately \$0.6 million in advances to LSM Trading Ltd, of which we hold a 40% ownership interest. The outstanding personal loan owed by Wang Qinggang was fully repaid in December 2022. The Company is taking actions in order to pursue all available legal remedies including lawsuits to recover the \$0.6 million advanced to LSM Trading Ltd. \$0.4 million.

Financing Activities

Financing activities for the year ended June 30, 2023 was mainly payment of \$2.1 million for fair value of shares to be cancelled in our legal settlement.

Net cash provided by financing activities was approximately \$8.3 million for the year ended June 30, 2022 due to issuances of common stock in private placements of approximately \$10.5 million and proceeds from convertible notes of \$10 million, repayment of convertible notes of \$5.0 million and warrant repurchase of approximately \$7.9 million. We also had cash from warrants exercise of approximately \$0.9 million and repayment of Economic Injury Disaster Loan.

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, 2023** **June 30, 2024**, the Company carried out an evaluation, under the supervision of and with the participation of its management, including the Company's Chief Operating Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing evaluation, the Chief Operating 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 not 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 ineffective 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). Based on the Company's assessment, management has concluded that its internal control over financial reporting was not effective due to the following material weaknesses for the year ended and as of **June 30, 2023** **June 30, 2024**:

- 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;
- Lack of 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;
- Lack of resources with technical competency to address, review and record non-routine or complex transactions under U.S. GAAP;
- 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;
- 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);
- Lack of proper procedures to maintain supporting documents for accounting record; and
- Lack of proper oversight for the Company's cash disbursement process that led to misuse of the Company funds by its former executive.

A material weakness is a deficiency, or a combination of deficiencies, within the meaning of PCAOB Auditing Standard AS 2201, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In order to remediate the material weaknesses stated above, we intend to implement the following measures, policies and procedures:

- Hiring additional accounting staff to report the internal financial timely;
- Reporting other material and non-routine transactions to the Board and obtain proper approval;
- Recruiting additional qualified professionals with appropriate levels of U.S. GAAP knowledge and experience to assist in resolving accounting issues in non-routine or complex transactions;
- Developing and conducting U.S. GAAP knowledge, SEC reporting and internal control training to senior executives, management personnel, accounting departments and the IT staff, so that management and key personnel understand the requirements and elements of internal control over financial reporting mandated by the U.S. securities laws;
- Setting up budgets and developing expectations based on understanding of the business operations, compare the actual results with the expectations periodically and document the reasons for the fluctuations with further analysis. This should be done by CFO and reviewed by CEO upon their communications with the Board;
- Strengthening our corporate governance;
- Setting up policies and procedures for the Company's related party identification to properly identify, record and disclose related party transactions; and
- Setting up proper procedures for the Company's fund disbursement process to ensure that cash is disbursed only upon proper authorization, for valid business purposes, and that all disbursements are properly recorded.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during the quarter ended **June 30, 2023****June 30, 2024** that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None. During the quarter ended June 30, 2024, 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
Ziyan Liu	34 35	Chief Executive Officer, Chairman of the Board
Ying Cao	46 47	Chief Financial Officer
Xu Zhao	37 38	Director
Haotian Song Jia Yang	33 30	Director, Vice President
Zhongliang Xie	52 53	Director
Yangyang Xu	39	Director
Ziyan Liu		

Ziyan Liu
Mr. Ziyan Liu has been our Chief Executive Officer since April 2023 and a director and chairman of the Board since May 2023. Before joining the Company, Mr. Liu served as the manager of the North American market development department in Fulongma Group Co., Ltd., a comprehensive environmental sanitation solutions provider in China, from July 2022 to April 2023. Prior to that, he worked for Ningbo Shunxiang Group Co., Ltd., a polyester film manufacturer in China, as the chief operating officer from July 2019 to July 2022. From July 2018 to June 2019, he served as the project manager for Shouhang New Energy, a solar photovoltaics and energy storage solutions supplier in China. Prior to that, he worked for Hongkun Group, a real estate developer based in China, as the general manager for the Shenzhen area from July 2015 to June 2018. Mr. Liu graduated from Wuhan Institute of Technology with a major in project management.

Ying Cao

Mr. Ying Cao has been our Chief Financial Officer since August 2023. He has served as the department manager and quality control manager at Shaanxi Huaqiang Certified Public Accountants Co., Ltd. since 2015. Prior to that, he served as a project manager in Sigma Accounting Firm from 2007 to 2014. Mr. Cao obtained his bachelor's degree in accounting from Xi'an University of Finance and Economics. Mr. Ying Cao is a Certified Public Accountant in China.

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.

Haotian Song Jia Yang

Mr. Haotian SongMs. Jia Yang has been served as a vice president of the Company and a director of the Board since May 2023. Mr. Song is August 2024. Ms. Yang was the founder and chief executive officer of HT Processing, a cross-border payment system provider with extensive knowledge into Chinese consumer spending habits in hospitality and retail industries, from June 2017 to April operating office at Beijing Angda Yingchuang Innovative Materials Technology Co., Ltd. since January 2023. Prior to that, he served as the chief operating officer of Calabash Brothers LLC, an Asian e-commerce logistics company, 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 April 2022. From August 2013 to August 2017, Mr. Song worked for Go To Travel, hotel manager/marketing executive at The Ritz-Carlton Xi'an. Ms. Yang graduated from Xi'an International Studies University in 2016 with a travel agency company providing Asian tour operators with exclusive wholesale access to top attraction tickets major in the east coast, as its general manager. Mr. Song received his bachelor's degree in business administration from Baruch College of the City University of New York in 2013. English education.

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 independent director of the Company since October 2023. Ms. Xu was as a senior customer manager at Beijing Sensemte Technology Development Co., Ltd., a leading AI software company focused on innovating for a better AI-powered 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 September 25, 2023					Board Diversity Matrix as of October 15, 2024			
Board Diversity Matrix as of October 15, 2023					Board Diversity Matrix as of October 15, 2024			
Total Number of Directors	Gender Identity				Demographic Background			
	Female	Male	Non-Binary	Did Not Disclose Gender	Female	Male	Non-Binary	Did Not Disclose Gender
Directors	1	4			2	3		
Asian			5				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, 2023** June 30, 2024, all of our executive officers, directors and greater-than-ten percent stockholders complied with all Section 16(a) filing requirements, except that, due to administrative errors, the following forms were filed late:

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.

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 firms internal quality-control procedures; any material issues raised within the preceding five years by the auditing firms 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 Mr. Lei Cao, our former Chief Executive Officer and Chairman, Ms. Yang Jie, our former Chief Executive Officer and director, Ms. Tuo Pan, our former Chief Financial Officer, Mr. Zhikang Huang, our former Vice President, Mr. Jing Shan, our former Chief Operating Officer, Ziyuan Liu, our Chief Executive Officer and Chairman, Dianjiang Wang, our former Chief Financial Officer, and Ying Cao, our Chief Financial Officer for the years ended June 30, 2023 and 2022, 2024.

Name	Year	Salary	Bonus	Securities-based Compensation	All other Compensation	Total
Lei Cao, Former Chief Executive Officer ⁽¹⁾⁽⁶⁾	2022	\$ 426,609 ⁽²⁾	\$ 800	-	-	\$ 427,409
	2023	261364				261364
Tuo Pan, Former Chief Financial Officer ⁽²⁾⁽⁷⁾	2022	\$ 302,973	\$ 800	-	-	\$ 303,773
	2023	66667				66667
Zhikang Huang, Former Vice President and Director ⁽³⁾⁽⁸⁾	2022	\$ 275,000	\$ 800	-	-	\$ 275,800
	2023	150000	666			150666
Jing Shan, Chief Operating Officer ⁽⁴⁾	2022	\$ 143,333	\$ 800	-	-	\$ 144,133
	2023	223185	92332			315517
Yang Jie, ⁽⁵⁾ Former Chief Executive Officer and director ⁽⁹⁾	2022	\$ 500,000	\$ 800	-	-	\$ 500,800
	2023	52,536				52,536
Ziyuan Liu Chief Executive Officer ⁽¹⁰⁾	2022					
	2023	\$ 49,000				\$ 49,000
Dianjiang Wang Chief Financial Officer ⁽¹¹⁾	2022					
	2023	\$ 10,000				\$ 10,000

Name	Year	Salary	Bonus	Securities-based Compensation	All other Compensation	Total
Lei Cao, Former Chief Executive Officer ⁽¹⁾⁽⁶⁾	2024	-	-	-	-	\$ 261,364
Tuo Pan, Former Chief Financial Officer ⁽²⁾⁽⁷⁾	2024	-	-	-	-	-
Zhikang Huang, Former Vice President and Director ⁽³⁾⁽⁸⁾	2024	\$ 50,000	-	-	-	\$ 50,000
Jing Shan, Former Chief Operating Officer ⁽⁴⁾	2024	-	-	-	-	-
Yang Jie, ⁽⁵⁾ Former Chief Executive Officer and director ⁽⁹⁾	2024	-	-	-	-	-
Ziyuan Liu Chief Executive Officer ⁽¹⁰⁾	2024	\$ 180,000	-	-	-	\$ 180,000
Dianjiang Wang Former Chief Financial Officer ⁽¹¹⁾	2024	\$ 7,391	-	-	-	7,391
Ying Cao Chief Financial Officer ⁽¹²⁾	2024	\$ 46,957	-	-	-	\$ 46,957
	2023	\$ 261,364	-	-	-	\$ 261,364
	2023	\$ 66,667	-	-	-	\$ 66,667
	2023	\$ 150,000	\$ 666	-	-	\$ 150,666
	2023	\$ 223,185	\$ 92,332	-	-	\$ 315,517
	2023	\$ 52,536	-	-	-	\$ 52,536
	2023	\$ 49,000	-	-	-	\$ 49,000
	2023	\$ 10,000	-	-	-	\$ 10,000
	2023	-	-	-	-	-

(1) According to the Employment Agreement dated January 1, 2019, Mr. Cao's annual salary was \$260,000, effective January 1, 2019. According to the Employment Agreement dated November 1, 2021, Mr. Cao's annual salary was \$500,000, effective November 1, 2021.

(2) According to the Employment Agreement dated January 1, 2019, Ms. Pan's annual salary was \$100,000, effective January 1, 2019. According to the Employment Agreement dated November 1, 2021, Ms. Pan's annual salary was \$400,000, effective November 1, 2021.

(3) According to the Employment Agreement dated January 1, 2019, Mr. Huang's annual salary was \$150,000, effective January 1, 2019.

(4) According to the Employment Agreement dated August 5, 2021, Ms. Shan's annual salary was \$120,000, effective August 5, 2021. According to the Employment Agreement dated February 8, 2022, Ms. Shan's annual salary was \$200,000, effective February 8, 2022 and was raised to \$250,000 since August 15, 2022. Pursuant to the cancellation agreement entered into on December 28, 2022, Ms. Shan agreed to return to the Company for cancellation 100,000 shares of common stock of the Company granted to her for her services as an officer of the Company. The shares are being cancelled.

(5) Pursuant to the cancellation agreement entered into on December 19, 2022, Mr. Jie agreed to return to the Company for cancellation 300,000 shares of common stock of the Company granted to him for his services as an officer of the Company. The shares have been cancelled.

(6) On November 1, 2021, Mr. Cao, retired from his position as the Company's Chief Executive Officer. Mr. Cao resigned from the Board on January 9, 2023. Pursuant to the separation agreement entered into on January 9, 2023, Mr. Cao agreed to forfeit and return to the Company for cancellation 600,000 shares of common stock of the Company granted to him on August 13, 2021 under the terms of the 2014 Equity Incentive Plan of the Company. The shares are being cancelled.

- (7) On August 31, 2022, Ms. Pan was terminated for cause as an employee and Chief Financial Officer of the Company and from any other position at any subsidiary of the Company to which she has been appointed. Ms. Pan was terminated for cause in accordance with the terms of her Employment Agreement dated November 9, 2021 and did not receive any salary or benefits from the Company except those earned through August 31, 2022.
- (8) On November 1, 2021, Mr. Huang resigned from his position as a member of the Board of the Company.
- (9) On August 9, 2022, Mr. Jie resigned as Chief Executive Officer and director, following the Board's decision on August 8, 2022, which adopted the Special Committee's recommendation that Mr. Jie be suspended immediately.
- (10) 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.
- (11) According to the Employment Agreement dated May 1, 2023, Mr. Wang's compensation consists of an annual base salary of \$60,00, and a discretionary annual bonus, effective May 1, 2023. **Mr. Wang resigned as Chief Financial Officer on August 21, 2023.**
- (12) **According to the Employment Agreement dated August 21, 2023, Mr. Cao's compensation consists of an annual base salary of \$60,00, and a discretionary annual bonus, effective August 21, 2023.**

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 in the year ended **June 30, 2023** **June 30, 2024**.

Name ⁽¹⁾	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	All other compensation (\$)	Total (\$)
John Levy ⁽³⁾	37,500	-	-	159,565 ⁽²⁾	197,065
Heng Wang	50,000	-	-	167,029 ⁽²⁾	217,029
Tieliang Liu ⁽⁴⁾	50,000	-	-	75,000	125,000
Haotian Song	6,667	-	-	-	6,667
Ling Jiang ⁽⁵⁾	8,333	-	-	-	8,333
Ziyuan Liu	49,000	-	-	-	49,000

Name ⁽¹⁾	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	All other compensation (\$)	Total (\$)
Zhongliang Xie	45,968	-	-	-	45,968
Xu Zhao	38,333	-	-	-	38,333
Yangyang Xu	36,944	-	-	-	36,944
Jia Yang	-	-	-	-	-
Heng Wang ⁽²⁾	11,250	-	-	-	11,250
Tieliang Liu ⁽³⁾	403	-	-	-	403
Ling Jiang ⁽⁴⁾	12,222	-	-	-	12,222
Haotian Song ⁽⁵⁾	52,667	-	-	-	52,667

(1) This table does not include Mr. Ziyuan Liu, our **Chief Executive Officer and director**, Mr. Lei Cao, our former **Chief Executive Officer and former director**, Mr. Zhikang Huang, our former **director and Vice President**, and Mr. Yang Jie, our former **Chief Executive Officer and director** whose compensation is fully reflected in the Summary Compensation Table.

(2) Represents compensation paid to **On September 21, 2023**, Mr. Levy and Mr. Heng Wang for their services **resigned as Chairman and member of the Special Committee, respectively, for the period July 2022 to February 2023**, a director.

(3) **On February 23, 2023**, Mr. John Levy resigned as a director of the Board and member of the Audit Committee, Nominating and Corporate Governance Committee and the Compensation Committee.

(4) On July 3, 2023, Mr. Tieliang Liu resigned as a director.

(5)(4) On September 28, 2023, Ms. Ling Jiang resigned as a director.

(5) On July 31, 2024, Mr. Haitian Song resigned as a director.

Employment Agreements

The Company has an employment agreement with Mr. Ziyuan Liu, our Chief Executive Officer. The employment agreement began on April 18, 2022, with a term of one year. The term shall automatically be extended for a one-year period in the absence of notice of non-renewal provided at least 30 days prior to the anniversary date of the employment agreement. Under the terms of the employment agreement, Mr. Liu will receive an annual base salary of \$240,000 in cash, and a discretionary annual bonus.

The Company had an employment agreement with Mr. Dianjiang Wang, our Former Chief Financial Officer. The employment agreement began on **May 1, 2023**, with a term of one year. Mr. Dianjiang Wang resigned in August 2023.

The Company has an employment agreement with Mr. Dianjiang Wang, Ying Cao, our Chief Financial Officer. The employment agreement began on **May 1, 2022** **August 21, 2023**, with a term of one year. The term shall automatically be extended for a one-year period in the absence of notice of non-renewal provided at least 30 days prior to the anniversary date of the employment agreement. Under the terms of the employment agreement, Mr. Liu Cao will receive an annual base salary of \$60,000 in cash, and a discretionary annual bonus.

The Company had an employment agreement with Jing Shan, our former Chief Operating Officer. The employment agreement began on **February 8, 2022** and was scheduled to end on **August 4, 2024**. Under the terms of the employment agreement, Ms. Shan received a base salary of \$200,000 per year. Her performance and salary were subject to review at any time, and any increases in her salary that our Board may determine, were to be made on a basis consistent with the standard practices of our Company. On August 15, 2022, the Board approved an increase of Ms. Shan's annual salary from \$200,000 to \$250,000 and she was paid a cash bonus of \$50,000 upon conclusion of the Special Committee investigation. On July 10, 2023, Company terminated the employment of Ms. Shan for cause.

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 **September 25, 2023** **October 15, 2024**, for (i) each named executive officer and director, and (ii) all executive officers and directors as a group. As of **September 25, 2023** **October 15, 2024**, 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 **17,515,526** **3,503,492** shares of our common stock issued and outstanding as of **September 25, 2023** **October 15, 2024**.

Name and Address of Beneficial Owner (1)	Number of Shares Beneficially Owned	Approximate Percentage of Outstanding Shares of Common Stock
Ziyuan Liu	-	-
Ying Cao	-	-
Ling Jiang Yangyang Xu	-	-
Haotian Song Jia Yang	-	-
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 **September 25, 2023** **October 15, 2024**, 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, 2023 and 2022.

Advance to Related Party Suppliers

The Company's advances to related party suppliers are as follows:

	June 30, 2023	June 30, 2022
Bitcoin mining hardware and other equipment (1)	\$ -	\$ 6,153,546
Total Advances to suppliers-related party	<u>\$ -</u>	<u>\$ 6,153,546</u>

(1) On January 10, 2022, the Company's joint venture, Thor Miner, entered into a Purchase and Sales Agreement ("PSA") with HighSharp. Pursuant to the Purchase Agreement, Thor Miner agreed to purchase certain cryptocurrency mining equipment. In January and April 2022, Thor Miner made total prepayment of \$35,406,649 for the order and no prepayment as of June 30, 2023.

Due to production issues from HighSharp, Thor Miner was not able to timely deliver the full quantity of cryptocurrency mining machines to SOSNY under the PSA and was sued by SOSNY for breach of contract on December 9, 2022.

The Company entered into a settlement agreement with SOSNY effective on December 28, 2022, under which the Company will repay \$13.0 million to SOSNY and terminate the previous agreements and balance of the deposits. The Company also assigned to SOSNY the right for the deposit that Thor Miner has paid to HighSharp.

As of December 22, 2022, the balance of advances to HighSharp and deposits from SOSNY amounted to \$27,927,583 and \$40,560,569, respectively. Thor Miner paid \$13.0 million on December 23, 2022 to SOSNY which was received by SOSNY on December 28, 2022. Thor Miner wrote off the balance of the deposit it received from SOSNY and the balance of its payment to HighSharp resulted in net bad debt expenses of \$367,014.

Due from Related Party

As of June 30, 2023 June 30, 2024 and June 30, 2022 June 30, 2023, the outstanding amounts due from related parties consist of the following:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Zhejiang Jinbang Fuel Energy Co., Ltd (1)	458,607	415,412	382,949	458,607
Shanghai Baoyin Industrial Co., Ltd (2)	1,068,014	1,306,004	1,066,003	1,068,014
LSM Trading Ltd (3)	570,000	570,000	570,000	570,000
Rich Trading Co. Ltd (4)	103,424	103,424	103,424	103,424
Cao Lei (5)	13,166	54,860		
Lei Cao				- 13,166
Less: allowance for doubtful accounts	(2,138,276)	(2,449,700)	(2,122,376)	(2,138,276)
Total	<u>\$ 74,935</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 74,935</u>

- (1) As of June 30, 2023 June 30, 2024 and 2022, 2023, the Company advanced \$458,607 \$382,949 and \$415,412 \$458,607 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 allowance allowances of \$383,672 \$382,949 and \$415,412 \$383,672 for the year ended June 30, 2023 balance of the receivable as of June 30, 2024 and 2022, and 2023. The amount of the allowance changes changed as a result of changes in exchange rates.
- (2) As of June 30, 2023 June 30, 2024 and 2022, 2023, the Company advanced approximately \$1.1 million \$1,066,003 and \$1.3 million \$1,068,014 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, 2023, June 30, 2024 and 2023, the Company advanced \$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 provided evaluated the collection possibility and decided to provide full credit losses for the balance of the receivable. The Company is taking actions in order to pursue all available legal remedies including lawsuits to recover these funds.
- (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 year ended June 30, 2023 balance of the receivable as of June 30, 2024 and 2022, 2023.
- (5) The amount represents business advances to Mr. Lei Cao, the former Chairman of the Board. During the six months ended June 30, 2023, Lei Cao repaid approximately \$54,000, of which approximately \$13,000 additional payment was recognized as non-operating income. The Company provided full credit losses for the remaining balance of the receivable.

Loan Receivable- Related Parties

As of June 30, 2023 and June 30, 2022, the outstanding loan receivable from related parties consists of the following:

	June 30, 2023	June 30, 2022
Wang Qinggang (1)	\$ -	\$ 552,285

(1) On June 10, 2021, the Company entered into a loan agreement with Wang Qinggang, CEO and legal representative of Trans Pacific Logistic Shanghai Ltd. The loan is non-interest bearing for a loan amount of up to \$630,805 (RMB 4 million). In February 2022, Wang Qinggang, borrowed and repaid \$232,340 of the loan amount. In June 2022, an additional \$552,285 (RMB 3,700,000) was loaned to Wang Qinggang with a due date of June 7, 2024. The outstanding loan was fully repaid in December 2022.

Accounts payable- related parties

As of June 30, 2023 June 30, 2024 and June 30, 2022, 2023, the Company had accounts payable to Rich Trading Co. Ltd of \$63,434.

Due to Related Party Other payable - related party

As of June 30, 2023, June 30, 2024 and 2023, the Company owed accounts payable to Qinggang Wang, CEO and legal representative of Trans Pacific Shanghai, of \$ 25,997 and \$104,962. These payments were made on behalf of the Company for the daily business operational activities.

As of June 30, 2024 and 2023, the Company had accounts payable to \$ 199,034 and nil 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.

Revenue - Related Party

For the year ended June 30, 2023, the company had no revenue from a related party. For the year ended June 30, 2022, revenue from related party, Zhejiang Jinbang, to which the Company provided logistics services including coal transportation, amounted to \$222,963, June 30, 2023 and 2024.

Director Independence

Our Board has determined that each of Zhongliang Xie, Yangyang Xu and Xu Zhao is 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, 2023 June 30, 2024 and June 30, 2022 June 30, 2023 for services rendered by them as our independent registered accounting firm for such years.

	Fiscal 2023	Fiscal 2022	Fiscal 2024	Fiscal 2023
Audit fees	\$ 390,100	\$ 115,000	\$ 376,000	\$ 390,100
Audit-related fees	-	-	-	-
Total Audit & Audit-related fees	<hr/> \$ 390,100	<hr/> \$ 115,000	<hr/> \$ 376,000	<hr/> \$ 390,100
Tax fees	-	-	-	-
All other fees	-	-	-	-
Total fees	<hr/> \$ 390,100	<hr/> \$ 115,000	<hr/> \$ 376,000	<hr/> \$ 390,100

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 2023 2024 or 2022, 2023.

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 2023 2024 or 2022, 2023. 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	Articles of Incorporation of Singularity Future Technology, Ltd. (1)
3.2	Certificate of Amendment to the Amended and Restated Articles of Incorporation of Singularity Future Technology Ltd. (2)
3.3	Articles of Amendment to the Amended and Restated Articles of Incorporation of Singularity Future Technology Ltd. (3)
3.4	Bylaws of Singularity Future Technology, Ltd. (4)
4.1	Specimen Certificate for Common Stock (4)
4.2	Form of Series A Warrant to purchase Common Stock dated March 12, 2018 (5)
4.3	Form of Series B Warrant to purchase Common Stock dated March 12, 2018 (6)
4.4	Form of Common Stock Purchase Warrant dated September 2020 (7)
4.5	Form of Warrant to purchase Common Stock (8)
4.6	Form of Warrant, dated December 14, 2021 (9)
10.1	Employment Agreement by and between Ms. Jing Shan and Sino-Global Shipping America, Ltd., dated as of August 5, 2021 (10)
10.2	Employment Agreement by and between Mr. Ziyuan Liu and the Company, dated April 18, 2022 (11) May 1, 2023 (5)
10.3 10.2	Employment Agreement by and between Mr. Dianjiang Wang Ying Cao and the Company, dated May 1, 2022 (12) August 21, 2023 (6)
10.4 10.3	The Company's 2021 Stock Incentive Plan (13)
10.5	Strategic Alliance Agreement by and between Shenzhen HighSharp Electronic Ltd. And the Company, dated October 3, 2021 (14)
10.6	Offer Letter by and between Mr. Heng Wang and the Company, dated as of November 1, 2021 (15)
10.7	Form of Warrant, dated as of December 2021 (16)
10.8	Form of Securities Purchase Agreement, dated as of December 2021 (17)
10.9	Form of Senior Convertible Note, dated as of December 2021 (18)
10.10	Form of Warrant Purchase Agreement, dated as of January 2022 (19)
10.11	Purchase and Sale Agreement by and between Thor Miner, Inc. and the Company, dated January 10, 2022 (20)
10.12	Employment Agreement by and between Ms. Jing Shan Jia Yang and the Company, dated February 8, 2022 (21) August 6, 2024 (7)
10.13	Form of Amended and Restated Senior Convertible Note, dated as of March 2022 (22)
10.14	Joint Venture Agreement by and between Golden Mainland Inc. and the Company, dated April 10, 2022 (23)
10.15	Form of Settlement Agreement by and between SOS Information Technology New York, Inc. and Thor Miner, Inc., the Company, Lei Cao, Yang Jie, John F. Levy, Tieliang Liu, Tuo Pan, Shi Qiu, Jing Shan, and Heng Wang (24)
10.16	Separation Agreement by and between the Company and Lei Cao, dated as of January 9, 2023 (25)
10.17	Placement Agreement by and between Sino-Global Shipping America, Ltd. and Maxim Group LLC, dated as of February 5, 2021 (26)
10.18	Form of Services Agreement by and between the Company and Chongqing Iron & Steel Ltd
14.1	Code of Ethics of the Company (27) (8)
21.1	List of subsidiaries of the Company*
23.1	Consent of Audit Alliance LLP*
31	Certifications of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14 under the Securities Exchange Act of 1934*
32	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**
97.1	Clawback Policy*
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.

- (1) Incorporated herein by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 27, 2014.
- (2) Incorporated herein by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 5, 2022.
- (3) Incorporated herein by reference to exhibit 3.2 to the Company's Current Report on Form 8-K filed on January 5, 2022.
- (4) Incorporated by reference to the Company's Registration Statement on Form S-1, Registration Nos. 333-150858 and 333-148611.
- (5) Incorporated herein by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 12, 2018.

- (6)(5) Incorporated herein by reference to exhibit 4.2 to the Company's Current Report on Form 8-K filed on March 12, 2018.
- (7) Incorporated herein by reference to exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 18, 2020.
- (8) Incorporated herein by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 8, 2021.
- (9) Incorporated by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 14, 2021.
- (10) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 9, 2021 May 4, 2023.

(11)(6) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 19, 2021 August 21, 2023.

- (12)(7) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 4, 2021 August 6, 2024.
- (13) Incorporated by reference to exhibit 99.2 to the Company's Form S-8 filed on August 27, 2021.
- (14) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 4, 2021.
- (15) Incorporated by reference to exhibit 10.4 to the Company's Current Report on Form 8-K filed on November 1, 2021.
- (16) Incorporated by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 14, 2021.
- (17) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 14, 2021.
- (18) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 23, 2021.
- (19) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 6, 2022.
- (20) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 14, 2022.
- (21) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 8, 2022.
- (22) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 10, 2022.
- (23) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 14, 2022.
- (24) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 5, 2023.
- (25) Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 13, 2023.
- (26) Incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 8, 2021.

(27)(8) Incorporated by reference to exhibit 14.1 to the Company's Annual Report on Form 10-KSB filed on September 29, 2008 (File No. 001-34024).

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.

September 28, 2023 October 15, 2024

SINGULARITY FUTURE TECHNOLOGY, LTD.

By: /s/ Ziyuan Liu

Ziyuan Liu

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
/s/ Ziyuan Liu	Director, Chairman of the Board and Chief Executive Officer	September 28, 2023 October 15, 2024
Ziyuan Liu	(Principal Executive Officer)	October 15, 2024
/s/ Haotian Song Yangyang Xu Yangyang Xu	Director	October 15, 2024
Haotian Song	Director	September 28, 2023 October 15, 2024
/s/ Zhongliang Xie	Director	September 28, 2023 October 15, 2024
Zhongliang Xie	Director, Vice President	October 15, 2024
/s/ Jia Yang Jia Yang	Director	September 28, 2023 October 15, 2024
/s/ Xu Zhao	Chief Financial Officer	September 28, 2023 October 15, 2024
Xu Zhao	(Principal Financial and Accounting Officer)	September 28, 2023 October 15, 2024
/s/ Ying Cao Ying Cao		

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Consolidated statements of operations and comprehensive income (loss) for the years ended June 30, 2023 June 30, 2024 and 2022 2023	F-4
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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, 2023** **June 30, 2024** and **2022** **2023**, 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, 2023** **June 30, 2024** and **2022, 2023**, and the results of its operations and its cash flows for the years ended **June 30, 2023** **June 30, 2024** and **2022, 2023**, 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

September 28, 2023 **October 15, 2024**

SINGULARITY FUTURE TECHNOLOGY, LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2024	June 30, 2023
Assets		
Current assets		
Cash	\$ 14,641,967	\$ 17,390,156
Restricted cash	3,094,092	-
Cryptocurrencies	-	72,179
Accounts receivable, net	267,165	198,553
Other receivables, net	612	76,814
Advances to suppliers - third parties	51	128,032
Prepaid expenses and other current assets	243,636	252,047
Due from related party	-	74,935
Total Current Assets	18,247,523	18,192,716
Property and equipment, net	183,639	426,343
Right-of-use assets	98,327	381,982
Other long-term assets – deposits	198,550	236,766
Total Assets	\$ 18,728,039	\$ 19,237,807
Current Liabilities		
Deferred revenue	\$ 66,423	\$ 66,531
Accounts payable	566,770	494,329
Accounts payable – related party	63,434	63,434
Lease liabilities – current	177,263	330,861
Taxes payable	3,206,893	3,334,958
Due to related party	225,031	104,962
Accrued expenses and other current liabilities	1,037,187	636,694
Total current liabilities	5,343,001	5,031,769
Lease liabilities - noncurrent	131,355	245,171
Convertible notes	-	5,000,000
Total liabilities	5,474,356	10,276,940
Commitments and Contingencies		
Equity		
Preferred stock, 2,000,000 shares authorized, no par value, no shares issued and outstanding as of June 30, 2024 and June 30, 2023, respectively	-	-
Common stock, 50,000,000 shares authorized, no par value; 3,503,492 and 17,715,526 shares issued and outstanding as of June 30, 2024 and June 30, 2023, respectively	104,192,048	94,332,048
Additional paid-in capital	2,334,962	2,334,962
Accumulated deficit	(90,684,966)	(85,576,438)
Accumulated other comprehensive income	159,272	90,236
Total Stockholders' Equity attributable to controlling shareholders of the Company	16,001,316	11,180,808
Non-controlling Interest	(2,747,633)	(2,219,941)
Total Equity	13,253,683	8,960,867
Total Liabilities and Equity	\$ 18,728,039	\$ 19,237,807

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)
CONSOLIDATED BALANCE SHEETS

	June 30, 2023	June 30, 2022
Assets		
Current assets		
Cash	\$ 17,390,156	\$ 55,833,282
Cryptocurrencies	72,179	90,458
Accounts receivable, net	198,553	108,381
Other receivables, net	76,814	25,057
Advances to suppliers - third parties	128,032	36,540
Advances to suppliers - related party	-	6,153,546
Prepaid expenses and other current assets	252,047	365,913
Due from related party	74,935	-
Loan receivable-related parties, net	-	552,285
Total Current Assets	18,192,716	63,165,462
Property and equipment, net	426,343	548,956
Right-of-use assets	381,982	732,744
Other long-term assets - deposits	236,766	237,749
Investment in unconsolidated entity	-	162,829
Total Assets	\$ 19,237,807	\$ 64,847,740
Current Liabilities		
Deferred revenue	\$ 66,531	\$ 6,955,577
Refund payable	-	13,000,000
Accounts payable	494,329	508,523
Accounts payable – related party	63,434	63,434
Lease liabilities - current	330,861	471,976
Taxes payable	3,334,958	3,457,177
Due to related party	104,962	-
Accrued expenses and other current liabilities	636,694	756,272
Total current liabilities	5,031,769	25,212,959
Lease liabilities - noncurrent	245,171	846,871
Convertible notes	5,000,000	5,000,000
Total liabilities	10,276,940	31,059,830
Commitments and Contingencies		
Equity		
Preferred stock, 2,000,000 shares authorized, no par value, no shares issued and outstanding as of June 30, 2023 and June 30, 2022, respectively	-	-
Common stock, 50,000,000 shares authorized, no par value; 17,715,526 and 22,244,333 shares issued and outstanding as of June 30, 2023 and June 30, 2022, respectively	94,332,048	96,127,691
Additional paid-in capital	2,334,962	2,334,962
Accumulated deficit	(85,576,438)	(62,579,592)
Accumulated other comprehensive income	90,236	45,739
Total Stockholders' Equity attributable to controlling shareholders of the Company	11,180,808	35,928,800
Non-controlling Interest	(2,219,941)	(2,140,890)
Total Equity	8,960,867	33,787,910
Total Liabilities and Equity	\$ 19,237,807	\$ 64,847,740

	For the Years Ended	
	June 30,	2023
Net revenues	\$ 3,136,681	\$ 4,538,723
Cost of revenues	(3,614,947)	(3,990,654)
Gross (loss)/profit	(478,266)	548,069
Selling expenses	(252,278)	(232,569)
General and administrative expenses	(5,031,852)	(11,572,888)
Impairment loss of investment	-	(128,369)

Impairment loss of cryptocurrencies	(72,179)	(18,279)
Impairment loss of fixed assets and intangible assets	-	(33,469)
Provision for doubtful accounts, net	(87,629)	(2,827,511)
Stock-based compensation	-	(329,778)
Total operating expenses	(5,443,938)	(15,142,863)
Operating loss	(5,922,204)	(14,594,794)
Gain/(loss) from disposal of subsidiary and VIE	359,781	(42,191)
Lawsuit settlement expenses	-	(8,400,491)
Other income (expenses), net	90,649	74,989
Net loss before provision for income taxes	(5,471,774)	(22,962,487)
Income tax expense	-	(135,855)
Net loss	(5,471,774)	(23,098,342)
Net loss attributable to non-controlling interest	(363,246)	(101,496)
Net loss attributable to controlling shareholders of the Company.	\$ (5,108,528)	\$ (22,996,846)
Comprehensive loss		
Net loss	\$ (5,471,774)	\$ (23,098,342)
Other comprehensive income - foreign currency	93,999	66,942
Comprehensive loss	(5,377,775)	(23,031,400)
Less: Comprehensive loss attributable to non-controlling interest	(338,283)	(79,051)
Comprehensive loss attributable to controlling shareholders of the Company.	\$ (5,039,492)	\$ (22,952,349)
Loss per share		
Basic and diluted	\$ (2.05)	\$ (1.09)
Weighted average number of common shares used in computation		
Basic and diluted	2,491,969	21,123,252

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,	
	2023	2022
Net revenues	\$ 4,538,723	\$ 3,988,415
Cost of revenues	(3,990,654)	(4,136,474)
Gross profit	548,069	(148,059)
Selling expenses	(232,569)	(385,890)
General and administrative expenses	(11,572,888)	(9,301,784)
Impairment loss of investment	(128,369)	-
Impairment loss of cryptocurrencies	(18,279)	(170,880)
Impairment loss of fixed assets and intangible assets	(33,469)	(1,006,305)
Provision for doubtful accounts, net	(2,827,511)	(1,613,504)
Stock-based compensation	(329,778)	(10,064,622)
Total operating expenses	(15,142,863)	(22,542,985)
Operating loss	(14,594,794)	(22,691,044)
Loss from disposal of subsidiary and VIE	(42,191)	(6,131,616)
Lawsuit settlement expenses	(8,400,491)	-
Other income (expenses), net	74,989	(105,709)
Net loss before provision for income taxes	(22,962,487)	(28,928,369)
Income tax expense	(135,855)	-
Net loss	(23,098,342)	(28,928,369)
Net loss attributable to non-controlling interest	(101,496)	(670,539)
Net loss attributable to controlling shareholders of the Company.	\$ (22,996,846)	\$ (28,257,830)
Comprehensive loss		
Net loss	\$ (23,098,342)	\$ (28,928,369)
Other comprehensive income - foreign currency	66,942	801,065
Comprehensive loss	(23,031,400)	(28,127,304)
Less: Comprehensive loss attributable to non-controlling interest	(79,051)	(644,309)
Comprehensive loss attributable to controlling shareholders of the Company.	\$ (22,952,349)	\$ (27,482,995)
Loss per share		
Basic and diluted	\$ (1.09)	\$ (1.58)
Weighted average number of common shares used in computation		
Basic and diluted	21,123,252	17,924,098

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

	Preferred Stock										Common Stock				
	Preferred Stock		Common Stock		Additional paid-in capital	Shares to be cancelled	Accumulated deficit	Accumulated other comprehensive loss	Noncontrolling interest	Total	Preferred Stock	Common Stock			
	Shares	Amount	Shares	Amount							Shares	Amount			
BALANCE, June 30, 2021 (Restated)	-	\$ -	15,132,113	\$ 82,555,700	\$ 2,334,962	\$ -	\$ (34,321,762)	\$ (729,096)	\$ (7,415,631)	\$ 42,424,173					
Issuance of common stock to private placement	-	-	2,328,807	5,961,911										5,961,911	
Issuance of common stock to private investors	-	-	1,400,000	4,563,908										4,563,908	
Stock based compensation to employee	-	-	1,620,000	6,044,400										6,044,400	
Stock based compensation to consultants	-	-	900,000	4,020,222										4,020,222	
Cashless exercise of stock warrants	-	-	599,413												
Warrant repurchase	-	-		(7,948,000)										(7,948,000)	
Warrant exercise	-	-	264,000	929,550										929,550	
Disposal of VIE and subsidiaries	-	-									5,919,050			5,919,050	
Foreign currency translation	-	-									774,835	26,230		801,065	
Net loss	-	-					(28,257,830)				(670,539)			(28,928,369)	
BALANCE, June 30, 2022	-	\$ -	22,244,333	\$ 96,127,691	\$ 2,334,962	\$ -	\$ (62,579,592)	\$ 45,739	\$ (2,140,890)	\$ 33,787,910	-	\$ -	2,224,433	\$ 96,127,	
Stock based compensation to consultants	-	-		329,777							329,777			329,	
Cancellation of stock compensation	-	-	(1,000,000)											(100,000)	
Cancellation of shares due to settlement	-	-	(3,528,807)	(2,125,420)		(200,000)					(2,125,420)			(352,880)	(2,125,
Foreign currency translation	-	-									44,497	22,445		66,942	
Net loss	-	-					(22,996,846)				(101,496)	(23,098,342)			
BALANCE, June 30, 2023	-	-	17,715,526	94,332,048	2,334,962	(200,000)	(85,576,438)	90,236	(2,219,941)	8,960,867	-	-	1,771,553	94,332,	
	Preferred Stock										Common Stock				
	Preferred Stock		Common Stock		Additional paid-in capital	Shares to be cancelled	Accumulated deficit	Accumulated other comprehensive loss	Noncontrolling interest	Total	Preferred Stock	Common Stock			
	Shares	Amount	Shares	Amount							Shares	Amount			
BALANCE, June 30, 2023	-	-	1,771,553	94,332,048	\$ 2,334,962	(20,000)	\$ (85,576,438)	\$ 90,236	\$ (2,219,941)	\$ 8,960,867	-	-	1,771,553	94,332,	
Issuance of common stock to private investors	-	-	1,751,939	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	24,964		94,000	

Net loss	-	-	-	-	-	(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	(2,747,633)
	3,503,492	104,192,048	2,334,962				(90,684,966)	159,272	(2,747,633)

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,	
	2024	2023
Operating Activities		
Net loss	\$ (5,471,774)	\$ (23,098,342)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	-	329,778
Depreciation and amortization	132,195	164,348
Non-cash lease expense	284,299	351,005
Provision for doubtful accounts, net	87,629	2,827,511
Impairment loss of fixed assets and intangible asset	-	33,469
Gain on disposal of ROU	-	(177,970)
Loss (gain) on disposal of fixed assets	69,338	(12,926)
(Gain) loss on disposal of subsidiaries	(359,781)	42,191
Impairment loss of investment	-	128,369
Impairment loss of cryptocurrencies	72,179	18,279
Investment loss from unconsolidated subsidiary	-	34,459
Interest expenses related to convertible notes	21,917	-
Changes in assets and liabilities		
Accounts receivable	(27,340)	28,362
Other receivables	180,766	228,593
Advances to suppliers – third parties	133,429	(96,941)
Advances to suppliers – related party	-	6,153,546
Prepaid expenses and other current assets	8,412	113,866
Other long-term assets – deposits	(11,143)	418
Deferred revenue	(1,715)	(6,888,971)
Refund payable	-	(13,000,000)
Accounts payable	57,777	(10,948)
Taxes payable	(118,585)	(114,845)
Lease liabilities	(268,059)	(564,813)
Accrued expenses and other current liabilities	801,765	(131,843)
Net cash (used in) provided by operating activities	(4,408,691)	(33,643,405)
Investing Activities		
Acquisition of property and equipment	(589)	(35,588)
Proceeds from disposal of property and equipment	-	90,956
Loan receivable – related parties	-	510,087
Advance to related parties	-	(74,934)
Repayment from related parties	76,169	283,771
Amount paid to Goalowner	-	(3,000,000)
Net cash provided by (used in) investing activities	75,580	(2,225,708)
Financing Activities		
Proceeds from issuance of common stock	9,860,000	-
Repayment of convertible notes	(5,000,000)	-
Payment of accrued interest related to convertible notes	(403,424)	-
Payment of legal settlement to cancel shares	-	(2,125,420)
Net cash provided by (used in) financing activities	4,456,576	(2,125,420)
Net increase(decrease) in cash and restricted cash	123,465	(37,994,533)
Cash at beginning of period	17,390,156	55,833,282
Effect of exchange rate fluctuations on cash and restricted cash	222,438	(448,593)
Cash and restricted cash at end of period	\$ 17,736,059	\$ 17,390,156
Representing:		
Cash, end of period	\$ 14,641,967	\$ 17,390,156
Restricted cash, end of period	\$ 3,094,092	\$ -
Total cash and restricted cash, end of period	\$ 17,736,059	\$ 17,390,156
Supplemental information		
Income taxes paid	\$ -	\$ -
Interest paid	\$ -	\$ -

Non-cash transactions of operating and investing activities	\$	-	\$	-
	For the Years Ended			
	June 30,			
	2023	2022		
Operating Activities				
Net loss	\$ (23,098,342)	\$ (28,928,369)		
Adjustments to reconcile net loss to net cash used in operating activities:				
Stock-based compensation	329,778	10,064,622		
Depreciation and amortization	164,348	533,638		
Non-cash lease expense	351,005	611,022		
Provision for doubtful accounts, net	2,827,511	1,613,504		
Impairment loss of fixed assets and intangible asset	33,469	1,006,305		
Gain on disposal of ROU	(177,970)	-		
(Gain) loss on disposal of fixed assets	(12,926)	147,154		
Loss on disposal of subsidiaries	42,191	6,131,616		
Impairment loss of investment	128,369	-		
Impairment loss of cryptocurrencies	18,279	170,880		
Investment loss from unconsolidated subsidiary	34,459	47,181		
Changes in assets and liabilities				
Accounts receivable	28,362	(39,669)		
Other receivables	228,593	1,418,393		
Advances to suppliers – third parties	(96,941)	543,321		
Advances to suppliers – related party	6,153,546	(34,081,129)		
Prepaid expenses and other current assets	113,866	(24,463)		
Other long-term assets – deposits	418	(123,869)		
Deferred revenue	(6,888,971)	34,047,696		
Refund payable	(13,000,000)	13,000,000		
Accounts payable	(10,948)	24,967		
Taxes payable	(114,845)	94,393		
Lease liabilities	(564,813)	(633,376)		
Accrued expenses and other current liabilities	(131,843)	294,253		
Net cash (used in) provided by operating activities	<u>(33,643,405)</u>	<u>5,918,070</u>		
Investing Activities				
Acquisition of property and equipment	(35,588)	(874,518)		
Proceeds from disposal of property and equipment	90,956	-		
Loan receivable – related parties	510,087	(573,252)		
Investment in unconsolidated entity	-	(210,010)		
Advance to related parties	(74,934)	(1,923,896)		
Repayment from related parties	283,771	-		
Amount paid to Goalowen	(3,000,000)	-		
Net cash provided by (used in) investing activities	<u>(2,225,708)</u>	<u>(3,581,676)</u>		
Financing Activities				
Proceeds from issuance of preferred stock	-	-		
Proceeds from issuance of common stock	-	10,525,819		
Warrant exercise	-	929,550		
Proceeds from convertible notes	-	10,000,000		
Repayment of convertible notes	-	(5,000,000)		
Warrant repurchase	-	(7,948,000)		
Repayment of loan payable	-	(155,405)		
Payment of legal settlement to cancel shares	(2,125,420)	-		
Net cash (used in) provided by financing activities	<u>(2,125,420)</u>	<u>8,351,964</u>		
Effect of exchange rate fluctuations on cash	<u>(448,593)</u>	<u>307,607</u>		
Net (decrease) increase in cash	<u>(38,443,126)</u>	<u>10,995,965</u>		
Cash at beginning of year	<u>55,833,282</u>	<u>44,837,317</u>		
Cash at end of year	<u>\$ 17,390,156</u>	<u>\$ 55,833,282</u>		
Supplemental information				
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>		
Interest paid	<u>\$ -</u>	<u>\$ 2,404</u>		
Non-cash transactions of operating and investing activities				
Initial recognition of right-of-use assets and lease liabilities	<u>\$ -</u>	<u>\$ 1,523,433</u>		

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 a global an integrated logistics integrated solution provider that was incorporated in the United States founded in 2001. On September 18, 2007, the Company amended its Articles of Incorporation and Bylaws to merge merged into a new corporation, Sino-Global Shipping America, Ltd. in Virginia. The Company primarily focuses on providing logistics and support to businesses in the Peoples' Republic of China ("PRC") and the United States, 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.

The Company conducts its business Currently, we primarily through its wholly-owned subsidiaries in the PRC (including Hong Kong) and the United States, where the majority of its clients are located. For the twelve months ended June 30, 2023, the Company operated in two segments: (1) focus on providing freight logistics services, which were operated 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 services and product initiatives. Beginning in fiscal 2022, we expanded our services to include warehousing services provided by its our U.S. subsidiary, Brilliant Warehouse Service Inc.

We are currently operating through our subsidiaries in both the United States Trans Pacific Shipping Limited and PRC, Gorgeous Trading Ltd. and (2) the sale of crypto-mining machines, which were operated by its subsidiaries Brilliant Warehouse Service Inc. in the United States. On Feb 27, 2023, Ningbo Saimeinuo Supply Chain Management Ltd. changed its name to Ningbo Saimeinuo Web Technology Ltd. On March 30, 2023, Our range of services include transportation, warehouse, collection, last-mile delivery, drop shipping, customs clearance, and overseas transit delivery.

To date we have not generated any revenues from our entry into the board of directors of the Company authorized the Company to conduct an e-commerce business in China.

The outbreak of the novel coronavirus (COVID-19) starting in late January 2020 in the PRC spread rapidly to many parts of the world. In March 2020, the World Health Organization declared the COVID-19 as a pandemic solar panel production and has resulted in quarantines, travel restrictions, and the temporary closure of stores and business facilities in China and the U.S. Given the rapidly expanding nature of the COVID-19 pandemic, and because substantially all of the Company's business operations and its workforce are concentrated in China and the U.S., the Company's business, results of operations, and financial condition have been adversely affected. In early December 2022, Chinese government eased the strict control measures for COVID-19, which led to a surge in increased infections and disruption in our business operations. Any future impact of COVID-19 on our operating results in China will depend on, to a large extent, future developments and new information that may emerge regarding the duration and resurgence of COVID-19 variants and the actions taken by government authorities to contain COVID-19 or treat its impact, almost all of which are beyond our control. distribution business.

As of **June 30, 2023, June 30, 2024** the Company's subsidiaries included the following:

Name	Background	Ownership
Sino-Global Shipping New York Inc. ("SGS NY")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on May 03, 2013 • Primarily engaged in freight logistics services 	100% owned by the Company
Sino-Global Shipping HK Ltd. ("SGS HK")	<ul style="list-style-type: none"> • A Hong Kong Corporation • Incorporated on September 22, 2008 • No material operations 	100% owned by the Company
Thor Miner Inc. ("Thor Miner")	<ul style="list-style-type: none"> • A Delaware Corporation • Incorporated on October 13, 2021 • Primarily engaged in sales of crypto mining machines 	51% owned by the Company
Trans Pacific Shipping Ltd. ("Trans Pacific Beijing")	<ul style="list-style-type: none"> • A PRC limited liability company • Incorporated on November 13, 2007. • Primarily engaged in freight logistics services 	100% owned the Company
Trans Pacific Logistic Shanghai Ltd. ("Trans Pacific Shanghai")	<ul style="list-style-type: none"> • A PRC limited liability company • Incorporated on May 31, 2009 • Primarily engaged in freight logistics services 	90% owned by Trans Pacific Beijing
Ningbo Saimeinuo Web Technology Ltd. ("SGS Ningbo")	<ul style="list-style-type: none"> • A PRC limited liability company • Incorporated on September 11, 2017 • Primarily engaged in freight logistics services 	100% owned by SGS NY
Blumargo IT Solution Ltd. ("Blumargo")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on December 14, 2020 • No material operations 	100% owned by SGS NY
Gorgeous Trading Ltd ("Gorgeous Trading")	<ul style="list-style-type: none"> • A Texas Corporation • Incorporated on July 01, 2021 • Primarily engaged in warehouse related services 	100% owned by SGS NY
Brilliant Warehouse Service Inc. ("Brilliant Warehouse")	<ul style="list-style-type: none"> • A Texas Corporation • Incorporated on April 19, 2021 • Primarily engaged in warehouse house related services 	51% owned by SGS NY
Phi Electric Motor In. ("Phi")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on August 30, 2021 • No operations 	51% owned by SGS NY
SG Shipping & Risk Solution Inc ("SGSR")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on September 29, 2021 • No material operations 	100% owned by the Company
SG Link LLC ("SG Link")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on December 23, 2021 • No operations 	100% owned by SG Shipping & Risk Solution Inc on January 25, 2022
New Energy Tech Limited ("New Energy")	<ul style="list-style-type: none"> • A New York Corporation • Incorporated on September 19, 2023 • No material operations 	100% owned by the Company
Singularity(Shenzhen) Technology Ltd. ("SGS Shenzhen")	<ul style="list-style-type: none"> • A Mainland China Corporation • Incorporated on September 4, 2023 • No material operations 	100% owned by the Company

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.

Prior to December 31, 2021, Sino-Global Shipping Agency Ltd. ("Sino-China") was considered a Variable Interest Entity ("VIE"), with the Company as the primary beneficiary. The Company, through Trans Pacific Beijing, entered into certain agreements with Sino-China, pursuant to which the Company received 90% of Sino-China's net income.

As a VIE, Sino-China's revenues were included in the Company's total revenues, and any income/loss from operations was consolidated with that of the Company. Because of contractual arrangements between the Company and Sino-China, the Company had a pecuniary interest in Sino-China that required consolidation of the financial statements of the Company and Sino-China.

The Company has consolidated Sino-China's operating results in accordance with Accounting Standards Codification ("ASC") 810-10, "Consolidation". The agency relationship between the Company and Sino-China and its branches was governed by a series of contractual arrangements pursuant to which the Company had substantial control over Sino-China. On December 31, 2021, the Company entered into a series of agreements to terminate its VIE structure and deconsolidated its formerly controlled entity Sino-China.

The Company dissolved its subsidiary Sino-Global Shipping Australia Pty Ltd. and canceled its registration with the State Administration for Industry and Commerce of the People's Republic of China on November 9, 2022, and recorded the disposal loss of **\$0.04 million** \$0.04 million for the year ended June 30, 2023.

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.

(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 accounts receivable, other receivables, other current assets, and current liabilities 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, fair value of stock-based compensation, cost of revenues, allowance for doubtful accounts, impairment loss, deferred income taxes, income tax expense and the useful lives of property and equipment. The inputs into the Company's judgments and estimates consider the economic implications of COVID-19 on the Company's critical and significant accounting estimates. 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”), its subsidiary Sino-Global Shipping Australia Pty Ltd., reports its financial positions and results of operations in Australian dollar (“AUD”), its subsidiary Sino-Global Shipping (HK), Ltd. reports its financial positions and results of operations in Hong Kong dollar (“HKD”). 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 People’s Bank of China 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 for the years ended **June 30, 2023**, **June 30, 2024** and **2022** are as follows:

Foreign currency	June 30, 2023		June 30, 2022		June 30		June 30, 2024		June 30, 2023																	
	Balance Sheet	Balance Sheet	2023 Profits/Loss	2022 Profits/Loss	Balance Sheet	Balance Sheet	2024 Profits/Loss	2023 Profits/Loss	Balance Sheet	Balance Sheet																
	1USD: RMB	7.2537	6.6994	6.9501	6.4544	7.2674	7.2537	7.2139	6.9501	1USD: AUD	1.5012	1.4484	1.4861	1.3788	1.5001	1.5012	1.5256	1.4861	1USD: HKD	7.8366	7.8474	7.8379	7.8045	7.8082	7.8366	7.8194

(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, Australia, Hong Kong and the U.S. As of **June 30, 2023**, **June 30, 2024** and **June 30, 2022**, cash balances of **\$183,510**, **\$107,844** and **\$143,044**, **\$183,510**, respectively, were maintained at financial institutions in the PRC. **\$ 74,533**, **\$27,798** and **\$nil**, **\$74,533** 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** (RMB 500,000). As of, **June 30, 2023**, **June 30, 2024** and **June 30, 2022**, cash balances of **\$919,990**, **\$ 60,682** and **\$55,636,636**, **\$919,990**, respectively, were maintained at U.S. financial institutions. **\$450,636** **Nil** and **\$53,869,573**, **\$450,636** 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 HKD 500,000 (approximately **\$64,000**) if the bank with which an individual/a company holds its eligible deposit fails. As of **June 30, 2023**, **June 30, 2024** and **June 30, 2022**, cash balances of **\$16,285,067**, **\$65,997** and **\$51,701**, **\$16,285,067**, respectively, were maintained at financial institutions in Hong Kong, and **\$16,216,393** **Nil** and **\$nil**, **\$16,216,393** of these balances are not covered by insurance. As of **June 30, 2023** and **June 30, 2022**, a cash balances balance of **\$nil** and **\$192**, respectively, were **\$14,404,155** was maintained at **Australia** in financial institutions and were insured as the Australian government guarantees deposits up to AUD 250,000 (approximately **\$172,000**), in Djibouti which are uninsured. As of **June 30, 2023**, **June 30, 2024** and **June 30, 2022**, June 30, 2023, amount of deposits the Company had covered by insurance amounted to **\$206,725** and **\$647,004**, respectively.

Restricted Cash

As of June 30, 2024, our restricted balance was \$3.09 million. The restricted 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 **\$1,961,997**, respectively.

(f) Cryptocurrencies

Cryptocurrencies, mainly bitcoin, are included solar power service provider, for Solarlink's rental obligations for a leased warehouse in current assets 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 accompanying consolidated balance sheets. Cryptocurrencies purchased are recorded at cost 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 and cryptocurrencies awarded to the Company through its mining activities are accounted for as other income for the year ended June 30, 2022. No other income was generated for the year ended June 30, 2023. Fair value of the cryptocurrency award received is determined using the quoted price of the related cryptocurrency at the time of receipt.

Cryptocurrencies held are accounted for as intangible assets with indefinite useful lives. An intangible asset will mature on November 13, 2024 with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price annual interest rate of the cryptocurrency at the time its fair value is being measured. In testing for impairment, the Company has the option to first perform a qualitative assessment to determine whether it is more likely than not that an impairment exists. If it is determined that it is not more likely than not that an impairment exists, a quantitative impairment test is not necessary. If the Company concludes otherwise, it is required to perform a quantitative impairment test. To the extent an impairment loss is recognized, the loss establishes the new cost basis 4.880%. The interest proceeds generated as of the asset. Subsequent reversal of impairment losses is not permitted. June 31, 2024 was \$0.09 million.

(g) (f) Receivables and Allowance for Doubtful Accounts

AccountsThe carrying value of accounts receivable are presented at net realizable value, is reduced by an allowance for credit losses that reflects the Company's best estimate of the amounts that will not be collected. The Company maintains allowances for doubtful accounts and for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to estimations of the collectability of individual accounts receivable. Many factors are considered in estimating the general allowance, including reviewing delinquent accounts receivable, balances, performing a customer credit analysis, and analyzing historical bad debt records and current and future economic trends. Accounts receivable represent historical balances recorded less related cash applications, less allowance for credit losses and any write-offs of any receivables not previously provided for.

(g) Credit losses

In evaluating June 2016, the collectability 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 individual receivable balances, credit losses while also providing additional disclosure about credit risk. The Company adopted the Company considers many factors, including ASU as of January 1, 2023.

The CECL methodology utilizes a lifetime “expected credit loss” measurement objective for the age 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 balances, customers’ historical payment history, their current credit-worthiness provision for credit losses and current economic trends. Receivables are generally considered past due after 180 days. The related ACL than prior U.S. GAAP.

The Company reserves 25%-50% CECL methodology’s impact on expected credit losses, among other things, reflects the Company’s view of the customers balance aged between 181 days to 1 year, 50%-100% current state of the customers balance over 1 year economy, forecasted macroeconomic conditions.

Under the CECL methodology, the allowance for credit losses is model based and 100% utilizes a forward-looking macroeconomic forecast in estimating expected credit losses. The model of the customers balance over 2 years. Accounts receivable are written off against allowance for credit losses would be considers the allowances only after exhaustive collection efforts. As the Company has focused its development uncertainty of forward-looking scenarios based on the shipping management segment, its customer base consists likelihood and severity of more smaller privately owned companies that will pay more timely than state owned companies, a possible recession as another possible scenario.

The following table presents the aging analysis of accounts receivable and account receivable allowance as of June 30 2024.

Aging group	Account receivable balance as of June 30, 2024 (USD)	CECL Rate	Account receivable Allowance (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	267,529		363

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 bad debt allowance is adequate, and adjusts the allowance when necessary. Delinquent account balances are written-off against allowance for doubtful accounts 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. The Company inquired with the car dealer and obtained the following market value for similar vehicles and provide impairments to carrying value of fixed assets of **\$33,469**, **\$33,469** for the years ended June 30, 2023. And no impairments were recorded for the years ended **June 30, 2022** **June 30, 2024**.

(i) Investments in unconsolidated entity

Entities in which the Company has the ability to exercise significant influence, but does not have a controlling interest, are accounted for using the equity method. Significant influence is generally considered to exist when the Company has voting shares representing 20% to 50%, and other factors, such as representation on the board of directors, voting rights and the impact of commercial arrangements, are considered in determining whether the equity method of accounting is appropriate. Under this method of accounting, the Company records its proportionate share of the net earnings or losses of equity method investees and a corresponding increase or decrease to the investment balances. Dividends received from the equity method investments are recorded as reductions in the cost of such investments. The Company generally considers an ownership interest of 20% or higher to represent significant influence. The Company accounts for the investments in entities over which it has neither control nor significant influence, and no readily determinable fair value is available, using the investment cost minus any impairment, if necessary.

Investments are evaluated for impairment when facts or circumstances indicate that the fair value of the long-term investment is less than its carrying value. An impairment loss is recognized when a decline in fair value is determined to be other-than-temporary. The Company reviews several factors to determine whether a loss is other-than-temporary. These factors include, but are not limited to, the: (i) nature of the investment; (ii) cause and duration of the impairment; (iii) extent to which fair value is less than cost; (iv) financial condition and near term prospects of the investment; and (v) ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value. On January 10, 2020, the Company entered into a cooperation agreement with Mr. Shanming Liang, a shareholder of the Company, to set up a joint venture in New York named LSM Trading Ltd., ("LSM") in which the Company holds a 40% equity interest. Mr. Shanming Liang subsequently transferred his shares to Guanxi Golden Bridge Industry Group Co., Ltd in October 2021. For the year ended June 30, 2023, the Company invested \$210,000 and recorded \$81,640 investment loss in LSM. The joint venture has not started its operations due to COVID-19. As we could not get the financial information of the investee, we determined to provide full impairment of our equity investment. The Company recorded \$128,360 impairment loss for the year ended June 30, 2023. And no impairments were recorded for the years ended June 30, 2024.

(j) Convertible notes

The Company evaluates its convertible notes to determine if those contracts or embedded components of those contracts qualify as derivatives. The result of this accounting treatment is that the fair value of the embedded derivative is recorded at fair value each reporting period and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statements of operations as other income or expense.

(k) 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.

For the Company's warehouse services, which are included in the freight logistic services, the Company's contracts provide the customer an integrated service that includes two or more services, including but not limited to warehousing, collection, first-mile delivery, drop shipping, customs clearance packaging, etc.

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 facility and equipment costs incurred to satisfy the performance obligation and is recognized on a straight-line basis over the term of the contract. The variable consideration is comprised of cost reimbursement determined based on the costs incurred. 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.

For the year ended June 30, 2023, the Company also engaged in sales of cryptocurrency mining equipment.

On January 10, 2022, the Company's joint venture, Thor Minor, entered into a Purchase and Sale Agreement with SOS Information Technology New York Inc. (the "Buyer"). Pursuant to the Purchase and Sale Agreement, Thor agreed to sell and the Buyer agreed to purchase certain cryptocurrency mining equipment.

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 are 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.

For the year ended June 30, 2023, the Company recognized the sale of cryptocurrency mining equipment based on net basis as the manufacturer of the products are responsible for shipping and custom clearing for the products.

The Company ceased to sell crypto-mining equipment since January 1, 2023.

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 **\$66,531** **\$66,423** and **\$6,955,577** **\$66,531** for the year ended **June 30, 2023** **June 30, 2024** and **2022, 2023**, respectively. Refund payable amounted to **\$nil** and **\$13,000,000** for the year ended **June 30, 2023** and **2022**, respectively as a result of termination of the contract with customer (See Note 21 for details).

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

	For the Years Ended		For the Years Ended	
	June 30,		June 30,	
	2023	2022	2024	2023
Sale of crypto mining machines	\$ 732,565	\$ 157,800	\$ -	\$ 732,565
Shipping agency and management services	-	-	-	-
Freight logistics services	3,806,158	3,830,615	3,136,681	3,806,158
Total	\$ 4,538,723	\$ 3,988,415	\$ 3,136,681	\$ 4,538,723

Disaggregated information of revenues by geographic locations are as follows:

	For the Years Ended		For the Years Ended	
	June 30,		June 30,	
	2023	2022	2024	2023
PRC	\$ 2,529,449	\$ 2,982,691	\$ 2,686,303	\$ 2,529,449
U.S.	2,009,274	1,005,724	450,378	2,009,274
Total revenues	\$ 4,538,723	\$ 3,988,415	\$ 3,136,681	\$ 4,538,723

(l) 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 use 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.

(m) 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, 2023** **June 30, 2024** and **2022** **2023**.

Income tax returns for the years prior to 2018 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%. Sino-China and Trans Pacific Beijing were incorporated in the PRC and 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, including Trans Pacific, and the VIE, and Sino-China, 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 and VIE are required to pay city construction tax (7%) and education surcharges (3%) based on the net VAT payments.

(n) Earnings (loss) per Share

Basic earnings (loss) per share is 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, 2023** **June 30, 2024** and **2022**, **2023**, there was no dilutive effect of potential shares of common stock of the Company because the Company generated net loss.

(o) 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 stockholders' 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.

(p) Stock-based Compensation

The Company accounts for stock-based compensation awards to employees in accordance with FASB ASC Topic 718, "Compensation – Stock Compensation", which requires that stock-based payment transactions with employees be measured based on the grant-date fair value of the equity instrument issued and recognized as compensation expense over the requisite service period. The Company records stock-based compensation expense at fair value on the grant date and recognizes the expense over the employee's requisite service period.

The Company accounts for stock-based compensation awards to non-employees in accordance with FASB ASC Topic 718 amended by ASU 2018-07. Under FASB ASC Topic 718, stock compensation granted to non-employees has been determined as the fair value of the consideration received or the fair value of equity instrument issued, whichever is more reliably measured and is recognized as an expense as the goods or services are received.

Valuations of stock-based compensation are based upon highly subjective assumptions about the future, including stock price volatility and exercise patterns. The fair value of share-based payment awards was estimated using the Black-Scholes option pricing model. Expected volatilities are based on the historical volatility of the Company's stock. The Company uses historical data to estimate option exercise and employee terminations. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

(q) 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.

(r) Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability. When it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequences of the change to its condensed consolidated financial statements and assures that there are proper controls in place to ascertain that the Company's condensed consolidated financial statements properly reflect the change.

In May 2019, the FASB issued ASU 2019-05, which is an update to ASU Update No. 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which introduced the expected credit losses methodology for the measurement of credit losses on financial assets measured at amortized cost basis, replacing the previous incurred loss methodology. The amendments in Update 2016-13 added Topic 326, Financial Instruments—Credit Losses, and made several consequential amendments to the Codification. Update 2016-13 also modified the accounting for available-for-sale debt securities, which must be individually assessed for credit losses when fair value is less than the amortized cost basis, in accordance with Subtopic 326-30, Financial Instruments—Credit Losses—Available-for-Sale Debt Securities. The amendments in this ASU address those stakeholders' concerns by providing an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For those entities, the targeted transition relief will increase comparability of financial statement information by providing an option to align measurement methodologies for similar financial assets. Furthermore, the targeted transition relief also may reduce the costs for some entities to comply with the amendments in Update 2016-13 while still providing financial statement users with decision-useful information. In November 2019, the FASB issued ASU No. 2019-10, which to update the effective date of ASU No. 2016-13 for private companies, not-for-profit organizations and certain smaller reporting companies applying for credit losses standard. The new effective date for these preparers is for fiscal years beginning after July 1, 2023, including interim periods within those fiscal years. The Company has not early adopted this update and it will become effective on July 1, 2023 assuming the Company will remain eligible to be smaller reporting company. The Company is currently evaluating the impact of this new standard on the Company's consolidated financial statements and related disclosures.

In August 2020, the FASB issued ASU 2020-06, "Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity". The amendments in this Update to address issues identified as a result of the complexity associated with applying generally accepted accounting principles for certain financial instruments with characteristics of liabilities and equity. ASU 2020-06 is effective for the Company for annual and interim reporting periods beginning July 1, 2022. The Company adopted this new standard on July 1, 2021 on its accounting for the convertible notes issued in December 2021.

In October 2020, the FASB issued ASU 2020-08, "Codification Improvements to Subtopic 310-20, Receivables—Non-refundable Fees and Other Costs". The amendments in this Update represent changes to clarify the Codification. The amendments make the Codification easier to understand and easier to apply by eliminating inconsistencies and providing clarifications. ASU 2020-08 is effective for the Company for annual and interim reporting periods beginning July 1, 2021. All entities should apply the amendments in this Update on a prospective basis as of the beginning of the period of adoption for existing or newly purchased callable debt securities. These amendments do not change the effective dates for Update 2017-08. The adoption of this new standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

In October 2020, the FASB issued ASU 2020-10, "Codification Improvements". The amendments in this Update represent changes to clarify the Codification or correct unintended application of guidance that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. The amendments in this Update affect a wide variety of Topics in the Codification and apply to all reporting entities within the scope of the affected accounting guidance. ASU 2020-10 is effective for annual periods beginning after July 1, 2021 for public business entities. The amendments in this Update should be applied retrospectively. The adoption of this new standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

On June 30, 2022, FASB issued ASU No. 2022-03, *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*. ASU 2022-03 clarifies that a contractual sale restriction prohibiting the sale of an equity security is a characteristic of the reporting entity holding the equity security and is not included in the equity security's unit of account. The new standard is effective for the Company for its fiscal year beginning January 1, 2024, with early adoption permitted.

On March 28, 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-01, Leases (Topic 842): *Common Control Arrangements*. The amendments in ASU 2023-01 improve current GAAP by clarifying the accounting for leasehold improvements associated with common control leases, thereby reducing diversity in practice. Additionally, the amendments provide investors and other allocators of capital with financial information that better reflects the economics of those transactions. The new standard is effective for the Company for its fiscal year beginning January 1, 2024, with early adoption permitted.

On June 30, 2022, FASB issued ASU No. 2022-03, *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*. ASU 2022-03 clarifies that a contractual sale restriction prohibiting the sale of an equity security is a characteristic of the reporting entity holding the equity security and is not included in the equity security's unit of account. The new standard is effective for the Company for its fiscal year beginning January 1, 2024, with early adoption permitted.

Note 3. DISPOSAL OF VIE AND SUBSIDIARIES

On December 31, 2021, the Company entered into a series of agreements to terminate 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 ("Trans Pacific Beijing"). The Company made the decision to dissolve the VIE structure and Sino-China because Sino-China has no active operations and the Company wanted to remove any potential risks associated with any VIE structures. In addition, the Company dissolved its subsidiary Sino-Global Shipping LA, Inc. On March 14, 2022, the company discontinued its subsidiary Sino-Global Shipping Canada, Inc., no gain or loss was recognized in the deconsolidation. In November 2022, the Company dissolved its subsidiary Sino-Global Shipping Australia Pty Ltd., and recorded the disposal loss of **\$0.04 million** \$0.04 million for the year ended June 30, 2023. 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 approximately \$359,781.

Since the disposal did not represent any strategic change of the Company's operation, the disposal was not presented as discontinued operations.
 Net assets of the entities disposed and loss on disposal was as follows:

	For the Year Ended June 30, 2023			For the Year Ended June 30, 2024	
	VIE	Subsidiaries	Total	Subsidiaries	Total
	\$	\$	\$	\$	\$
Total current assets	\$ -	\$ 376	\$ 376	\$ 12,944	\$ 12,944
Total other assets	-	5,392	5,392	42,346	42,346
Total assets	-	5,768	5,769	55,290	55,290
Total current liabilities	-	-	-	225,087	225,087
Total net assets	-	5,768	5,769	(169,797)	(169,797)
Noncontrolling interests				(189,410)	(189,410)
Exchange rate effect	-	36,423	36,422	(574)	(574)
Total loss on disposal	\$ -	\$ 42,191	\$ 42,191		
Total (gain) on disposal				\$ (359,781)	\$ (359,781)
	For the Year Ended June 30, 2022			For the Year Ended June 30, 2023	
	VIE	Subsidiaries	Total	Subsidiaries	Total
	\$	\$	\$	\$	\$
Total current assets	\$ 83,573	\$ 20,898	\$ 104,471	\$ 376	\$ 376
Total other assets	8,723	-	8,723	5,392	5,392
Total assets	92,296	20,898	113,194	5,768	5,768
Total current liabilities	41,608	1,100	42,708	-	-
Total net assets	50,688	19,798	70,486	5,768	5,768
Noncontrolling interests	5,919,050	-	5,919,050		
Exchange rate effect	142,080	-	142,080	36,423	36,423
Total loss on disposal	\$ 6,111,818	\$ 19,798	\$ 6,131,616	\$ 42,191	\$ 42,191

Note 4. CRYPTOCURRENCIES

The following table presents additional information about cryptocurrencies:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Beginning balance	\$ 90,458	\$ 261,338	\$ 72,179	\$ 90,458
Receipt of cryptocurrencies from mining services	-	-	-	-
Impairment loss	(18,279)	(170,880)	(72,179)	(18,279)
Ending balance	\$ 72,179	\$ 90,458	\$ -	\$ 72,179

Impairment The Company recorded nil and \$72,179 impairment loss amounted to \$18,279 and \$170,880 for the years year ended June 30, 2024, respectively. A \$18,279 impairment loss was recorded for the year ended June 30, 2023 and 2022. As ownership rights of the cryptocurrencies could not be verified, full impairment was recognized for the year ended June 30, 2024.

Note 5. ACCOUNTS RECEIVABLE, NET

The Company's net accounts receivable are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Trade accounts receivable	\$ 3,487,293	\$ 3,521,491	\$ 3,554,156	\$ 3,487,293
Less: allowances for doubtful accounts	(3,288,740)	(3,413,110)	(3,286,991)	(3,288,740)
Less: allowances for expected credit losses				
Accounts receivable, net	\$ 198,553	\$ 108,381	\$ 267,165	\$ 198,553

Movement of allowance for doubtful accounts are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Beginning balance	\$ 3,413,110	\$ 3,475,769	\$ 3,288,740	\$ 3,413,110
Provision for doubtful accounts, net of recovery		-	257	
Write-off/recovery		-	-	
Provision for expected credit losses, net of recovery			17,667	-
Less: write-off			(17,303)	-
Exchange rate effect	(124,370)	(62,916)	(2,113)	(124,370)
Ending balance	\$ 3,288,740	\$ 3,413,110	\$ 3,286,991	\$ 3,288,740

For the years ended June 30, 2023 and 2022, June 30, 2024, the provision for doubtful accounts and write-off was \$nil \$17,667 and \$257, 17,303 respectively. There was no provision for doubtful accounts and write-off for the year ended June 30, 2023.

Note 6. OTHER RECEIVABLES, NET

The Company's other receivables are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Advances to customers*	\$ 7,060,456	\$ 3,943,547	\$ 6,849,309	\$ 7,060,456
Employee business advances	10,570	23,768	2	10,570
Total	7,071,026	3,967,315	6,849,311	7,071,026
Less: allowances for doubtful accounts	(6,994,212)	(3,942,258)	(6,848,699)	(6,994,212)
Other receivables, net	\$ 76,814	\$ 25,057	\$ 612	\$ 76,814

* In fiscal year 2019 and 2020, the Company entered into contracts with several customers where the Company's services included both freight charge and cost of commodities to be shipped to customers' designated locations. The terms of the contracts required the Company to prepay the commodities. The Company prepaid for the commodities and reclassified the payment as other receivables as the payments were paid on behalf of the customers. These payments will be repaid to the Company when either the contract is executed or the contracts are terminated by either party. The customers were negatively impacted by the pandemic and required additional time to execute the contracts, due to significant uncertainty on whether the delayed contracts will be executed timely, the Company had provided full allowance due to contract delay during the fiscal year ended June 30, 2020. The Company subsequently recovered and \$1,934,619 in fiscal year 2022.

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 Inc. ("Goalowen") pursuant to which Goalowen agreed to transfer its rights to receive income from operating a certain tuna fishing vessel to SG Shipping for \$ 3 million. Such contract was signed by the former COO Jing Shan without the Board's authorization. On \$3,000,000 and on May 5, 2023, Ms. Shan made a wire transfer of \$ 3 million \$3,000,000 to Goalowen Goalowen. Such contract was signed and payment was made by the Company's former COO, Jing Shan, without the Board's authorization. It of the board of directors of the Company. The payment was recorded as an Advance advance to customers, 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 million.

\$3,000,000, and there was no change in the fiscal year 2024.

Movement of allowance for doubtful accounts are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Beginning balance	\$ 3,942,258	\$ 6,024,266	\$ 6,994,212	\$ 3,942,258
Increase	3,000,000		21,348	3,000,000
Recovery for doubtful accounts	-	(1,934,619)	(160,000)	-
Less: write-off			(6,861)	51,954
Exchange rate effect	51,954	(147,389)	\$ 6,848,699	51,954
Ending balance	\$ 6,994,212	\$ 3,942,258	\$ 6,994,212	

Note 7. ADVANCES TO SUPPLIERS

The Company's advances to suppliers – third parties are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Freight fees (1)	\$ 428,032	\$ 336,540	\$ 300,051	\$ 428,032
Less: allowances for doubtful accounts	(300,000)	(300,000)	(300,000)	(300,000)
Advances to suppliers-third parties, net	<u>\$ 128,032</u>	<u>\$ 36,540</u>	<u>\$ 51</u>	<u>\$ 128,032</u>

(1) The advanced freight fee is the Company's prepayment made for various shipping costs for shipments from July 2022 to June 2023. The Company provided allowance of \$300,000 for the year ended June 30, 2022, and there was no change in the fiscal year 2023, 2023 and 2024.

Note 8. PREPAID EXPENSES AND OTHER CURRENT ASSETS

The Company's prepaid expenses and other assets are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Prepaid income taxes	\$ 11,929	\$ 11,929	\$ 11,929	\$ 11,929
Other (including prepaid professional fees, rent, listing fees)	240,118	353,984	231,707	240,118
Total	<u>\$ 252,047</u>	<u>\$ 365,913</u>	<u>\$ 243,636</u>	<u>\$ 252,047</u>

Note 9. OTHER LONG-TERM ASSETS – DEPOSITS, NET

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

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Rental and utilities deposits	\$ 244,923	\$ 246,581	\$ 206,692	\$ 244,923
Freight logistics deposits (1)	-	-	-	-
Total other long-term assets - deposits	<u>\$ 244,923</u>	<u>\$ 246,581</u>	<u>\$ 198,550</u>	<u>\$ 236,766</u>
Less: allowances for deposits	(8,157)	(8,832)	(8,142)	(8,157)
Other long-term assets- deposits, net	<u>\$ 236,766</u>	<u>\$ 237,749</u>	<u>\$ 198,550</u>	<u>\$ 236,766</u>

(1) On March 8, 2018, the Company entered into contract with BaoSteel Resources Co., Ltd ("BaoSteel") to provide supply chain services for BaoSteel. The contract required the Company to pay BaoSteel approximately \$3.1 million (RMB 20 million) of deposit. This refundable deposit is to cover any possible loss of merchandise, as well as any non-performance on the part of the Company and its vendors. The restricted deposit is expected be repaid to the Company when either the contract term expires by March 2023 or the contract is terminated by either party. Due to impact of COVID-19 and recent rising freight costs, the Company has not been able to fulfill the contract to BaoSteel and expect it may not be able to collect the full deposit, as such the Company provided full allowance for the \$3.1 million deposit with BaoSteel in fiscal year 2021. During fiscal year 2022, the Company wrote off the \$3.1 million deposit.

Movements of allowance for deposits are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Beginning balance	\$ 8,832	\$ 3,177,127	\$ 8,157	\$ 8,832
Allowance for deposits	-	-	-	-
Less: Write-off	-	(3,173,408)	-	-
Provision for expected credit losses, net of recovery			50,000	-
Less: write-off			(50,000)	-
Exchange rate effect	(675)	5,113	(15)	(675)
Ending balance	\$ 8,157	\$ 8,832	\$ 8,142	\$ 8,157

Note 10. PROPERTY AND EQUIPMENT, NET

The Company's net property and equipment are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Motor vehicles	542,904	715,571	383,213	542,904
Computer equipment	113,097	117,397	82,421	113,097
Office equipment	67,699	67,139	59,015	67,699
Furniture and fixtures	533,634	390,093	96,013	533,634
System software	103,038	111,562	102,843	103,038
Leasehold improvements	766,294	829,687	58,648	766,294
Mining equipment	922,438	922,438	922,439	922,438
Total	3,049,104	3,153,887	1,704,592	3,049,104
Less: Impairment reserve	(1,233,521)	(1,236,282)	(997,209)	(1,233,521)
Less: Accumulated depreciation and amortization	(1,389,240)	(1,368,649)	(523,744)	(1,389,240)
Property and equipment, net	\$ 426,343	\$ 548,956	\$ 183,639	\$ 426,343

Depreciation and amortization expenses for the years ended June 30, 2023 June 30, 2024 and 2022 2023 were \$164,348 \$132,195 and \$533,638 \$164,348, respectively. Impairment loss amounted to \$33,470nil and \$410,552 \$33,469 for the years ended June 30, 2023 June 30, 2024 and 2022, 2023, respectively.

Note 11. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Salary and reimbursement payable
Professional fees and other expense payable
Interest payable
Others
Total

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Salary and reimbursement payable	\$ 117,648	\$ 305,423	\$ 133,182	\$ 117,648
Professional fees and other expense payable	97,563	305,264	849,592	97,563
Interest payable	386,378	136,379	4,872	386,378
Others	35,105	9,206	49,541	35,105
Total	\$ 636,694	\$ 756,272	\$ 1,037,187	\$ 636,694

Note 12. CONVERTIBLE NOTES

On December 19, 2021, the Company issued two Senior Convertible Notes (the "Convertible Notes") to two non-U.S. investors for an aggregate purchase price of \$10,000,000.

The Convertible Notes bear an interest at 5% annually and may be converted into shares of the Company's common stock, no par value per share at a conversion price of \$3.76 per share, the closing price of the common stock on December 17, 2021. The Convertible Notes are unsecured senior obligations of the Company, and the maturity date of the Convertible Notes is December 18, 2023. The Company may repay any portion of the outstanding principal, accrued and unpaid interest, without penalty for early repayment. The Company may make any repayment of principal and interest in (a) cash, (b) common stock at the conversion price or (c) a combination of cash or common stock at the conversion price.

The investors may convert any conversion amount into common stock on any date beginning on June 19, 2022.

The Company evaluated the convertible notes agreement under ASC 815 Derivatives and Hedging ("ASC 815") amended by ASU 2020-06. ASC 815 generally requires the analysis embedded terms and features that have characteristics of derivatives to be evaluated for bifurcation and separate accounting in instances where their economic risks and characteristics are not clearly and closely related to the risks of the host contract. Based on terms of the convertible notes agreements, the Company's notes are convertible for a fixed number of shares and do not require the Company to net settle. None of the embedded terms required bifurcation and liability classification.

On March 8, 2022, the Company issued amended and restated the terms of the notes and issued the Amended and Restated Senior Convertible Notes (the "Amended and Restated Convertible Notes") to the investors to change the principal amount of the Convertible Notes to an aggregate principal amount of \$5,000,000. The other terms of the notes remained unchanged.

The terms of the Amended and Restated Convertible Notes are the same as that of the original Convertible Notes, except for the reduced principal amount and the waiver of interest for the \$5,000,000 payment made on March 8, 2022.

For the year ended **June 30, 2023** June 30, 2024 and **2022**, 2023, interest expenses related to the aforementioned convertible notes amounted to \$21,917 and \$250,000, and \$132,977, respectively.

On August 8, 2023, upon the unanimous consent of the board of directors of the Company, the Company prepaid the outstanding \$5,000,000 balance of the 2022 Notes, along with the accrued interest of \$403,424. The Company was not subject to any prepayment penalties.

Note 13. LEASES

The Company determines if a contract contains a lease at inception which is the date on which the terms of the contract are agreed to and the agreement creates enforceable rights and obligations. US GAAP requires that the Company's leases be evaluated and classified as operating or finance leases for financial reporting purposes. The classification evaluation begins at the commencement date and the lease term used in the evaluation includes the non-cancellable period for which the Company has the right to use the underlying asset, together with renewal option periods when the exercise of the renewal option is reasonably certain and failure to exercise such option which result in an economic penalty. All of the Company's leases are classified as operating leases.

The Company has several lease agreements with lease terms ranging from two to five years. As of **June 30, 2023** **June 30, 2024**, ROU assets and lease liabilities amounted to **\$381,982** **\$98,327** and **\$576,032** **\$308,618** (including **\$330,861** **\$177,263** from lease liabilities current portion and **\$245,171** **\$131,355** from lease liabilities non-current portion), respectively and weighted average discount rate was approximately **10.61%** **10.74%**.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. The leases generally do not contain options to extend at the time of expiration and the weighted average remaining lease terms are **2.15** **1.71** years.

For the years ended **June 30, 2023** **June 30, 2024** and **2022**, **2023**, rent expense amounted to approximately **\$561,375** and **\$549,842**, respectively.

As of June 30, 2024 and **\$779,841**, respectively.

Impairment loss 2023, the impairment of ROU asset amounted to **\$371,606** **\$354,108** and **\$595,753** for the years ended June 30, 2023 and 2022. **\$371,606**.

The Company terminated several lease agreements and resulting in a gain on disposal of ROU assets of **nil** and **\$177,970** for the years ended **June 30, 2023**, **June 30, 2024** and **2023**.

The five-year maturity of the Company's lease obligations is presented below:

Twelve Months Ending June 30,

	Operating Lease Amount	Operating Lease Amount
2024	\$ 382,291	
2025	147,149	\$ 200,414
2026	114,523	129,507
2027	9,567	9,567
Total lease payments	653,530	339,488
Less: Interest	77,498	30,870
Present value of lease liabilities	<u>\$ 576,032</u>	<u>\$ 308,618</u>

Note 14. EQUITY

After the close of the stock market on July 7, 2020, the Company effected a 1-for-5 reverse stock split of its common stock in order to satisfy continued listing requirements of its common stock on the NASDAQ Capital Market. The reverse stock split was approved by the Company's board of directors and stockholders and was intended to allow the Company to meet the minimum share price requirement of \$1.00 per share for continued listing on the NASDAQ Capital Market. As a result, all common stock share amounts included in this filing have been retroactively reduced by a factor of five, and all common stock per share amounts have been increased by a factor of five. Amounts affected include common stock outstanding, including those that have resulted from the stock options, and warrants exercisable for common stock.

Stock issuances:

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 stock, 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**, **\$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 stock 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 stock 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 stock per trading day on each trading day in a period of 20 consecutive trading days prior to the applicable date.

On November 2 and November 3, 2020, the Company issued an aggregate of 860,000 shares of Series A Convertible Preferred Stock (the "Series A Preferred Stock"), each convertible into one share of common stock, no par value, of Company, upon the terms and subject to the limitations and considerations set forth in the Certificate of Designation of the Series A Preferred Stock, and warrants to purchase up to 1,032,000 shares of common stock. The purchase price for each share of Series A Preferred Stock and accompanying warrants is \$1.66. The net proceeds to the Company from this offering was approximately **\$1.43 million**, **\$1.43 million**, not including any proceeds that may be received upon cash exercise of the warrants. The warrants became exercisable six (6) months following the date of issuance at an exercise price of \$1.99 per share. The warrants may also be exercised on a cashless basis 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 warrant Shares. The warrants will expire five and a half (5.5) years from the date of issuance. The warrants are subject to anti-dilution provisions to reflect stock 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 closing price of the common stock equals or exceeds \$5.97 for twenty (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 stock per trading day on each trading day in a period of 20 consecutive trading days prior to the applicable date. In February 2021, the shareholders approved the preferred shareholders' right to convert 860,000 shares of Series A Preferred Stock into 860,000 shares of common stock in the Company's annual meeting of shareholders. As of June 30, 2022, the Series A Preferred Stock have been fully converted to common stock on a one-for-one basis.

On December 8, 2020, the Company entered into a securities purchase agreement with certain investors thereto pursuant to which the Company sold to the investors, and the investors purchased from the Company, in a registered direct offering, an aggregate of 1,560,000 shares of the common stock of the Company, no par value per share, at a purchase price of \$3.10 per share, and warrants to purchase up to an aggregate of 1,170,000 shares of common stock of the Company at an exercise price of \$3.10 per share, for aggregate gross proceeds to the Company of \$4,836,000. The warrants are initially exercisable beginning on December 11, 2020 and will expire three and a half (3.5) 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 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**, **\$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** **\$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**, **\$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**, **\$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 proceeds 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 January 6, 2022, the Company entered into Warrant Purchase Agreements with certain warrant holders (the "Sellers") pursuant to which the Company agreed to buy back an aggregate of 3,870,800 warrants (the "Warrants") from the Sellers, and the Sellers agreed to sell the Warrants back to the Company. These Warrants were sold to these Sellers in three previous transactions that closed on February 11, 2021, February 10, 2021, and March 14, 2018. The purchase price for each Warrant is \$2.00. Following announcement of the Warrant Purchase Agreements on January 6, 2022, the Company agreed to repurchase an additional 103,200 warrants from other Sellers on the same terms as the previously announced Warrant Purchase Agreements. The aggregate number of warrants repurchased under the Warrant Purchase Agreements was 3,974,000.

On January 7, 2022, the Company wired the purchase price to each Seller. Each Seller has agreed to deliver the Warrant to the Company for cancellation as soon as practicable following the closing date, but in no event later than January 13, 2022. The Warrants are deemed cancelled upon the receipt by the Sellers of the purchase price.

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 US\$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 US\$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.

Following is a summary of the status of warrants outstanding and exercisable as of **June 30, 2023** **June 30, 2024**

	Warrants	Weighted Average Exercise Price
Warrants outstanding, as of June 30, 2023		
Issued	1,219,182	\$ 43.67
Exercised	(10,333)	8.75
Repurchased	<hr/>	<hr/>
Warrants outstanding, as of June 30, 2024	<hr/>	<hr/>
Warrants exercisable, as of June 30, 2024	<hr/>	<hr/>
	1,208,849	\$ 44.05
	1,208,849	\$ 44.05

	Warrants	Weighted Average Exercise Price
Warrants outstanding, as of June 30, 2022	12,191,824	\$ 4.37
Issued		
Exercised		
Repurchased		
Warrants outstanding, as of June 30, 2023	12,191,824	\$ 4.37
Warrants exercisable, as of June 30, 2023	12,191,824	\$ 4.37

	Warrants Exercisable	Weighted Average Exercise Price	Average Remaining Contractual Life
Warrants Outstanding			
2018 Series A, 400,000	103,334	\$ 8.75	1.21 years
2020 warrants, 2,922,000	181,000	\$ 1.83	3.17 years
2021 warrants, 11,088,280	11,907,490	\$ 4.94	4.06 years
Warrants Outstanding			
2020 warrants - 292,200	18,100	\$ 18.3	1.18 years
2021 warrants - 1,593,149	1,190,749	\$ 49.4	2.06 years

Stock-based compensation:

By action taken as of August 13, 2021, the Board of Directors (the "Board") of the Company and the Compensation Committee of the Board (the "Committee") approved a one-time award of a total of 1,020,000 shares of the common stock under the Company's 2014 Stock Incentive Plan (the "Plan") to, including (i) a one-time stock award grant of 600,000 shares to Chief Executive Officer, Lei Cao, (ii) a one-time stock award grant of 200,000 shares to acting Chief Financial Officer, Tuo Pan, (iii) a one-time stock award grant of 160,000 shares to Board member, Zhikang Huang, (iv) a one-time stock award grant of 20,000 shares to Board member, Jing Wang, (v) a one-time stock award grant of 20,000 shares to Board member, Xiaohuan Huang, and (vi) a one-time stock award grant of 20,000 shares to Board member, Tieliang Liu. The shares were valued at an aggregate of \$2,927,400 based on the grant date fair value of such shares.

On November 18, 2021, Mr. Jing Wang retired from his position as a member of the Board, the Chairperson of the Committee, a member of Nominating/Corporate Governance Committee, and a member of the Audit Committee. In connection with Mr. Wang's retirement, the Company granted Mr. Wang 100,000 shares of common stock under the Company's 2021 stock incentive plan, which shares were valued at \$377,000 based on the grant date fair value.

On February 4, 2022, the Company approved a one-time award of a total of 500,000 shares of common stock under the Company's 2021 Stock Incentive Plan to certain executive officers of the Company, including Chief Executive Officer, Yang Jie (300,000 shares), Chief Operating Officer, Jing Shan (100,000 shares), and Chief Technology Officer, Shi Qiu (100,000 shares). The total fair value of the grants amounts to \$2,740,000 based on the grant date share price of \$5.48.

On February 16, 2022, the Company's Board approved a consulting agreement pursuant to which the Company will pay the consultant a monthly fee of \$10,000 and 100,000 shares of the Company's common stock. The shares were valued at \$7.42 at grant date with a grant date fair value of \$742,000 to be amortized through October 31, 2022. Stock compensation expenses for this contract were \$412,222 for the year ended June 30, 2023.

In connection with the purchase order between SOSNY and Thor Miner (see note 2), the Company issued 800,000 restricted shares to Future Tech Business Consulting ("Future Tech") pursuant to an Advisory Agreement under which Future Tech was to assist to the Company to find suitable buyers for cryptocurrency mining machines sold by Thor Miner. The shares were valued at approximately \$3.6 million \$3.6 million and the Company recorded the full amount as stock compensation expense for the year ended June 30, 2023.

During the years ended **June 30, 2023** **June 30, 2024** and **2022**, **2023**, **nil** and **\$329,778** and **\$10,064,622** were recorded as stock-based compensation expense, respectively.

Stock Options:

A summary of the outstanding options is presented in the table below:

	Options	Weighted Average Exercise Price	
Options outstanding, as of June 30, 2023	2,000	\$	10.05
Granted	(2,000)	\$	-
Exercised	-	\$	-
Cancelled, forfeited or expired	-	\$	-
Options outstanding, as of June 30, 2024	-	\$	-
Options exercisable, as of June 30, 2024	-	\$	-

	<u>Options</u>	<u>Weighted Average Exercise Price</u>
Options outstanding, as of June 30, 2022	2,000	\$ 10.05
Granted	—	—
Exercised	—	—
Cancelled, forfeited or expired	—	—
Options outstanding, as of June 30, 2023	2,000	\$ 10.05
Options exercisable, as of June 30, 2023	2,000	\$ 10.05

Following is a summary of the status of options outstanding and exercisable as of **June 30, 2023** **June 30, 2024**:

Outstanding Options				Exercisable Options			
<u>Exercise Price</u>	<u>Number</u>	<u>Number</u>	<u>Average Remaining Contractual Life</u>	<u>Average Exercise Price</u>	<u>Number</u>	<u>Number</u>	<u>Average Remaining Contractual Life</u>
\$		years	\$		years	\$	years

Note 15. NON-CONTROLLING INTEREST

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

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Trans Pacific Logistics Shanghai Ltd.	(1,522,971)	(1,521,645)	(1,532,527)	(1,522,971)
Thor	(814,005)	(486,942)	-	(814,005)
Thor Miner Inc.				
Brilliant Warehouse Service, Inc.	117,035	(132,303)	(1,215,106)	117,035
Total	\$ (2,219,941)	\$ (2,140,890)	\$ (2,747,633)	\$ (2,219,941)

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.

SOS Information Technology New York, Inc. ("SOSNY"), a company incorporated under the laws of State of New York and a wholly owned subsidiary of SOS Ltd., filed lawsuit in the New York State Supreme Court on December 9, 2022 against Thor Miner, Inc., which is Singularity's joint venture ("Thor Miner"), the Company, and, together with Thor Miner, referred to as the "Corporate Defendants"), Lei Cao, Yang Jie, John F. Levy, Tieliang Liu, Tuo Pan, Shi Qiu, Jing Shan, and Heng Wang (jointly referred to as the "Individual Defendants") (collectively, the Individual Defendants and the Corporate Defendants are the "Defendants"). SOSNY and Thor Miner entered into a January 10, 2022 Purchase and Sale Agreement (the "PSA") for the purchase of \$200,000,000 in crypto mining rigs, which SOSNY claims was breached by the Defendants.

SOSNY and Defendants entered into a certain settlement agreement and general mutual release with an Effective Date of December 28, 2022 ("Settlement Agreement"). Pursuant to the Settlement Agreement, Thor Miner agreed to pay a sum of thirteen million in U.S. dollars (\$13,000,000) (the "Settlement Payment") to SOSNY in exchange for SOSNY dismissing the lawsuit with prejudice as to the settling Defendants and without prejudice as to all others. The full Settlement Payment was received by SOSNY on December 28, 2022. SOSNY dismissed the lawsuit with prejudice against the Company (and other Defendants) on December 28, 2022.

The Company and Thor Miner further covenanted and agreed that if they receive additional funds from HighSharp (Shenzhen Gaorui Electronic Technology Co., Ltd. ("HighSharp") related to the PSA, they will promptly transfer such funds to SOSNY in an amount not to exceed forty million, five hundred sixty thousand, five hundred sixty-nine dollars (\$40,560,569.00) (which is the total amount paid by SOSNY pursuant to the PSA less the price of the machines actually received by SOSNY pursuant to the PSA). The Settlement Payment and any payments subsequently received by SOSNY from HighSharp shall be deducted from the total amount of forty million, five hundred sixty thousand, five hundred sixty-nine dollars (\$40,560,569.00) previously paid by, and now due and owing to SOSNY. In further consideration of the Settlement Agreement, Thor Miner agreed to execute and provide to SOSNY, within seven (7) business days after SOSNY's receipt of the Settlement Payment, an assignment of all claims it may have against HighSharp or otherwise to the proceeds of the PSA. [See Note 19 for further details.](#)

On October 23, 2023, the Company filed a complaint against its former CFO, Tuo Pan, accusing her of conversion due to her alleged involvement in two unauthorized transfers from the Company amounting to \$219,000 and \$7,920.

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.

Lawsuits in connection with the Securities Purchase Agreement

On September 23, 2022, Hexin Global Limited and Viner Total Investments Fund filed a lawsuit against the Company and other defendants in the United States District Court for the Southern District of New York (the "Hexin lawsuit"). On December 5, 2022, St. Hudson Group LLC, Imperii Strategies LLC, Isyled Technology Limited, and Hsqynm Family Inc. filed a lawsuit against the Company and other defendants in the United States District Court for the Southern District of New York (the "St. Hudson lawsuit," and together with the Hexin lawsuit, the "Investor Actions"). The plaintiffs in the Investor Actions are investors that entered into a securities purchase agreement ("Securities Purchase Agreement") with the Company in late 2021. Each of these plaintiffs asserts causes of action for, among other things, violations of federal securities laws, breach of fiduciary duty, fraudulent inducement, breach of contract, conversion, and unjust enrichment, and seeks monetary damages and specific performance to remove legends from certain securities sold pursuant to the Securities Purchase Agreement. The Hexin lawsuit claims monetary damages of "at least \$6 million," plus interest, costs, fees, and attorneys' fees. The St. Hudson lawsuit claims monetary damages of "at least \$4.4 million," plus interest, costs, fees, and attorneys' fees.

Lawsuit in connection with the Financial Advisory Agreement

On October 6, 2022, Jinhe Capital Limited ("Jinhe") filed a lawsuit against the Company in the United States District Court for the Southern District of New York, asserting causes of actions for, among other things, breach of contract, breach of the covenant of good faith and fair dealing, conversion, quantum meruit, and unjust enrichment, in connection with a financial advisory agreement entered into by and between Jinhe and the Company on November 10, 2021. Jinhe claims monetary damages of "at least \$575,000" and "potentially exceeding \$1.8 million," plus interest, costs, and attorneys' fees.

On January 10, 2023, St. Hudson lawsuit was consolidated with this lawsuit and Hexin lawsuit and on February 24, 2023, all three consolidated actions were dismissed without prejudice by the court, in furtherance of the parties having reached an agreement in principle to settle their disputes. The Company, Yang Jie, Jing Shan, and the plaintiffs of the above three actions entered into a certain settlement agreement and general mutual release with an effective date of March 10, 2023, pursuant to which the Company agreed to pay the sum of \$10,525,910.82. Plaintiffs in the actions agreed to discharge and forever release the defendants in the actions from all claims that were or could have been raised in those actions, as well as dismissal of each of the actions with prejudice. The Company has no role or knowledge as to how the settlement payment will be allocated between and among the plaintiffs. The Company paid the settlement payment on March 14, 2023.

In addition, the plaintiffs agreed to irrevocably forfeit 3,728,807 shares of Common Stock they hold. The cancellation of 3,528,807 shares has been completed, while the cancellation of the remaining 200,000 shares is still in processing for the year ended June 30, 2023. The fair value of the shares was \$2,125,420 at March 10, 2023, the settlement amount over the fair value of the shares to be cancelled is recorded as other expenses in the Company's consolidated statement of operations. The cancellation of 200,000 shares completed on July 8, 2023

Putative Class Action

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 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. As this action is still in the early stage, the Company cannot predict the outcome.

In addition to the above litigations, the Company is also subject to additional contractual litigations as to which it is unable to estimate the outcome.

Government Investigations

Following a publication issued by Hindenburg Research dated May 5, 2022, 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 Company is cooperating with the government regarding these matters. The Company is not able to estimate the outcome or duration of the government investigations.

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-a-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 employee of the Company filed a lawsuit against the Company in the Richmond City Circuit Court of Virginia. In the complaint, Zhikang Huang alleges claims that the Company failed to compensate him for the severance payment of \$300,000 contemplated in Section 6.3 of the Employee Agreement, his two months' salary of \$25,000 for the months of November and December 2023 and the incentive-based bonus to which he is entitled pursuant to paragraph 4.2 of the Employee Agreement.

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, 2023** **June 30, 2024** and **2022** **2023** are as follows:

Current

U.S.
PRC

Total income tax expenses

For the Years Ended June 30		For the Years Ended June 30	
2023	2022	2024	2023
\$ (135,855)	\$ -	\$ -	\$ (135,855)
<hr/>	<hr/>	<hr/>	<hr/>
\$ (135,855)	\$ -	\$ -	\$ (135,855)

Income tax expense for the years ended **June 30, 2023** **June 30, 2024** and **2022** **2023** 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 year ended June 30, 2023 and 2022 to the Company's effective tax rate are as follows:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
	%	%	%	%
US Statutory tax rate	\$ 21.0	\$ 21.0	\$ 21.0	\$ 21.0
Permanent difference*	(42.0)	(5.3)	0.7	(42.0)
Change in valuation allowance	20.5	(14.9)	(21.9)	20.5
Rate differential in foreign jurisdiction	(0.1)	(0.8)	0.3	(0.1)
	\$ (0.6)	\$ -	\$ -	\$ (0.6)

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

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

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Allowance for doubtful accounts				
U.S.	\$ 1,241,000	\$ 617,000	\$ 1,212,000	\$ 1,241,000
PRC	1,655,000	1,830,000	1,649,000	1,655,000
Net operating loss				
U.S.	8,775,000	4,670,000	9,920,000	8,775,000
PRC	1,425,000	1,283,000	1,515,000	1,425,000
Total deferred tax assets	13,096,000	8,400,000	14,296,000	13,096,000
Valuation allowance	(13,096,000)	(8,400,000)	(14,296,000)	(13,096,000)
Deferred tax assets, net - long-term	\$ -	\$ -	\$ -	\$ -

We have incurred a cumulative U.S. federal net operating loss ("NOL") of approximately \$41,700,000 as of June 30, 2023, which may reduce future federal taxable income. The NOL generated for the year ended June 30, 2024 amounted to approximately \$5,500,000. The Tax benefit derived from this NOL was approximately \$1,155,000. As of June 30, 2024, our cumulative NOL amounted to approximately \$47,200,000.

Our operations in China have incurred a cumulative NOL of approximately \$1,703,000 as of June 30, 2023, which was mainly from net losses. During the year ended June 30, 2024, we generated an additional NOL of approximately \$359,000 due to increased third party service costs as a result of our special committee's investigation. Our PRC subsidiaries' cumulative NOL amounted to approximately \$2,062,000 as of June 30, 2024, which may reduce future taxable income and will expire by 2026.

The Company's operations in the U.S. incurred a cumulative U.S. federal net operation loss ("NOL") of approximately \$22,000,000 as of June 30, 2022, which may reduce future federal taxable income. During the year ended June 30, 2023, approximately \$19,700,000 of NOL was generated and the tax benefit derived from such NOL was approximately \$8,775,000. As of June 30, 2023, the Company's cumulative NOL amounted to approximately \$41,700,000 which may reduce future federal taxable income.

The Company's operations in China incurred a cumulative NOL of approximately \$1,333,000 as of June 30, 2022. During the year ended June 30, 2023, additional NOL of approximately \$370,000 was generated. As of June 30, 2023, the Company's cumulative NOL amounted to approximately **\$1,730,000** **\$1,703,000** which may reduce future taxable income which will expire by 2026.

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 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, 2023** **June 30, 2024**. The net decrease in valuation for the year ended **June 30, 2023** **June 30, 2024** amounted to approximately **\$4,696,000**, **\$1,196,000**, based on management's reassessment of the amount of the Company's deferred tax assets that are more likely than not to be realized.

The Company's taxes payable consists of the following:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
VAT tax payable	\$ 1,016,529	\$ 1,098,862	\$ 1,030,363	\$ 1,016,529
Corporate income tax payable	2,261,131	2,295,803	2,121,724	2,261,131
Others	57,298	62,512	54,806	57,298
Total	\$ 3,334,958	\$ 3,457,177	\$ 3,206,893	\$ 3,334,958

Note 18. CONCENTRATIONS

Major Customers

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.

For the year ended June 30, 2023, two customers accounted for 52.7% and 16.1% of the Company's gross revenues. As of June 30, 2023, two customers accounted for 35.6% and 18.1% of the Company's accounts receivable, net.

Major Suppliers

For the year ended **June 30, 2022** **June 30, 2024**, two customers suppliers accounted for 45.6% approximately 21.2% and 27.9% 20.1% of the Company's total gross revenues. As of **June 30, 2022**, two customers accounted for 43.3% and 10.4% of the Company's accounts receivable, net purchases.

Major Suppliers

For the year ended June 30, 2023, two suppliers accounted for approximately 19.6% and 19.5% of the total gross purchases, respectively.

For the year ended June 30, 2022, two suppliers accounted for approximately 26.3% and 24.1% of the total gross purchases, respectively.

Note 19. SEGMENT REPORTING

ASC 280, "Segment Reporting", establishes standards for reporting information about operating segments on a basis consistent with the Company's internal organizational structure as well as information about geographical areas, business segments and major customers in consolidated financial statements for detailing the Company's business segments. The Company's chief operating decision maker is the Chief Operating Officer, who reviews the financial information of the separate operating segments when making decisions about allocating resources and assessing the performance of the group. As of June 30, 2023 The Company ceased to sell crypto-mining equipment since January 1, 2023. For the nine months ended March 31, 2024, the Company had two operating segments: (1) operated in one segment, freight logistics services, which had operations in both the United States and (2) sales of PRC. For the nine months ended March 31, 2024, the Company did not sell crypto-mining machines. The Company no longer operates in the shipping agency segment because it did not receive any new orders for its services due to the uncertainty of the shipping management market which was negatively impacted by the COVID-19 pandemic.

The following tables present summary information by segment for the years ended **June 30, 2023**, **June 30, 2024** and **2022**, **2023**, respectively:

	For the Year Ended June 30, 2024			
	Freight Logistics Services	Sale of Crypto-mining Machines		Total
Net revenues	\$ 3,136,681	\$ -	\$ -	\$ 3,136,681
Cost of revenues	\$ 3,614,947	\$ -	\$ -	\$ 3,614,947
Gross profit	\$ (478,266)	\$ -	\$ -	\$ (478,266)
Depreciation and amortization	\$ 131,125	\$ 1,070	\$ -	\$ 132,195
Total capital expenditures	\$ (589)	\$ -	\$ -	\$ (589)
Gross margin%	(15.2)%	-	-	(15.2)%

	For the Year Ended June 30, 2023				For the Year Ended June 30, 2023		
	Shipping Agency and Management Services	Freight Logistics Services	Sale of Crypto-mining Machines	Total	Freight Logistics Services	Sales of Crypto-mining Machines	Total
Net revenues	\$ 3,806,158	\$ 732,565	\$ 4,538,723	\$ 3,806,158	\$ 732,565	\$ 4,538,723	
Cost of revenues	\$ 3,990,654	\$ -	\$ 3,990,654	\$ 3,990,654	\$ -	\$ -	\$ 3,990,654
Gross profit	\$ -	\$ (184,496)	\$ 732,565	\$ 548,069	\$ (184,496)	\$ 732,565	\$ 548,069
Gross (loss) profit							
Depreciation and amortization	\$ 163,635	\$ 713	\$ 164,348	\$ 163,635	\$ 713	\$ 164,348	
Total capital expenditures	\$ (38,440)	\$ 2,852	\$ (35,588)	\$ (38,440)	\$ 2,852	\$ (35,588)	
Gross margin%	- %	(4.85)%	100%	12.08%	(4.8)%	100%	12.1%

	For the Year Ended June 30, 2022			
	Shipping Agency and Management Services	Freight Logistics Services	Sales of Crypto-mining Machines	Total
Net revenues	\$ 3,830,615	\$ 157,800	\$ 3,988,415	
Cost of revenues	\$ 4,136,474	\$ -	\$ 4,136,474	
Gross (loss) profit	\$ (305,859)	\$ 157,800	\$ (148,059)	
Depreciation and amortization	\$ 512,586	\$ 21,052	\$ 533,638	
Total capital expenditures	\$ 840,319	\$ 34,199	\$ 874,518	
Gross margin%	- %	(8.0)%	100%	(3.7)%
Total assets as of:				

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Shipping Agency and Management Services	\$ -	\$ -	\$ -	
Freight Logistic Services	19,075,202	44,058,444	18,728,039	19,075,202
Sales of crypto-mining machines	162,605	20,789,296	-	162,605
Total Assets	19,237,807	64,847,740	18,728,039	19,237,807

The Company's operations are primarily based in the PRC and U.S., where the Company derives all of its revenues. Management also reviews consolidated financial results by business locations. Disaggregated information of revenues by geographic locations are as follows:

	For the Years Ended		For the Years Ended	
	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
PRC	\$ 2,529,449	\$ 2,982,691	\$ 2,686,303	\$ 2,529,449
U.S.	2,009,274	1,005,724	450,378	2,009,274
Total revenues	\$ 4,538,723	\$ 3,988,415	\$ 3,136,681	\$ 4,538,723

Note 20. RELATED PARTY BALANCE AND TRANSACTIONS

Advance to suppliers-related party

The Company's advances to suppliers – related party are as follows:

	June 30, 2023	June 30, 2022
Bitcoin mining hardware and other equipment (1)	\$ -	\$ 6,153,546
Total Advances to suppliers-related party	\$ -	\$ 6,153,546

(1) On January 10, 2022, the Company's joint venture, Thor Miner, entered into a Purchase and Sales Agreement ("PSA") with HighSharp. Pursuant to the Purchase Agreement, Thor Miner agreed to purchase certain cryptocurrency mining equipment. In January and April 2022, Thor Miner made total prepayment of \$35,406,649 for the order and no prepayment as of June 30, 2023.

Due to production issues from HighSharp, Thor Miner was not able to timely deliver the full quantity of cryptocurrency mining machines to SOSNY under the PSA and was sued by SOSNY for breach of contract on December 9, 2022.

The Company entered into a settlement agreement with SOSNY effective on December 28, 2022, under which the Company will repay \$13.0 million to SOSNY and terminate the previous agreements and balance of the deposits. The Company also assigned to SOSNY the right for the deposit that Thor Miner has paid to HighSharp.

As of December 22, 2022, the balance of advances to HighSharp and deposits from SOSNY amounted to \$27,927,583 and \$40,560,569, respectively. Thor Miner paid \$13.0 million on December 23, 2022 to SOSNY which was received by SOSNY on December 28, 2022. Thor Miner wrote off the balance of the deposit it received from SOSNY and the balance of its payment to HighSharp resulted in net bad debt expenses of \$367,014.

Due from related party, net

As of **June 30, 2023** **June 30, 2024** and **June 30, 2022** **June 30, 2023**, the outstanding amounts due from related parties consist of the following:

	June 30, 2023	June 30, 2022	June 30, 2024	June 30, 2023
Zhejiang Jinbang Fuel Energy Co., Ltd (1)	458,607	415,412	382,949	458,607
Shanghai Baoyin Industrial Co., Ltd (2)	1,068,014	1,306,004	1,066,003	1,068,014
LSM Trading Ltd (3)	570,000	570,000	570,000	570,000
Rich Trading Co. Ltd (4)	103,424	103,424	103,424	103,424
Cao Lei (5)	13,166	54,860	-	13,166
Lei Cao	-	-	-	13,166
Less: allowance for doubtful accounts	(2,138,276)	(2,449,700)	(2,122,376)	(2,138,276)
Total	<u>\$ 74,935</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 74,935</u>

(1) As of **June 30, 2023** **June 30, 2024** and **2022, 2023**, the Company advanced **\$458,607** **\$382,949** and **\$415,412** **\$458,607** 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 allowances of **\$383,672** **\$382,949** and **\$415,412** **\$383,672** for the year ended June 30, 2023 balance of the receivable as of June 30, 2024 and 2022, and 2023. The amount of the allowance changes changed as a result of changes in exchange rates.

(2) As of **June 30, 2023** **June 30, 2024** and **2022, 2023**, the Company advanced approximately **\$1.1 million** **\$1,066,003** and **\$1.3 million** **\$1,068,014** 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, 2023, June 30, 2024 and 2023**, the Company advanced \$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 **provided** evaluated the collection possibility and decided to provide full credit losses for the balance of the receivable.

(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 **year ended June 30, 2023 and 2022**.

(5) **The amount represents business advance to Mr. Lei Cao, the former Chairman of the Board. During the six months ended June 30, 2023, Lei Cao repaid approximately \$54,000, of which approximately \$13,000 additional payment was recognized as non-operating income. The Company provided full credit losses for the remaining balance of the receivable, receivable as of June 30, 2024 and 2023.**

Loan receivable-Accounts payable- related parties

As of **June 30, 2023** June 30, 2024 and **June 30, 2022**, the outstanding loan receivable from related parties consists of the following:

	June 30, 2023	June 30, 2022
Wang, Qinggang (1)	\$ 552,285	\$ 552,285

(1) On June 10, 2021, the Company entered into a loan agreement with Wang Qinggang, CEO and legal representative of Trans Pacific Logistic Shanghai Ltd. The loan is non-interest bearing for loan amount up to \$630,805 (RMB 4 million). In February 2022, Wang Qinggang, borrowed and repaid \$232,340 of the loan amount. In June 2022, additional \$552,285 (RMB 3,700,000) was loaned to Wang Qinggang with due date of June 7, 2024. The outstanding loan was fully repaid in December 2022.

Accounts payable - related parties

As of **June 30, 2023** and **June 30, 2022, 2023**, the Company had accounts payable to Rich Trading Co. Ltd of \$63,434.

Due to Related Party

Other payable - related party

As of **June 30, 2023, June 30, 2024 and 2023**, the Company had accounts payable to Qinggang Wang, CEO and legal representative of Trans Pacific Shanghai, of \$ 25,997 and \$104,962. These payments were made on behalf of the Company for the daily business operational activities.

Revenue - Related Party

For As of June 30, 2024 and 2023, the **year ended June 30, 2023**, the company Company had no revenue from related party. For the **year ended June 30, 2022**, revenue from related party, accounts payable to \$ 199,034 and nil to Zhejiang Jinbang amounted to \$222,963. Fuel Energy Co., Ltd ("Zhejiang Jinbang") which is 30% owned by Mr. Wang Qinggang, CEO and legal representative of Trans Pacific Shanghai.

Note 21. SUBSEQUENT EVENTS

Resignation of Officer

On July 3, 2023, the Company entered into a Settlement and Release Agreement with Mr. Jie which fully resolved his claims against the Company. On July 3, 2023, Mr. Tieliang Liu Haotian Song resigned from his position as a vice president and as a director of Singularity Future Technology Ltd. (the "Company") and a member of the board of directors of the Compensation Committee. Mr. Song's resignation was for personal reasons and was not the Audit Committee, and result of any disagreement with the Company on any matter relating to the Registrant's operations, policies or practices.

Appointment of Officer

On August 6, 2024, the Nominating and Corporate Governance Committee. Mr. Liu's decision did not result from any disagreement with Committee of the Board nominated and the Board appointed Ms. Jia Yang as a vice president of the Company relating to its operations, policies, or practice.

On July 10, 2023, Company terminated the employment of its Chief Operating Officer Jing Shan with cause. The termination was effective immediately.

On July 31, 2023, the Company elected Mr. Zhongliang Xie and as a Class II independent director to serve until of the annual meeting of stockholders for the fiscal year 2023, Board 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. Haotian Song's resignation.

Registration Statement Filed With SEC

On August 15, 2023, Mr. Dianjiang Wang resigned as the Chief Financial Officer of the Company. Mr. Wang's decision did not result from any disagreement with the Company relating to its operations, policies, or practices. On August 21, 2023 September 9, 2024, the Company filed a Registration Statement under Securities Act of 1933 with the Securities and Exchange Commission for the offering and selling, from time to time in one or more offerings, any combination of debt securities, shares of common stock, preferred stock, warrants, rights, share purchase contracts, share purchase units or units having an aggregate initial offering price not exceeding \$200,000,000 (or its equivalent in foreign or composite currencies) on terms to be determined at the time of offering.

Joint Venture Company Established

On August 22, 2024, the Company's subsidiary in New York, New Energy Tech Ltd. entered into an employment joint venture agreement with Mr. Ying Cao to serve as the Chief Financial Officer a Wyoming company, Market One Services Corporation ("Market One"). The Company owns 51% of the Company. Mr. Ying Cao has served as equity interest while Market One owns 49%. New Energy and Market One intend to collaborate on developing the department manager and quality control manager at Shaanxi Huaqiang Certified Public Accountants Co., Ltd. since 2015. Prior to that, he served as a project manager in Sigma Accounting Firm from 2007 to 2014. Mr. Cao obtained his bachelor's degree in accounting from Xi'an University of Finance and Economics. Mr. Cao does not have any family relationships with any of the Company's directors or executive officers.

Nasdaq Listing Deficiencies

On July 7, 2023, the Company received an Notice of Noncompliance Letter (the "Letter") 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). The Letter also states that the Company has 45 calendar days to submit a plan to regain compliance (the "Plan") 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. Nasdaq requires the Plan to be submitted no later than August 21, 2023.

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. Such determination is based on the Company meeting the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on the Capital Market with the exception of the bid price requirement, and the Company's written notice of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. The Company intends to regain compliance with Nasdaq's bid price requirement prior to the end of the second bid price extension.

On August 30, 2023, the Company received a formal notification from Nasdaq confirming that the Company had regained compliance with the independent director and audit committee requirements for continued listing on The Nasdaq Capital Market set forth in Listing Rules 5605(b)(1) and 5605(c)(2) by appointing Mr. Zhongliang Xie to the Company's board of directors and audit committee on July 31, 2023, and that the matter is now closed.

On August 30, 2023, the Company received a formal notification from Nasdaq stating that it has determined to grant the Company an extension until December 27, 2023, to regain compliance with Listing Rule 5620(a), which requires that the Company hold an annual meeting of shareholders within twelve months of the end of the Company's fiscal year end. solar panel commodity trade business.

List of subsidiaries of the Company

Subsidiaries

Entity Name in English	Jurisdiction of Incorporation	Parent/Ownership
Sino-Global Shipping New York Inc.	New York, U.S.	Singularity Future Technology Ltd. (100% Owned)
Ningbo Saimeinuo Web Tec Ltd.	Ningbo, Zhejiang, PRC	Sino-Global Shipping USA Ltd. (100% Owned)
Blumargo IT Solution Ltd.	New York, U.S.	Sino-Global Shipping USA Ltd. (100% Owned)
Gorgeous Trading Ltd.	Texas, U.S.	Sino-Global Shipping USA Ltd. (100% Owned)
Brilliant Warehouse Service Inc.	Texas, U.S.	Sino-Global Shipping New York Inc. (51% Owned)
Phi Electric Motor Inc.	New York, U.S.	Sino-Global Shipping New York Inc. (51% Owned)
SG Shipping & Risk Solution Inc.	New York, U.S.	Sino-Global Shipping USA Ltd. (100% Owned)
SG Link LLC	New York, U.S.	SG Shipping & Risk (100% Owned)
Thor Miner Inc.	Delaware, U.S.	Sino-Global Shipping America Inc. (51% Owned)

Sino-Global Shipping (HK) Ltd.	Hong Kong, PRC	Singularity Future Technology Ltd. (100% Owned)
Trans Pacific Shipping Ltd.	Beijing, PRC	Sino-Global Shipping USA Ltd. (100% Owned)
Trans Pacific Logistics Shanghai Ltd.	Shanghai, PRC	Trans Pacific Shipping Ltd. (90% Owned)
Singularity (Shenzhen) Technology Ltd. ("SGS Shenzhen")	Shenzhen, PRC	Singularity Future Technology Ltd. (100% Owned)
New Energy Tech Limited ("New Energy")	New York, U.S.	Singularity Future Technology Ltd. (100% Owned)

Exhibit 23.1

AUDIT ALLIANCE LLP®

A Top 18 Audit Firm

10 Anson Road, #20-16 International Plaza, Singapore 079903.

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Forms Form S-3 (333-253836 (No. 333-282006) and 333-253149) and on Form S-8 (333-259130) of our report dated September 27, 2023, relating to the consolidated financial statements (No. 333-259130) of Singularity Future Technology Ltd. and its subsidiaries (collectively) of our report dated October 15, 2024, relating to the "Company" for the years ended June 30, 2023 and 2022, appearing financial statements which appears in the Annual Report on this Form 10-K of the Company for the year ended June 30, 2023, 10-K.

We also consent to the reference to us under the heading "Experts" in the Registration Statements.

/s/ Audit Alliance LLP

/s/ Audit Alliance LLP

Singapore

October 15, 2024

Singapore

September 27, 2023

Exhibit 31

CERTIFICATIONS REQUIRED BY
RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ziyuan Liu, certify that:

- I have reviewed this Annual Report on Form 10-K of Singularity Future Technology Ltd. (the "Registrant") for the fiscal year ended **June 30, 2023** **June 30, 2024**;
- Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
- I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, 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;
 - Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
- I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditor and the audit committee of the Registrant's board of directors:
 - All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: September 27, 2023 October 15, 2024

By: /s/ Ziyuan Liu
Ziyuan Liu
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS REQUIRED BY
RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ying Cao, certify that:

1. I have reviewed this Annual Report on Form 10-K of Singularity Future Technology Ltd. (the "Registrant") for the fiscal year ended **June 30, 2023** **June 30, 2024**;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, 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;
 - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditor and the audit committee of the Registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: **September 27, 2023** **October 15, 2024**

By: /s/ Ying Cao

Ying Cao
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Singularity Future Technology Ltd. (the "Company") for the fiscal year ended **June 30, 2023** **June 30, 2024**, as filed with the Securities and Exchange Commission (the "Report"), I, Ziyuan Liu, Chief Executive Officer of the Company, certify, based on my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: **September 27, 2023** **October 15, 2024**

By: /s/ Ziyuan Liu

Ziyuan Liu
Chief Executive Officer
(Principal Executive Officer)

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REFINITIV 

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Singularity Future Technology Ltd. (the "Company") for the fiscal year ended **June 30, 2023** **June 30, 2024**, as filed with the Securities and Exchange Commission (the "Report"), I, Ying Cao, Chief Financial Officer of the Company, certify, based on my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: **September 27, 2023** **October 15, 2024**

By: **/s/ Ying Cao**

Ying Cao

Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 97.1

SINGULARITY FUTURE TECHNOLOGY LTD.
INCENTIVE-BASED COMPENSATION RECOVERY POLICY
EFFECTIVE OCTOBER 10, 2024

1. **Policy Purpose.** The purpose of this Singularity Future Technology Ltd. (the "Company") Incentive-Based Compensation Recovery Policy (this "Policy") is to enable the Company to recover Erroneously Awarded Compensation in the event that the Company is required to prepare an Accounting Restatement. This Policy is intended to comply with the requirements set forth in Listing Rule 5608 of the corporate governance rules of The NASDAQ Stock Market (the "Listing Rule") and shall be construed and interpreted in accordance with such intent. Unless otherwise defined in this Policy, capitalized terms shall have the meaning ascribed to such terms in Section 7.
2. **Policy Administration.** This Policy shall be administered by the Compensation Committee of the Board (the "Committee") unless the Board determines to administer this Policy itself. The Committee has full and final authority to make all determinations under this Policy, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. All determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company, its affiliates, its stockholders and Executive Officers. Any action or inaction by the Committee with respect to an Executive Officer under this Policy in no way limits the Committee's actions or decisions not to act with respect to any other Executive Officer under this Policy or under any similar policy, agreement or arrangement, nor shall any such action or inaction serve as a waiver of any rights the Company may have against any Executive Officer other than as set forth in this Policy.
3. **Policy Application.** This Policy applies to all Incentive-Based Compensation received by a person: (a) after beginning service as an Executive Officer; (b) who served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation; (c) while the Company had a class of securities listed on a national securities exchange or a national securities association; and (d) during the three completed fiscal years immediately preceding the Accounting Restatement Date. In addition to such last three completed fiscal years, the immediately preceding clause (d) includes any transition period that results from a change in the Company's fiscal year within or immediately following such three completed fiscal years; provided, however, that a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to twelve months shall be deemed a completed fiscal year. For purposes of this Section 3, Incentive-Based Compensation is deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, Incentive-Based Compensation that is subject to both a Financial Reporting Measure vesting condition and a service-based vesting condition shall be considered received when the relevant Financial Reporting Measure is achieved, even if the Incentive-Based Compensation continues to be subject to the service-based vesting condition.

4. **Policy Recovery Requirement.** In the event of an Accounting Restatement, the Company must recover, reasonably promptly, Erroneously Awarded Compensation, in amounts determined pursuant to this Policy. The Company's obligation to recover Erroneously Awarded Compensation is not dependent on if or when the Company files restated financial statements. Recovery under this Policy with respect to an Executive Officer shall not require the finding of any misconduct by such Executive Officer or such Executive Officer being found responsible for the accounting error leading to an Accounting Restatement. In the event of an Accounting Restatement, the Company shall satisfy the Company's obligations under this Policy to recover any amount owed from any applicable Executive Officer by exercising its sole and absolute discretion in how to accomplish such recovery, to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. The Company's recovery obligation pursuant to this Section 4 shall not apply to the extent that the Committee, or in the absence of the Committee, a majority of the independent directors serving on the Board, determines that such recovery would be impracticable and:

- a. The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Stock Exchange;
- b. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the registrant, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Code.

5. **Policy Prohibition on Indemnification and Insurance Reimbursement.** The Company is prohibited from indemnifying any Executive Officer or former Executive Officer against the loss of Erroneously Awarded Compensation. Further, the Company is prohibited from paying or reimbursing an Executive Officer for purchasing insurance to cover any such loss.

6. **Required Policy-Related Filings.** The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including disclosures required by U.S. Securities and Exchange Commission filings.

7. **Definitions.**

- a. **“Accounting Restatement”** means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
- b. **“Accounting Restatement Date”** means the earlier to occur of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if the Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; and (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.
- c. **“Board”** means the board of directors of the Company.
- d. **“Code”** means the U.S. Internal Revenue Code of 1986, as amended. Any reference to a section of the Code or regulation thereunder includes such section or regulation, any valid regulation or other official guidance promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing, or superseding such section or regulation.
- e. **“Erroneously Awarded Compensation”** means, in the event of an Accounting Restatement, the amount of Incentive-Based Compensation previously received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts in such Accounting Restatement, and must be computed without regard to any taxes paid by the relevant Executive Officer; provided, however, that for Incentive-Based Compensation based on stock price or total stockholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount of Erroneously Awarded Compensation must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total stockholder return upon which the Incentive-Based Compensation was received; and (ii) the Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the Stock Exchange.
- f. **“Executive Officer”** means the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. An executive officer of the Company's parent or subsidiary is deemed an “Executive Officer” if the executive officer performs such policy making functions for the Company.
- g. **“Financial Reporting Measure”** means any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure; provided, however, that a Financial Reporting Measure is not required to be presented within the Company's financial statements or included in a filing with the U.S. Securities and Exchange Commission to qualify as a “Financial Reporting Measure.” For purposes of this Policy, “Financial Reporting Measure” includes, but is not limited to, stock price and total stockholder return.
- h. **“Incentive-Based Compensation”** means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.
- i. **“Stock Exchange”** means the U.S. national stock exchange on which the Company's shares of common stock are listed (e.g., Nasdaq.)

8. **Acknowledgement.** Each Executive Officer shall sign and return to the Company, within 30 calendar days following the later of (i) the effective date of this Policy first set forth above or (ii) the date the individual becomes an Executive Officer, the Acknowledgement Form attached hereto as Exhibit A, pursuant to which the Executive Officer agrees to be bound by, and to comply with, the terms and conditions of this Policy.

9. **Severability.** The provisions in this Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision shall be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

10. **Amendment; Termination.** The Board may amend this Policy from time to time in its sole and absolute discretion and shall amend this Policy as it deems necessary to reflect the Listing Rule, to comply with (or maintain an exemption from the application of) Section 409A of the Code. The Board may terminate this Policy at any time.

11. **Other Recovery Obligations; General Rights.** To the extent that the application of this Policy would provide for recovery of Incentive-Based Compensation that the Company recovers pursuant to Section 304 of the Sarbanes-Oxley Act or other recovery obligations, the amount the relevant Executive Officer has already reimbursed the Company will be credited to the required recovery under this Policy. This Policy shall not limit the rights of the Company to take any other actions or pursue other remedies that the Company may deem appropriate under the circumstances and under applicable law, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. Nothing contained in this Policy shall limit the Company's ability to seek recoupment, in appropriate circumstances (including circumstances beyond the scope of this Policy) and as permitted by applicable law, of any amounts from any individual, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code.

12. **Successors.** This Policy is binding and enforceable against all Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

EXHIBIT A
SINGULARITY FUTURE TECHNOLOGY LTD.
INCENTIVE-BASED COMPENSATION RECOVERY POLICY
ACKNOWLEDGEMENT FORM

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of Singularity Future Technology Ltd. (the “Company”) Incentive-Based Compensation Recovery Policy (the “Policy”).

By signing this Acknowledgement Form, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with the Company. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation (as defined in the Policy) to the Company to the extent required by, and in a manner consistent with, the Policy.

The undersigned further acknowledges that the Company has advised him or her that he or she may consult an attorney before signing this Acknowledgement Form and that he or she has been afforded an opportunity to do so.

By:
Position:
Date:

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