Confidential Draft Submission to the Securities and Exchange Commission submitted on [ ], 2024.
This draft registration statement has not been publicly filed with the Securities and
Exchange Commission and all information herein remains strictly confidential.

Registration No. 333-_________

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

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DIGINEX LIMITED
(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands	**7389**	**N/A**
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

Smart-Space Fintech 2, Room 3, Unit 401-404 Core C, Cyberport, Telegraph Bay,
Hong Kong
+852 3618 5881
(Address and Telephone Number of Registrant's Principal Executive Offices)

Puglisi & Associates
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Newark, Delaware 19711
302-738-6680
(Name, Address, and Telephone Number of Agent for Service)

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 7(a)(2)(B) of the Securities Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance

with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission (the "SEC"), acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not the solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION—DATED XXX [ ], 2024

PRELIMINARY PROSPECTUS

DIGINEX LIMITED

We are offering [ ] ordinary shares, $0.0001 par value per share ("Ordinary Shares"). This is the initial public offering of our Ordinary Shares. Prior to this offering, there has been no public market for Ordinary Shares. The initial public offering price of the Ordinary Shares is $[ ] per share.

Diginex Limited ("Diginex Limited" or the "Company") plans to submit an application to the Nasdaq Stock Market to list our Ordinary Shares on the Nasdaq Capital Market under the symbol " ."

We are an "emerging growth company" as defined under the federal securities laws and will be subject to reduced public company reporting requirements. See "Prospectus Summary — Implications of Our Being an 'Emerging Growth Company'" and "Risk Factors" on pages [ ] and 8, respectively.

Diginex Limited is a Cayman Islands exempted company, incorporated under the laws of the Cayman Islands on January 26, 2024. Prior to our initial public offering, Diginex Limited and Diginex Solutions (HK) Limited ("DSL") will undergo a restructuring pursuant to a share exchange agreement (the "Share Exchange Agreement"), whereby the then existing shareholders of DSL will transfer all of their shares in DSL to Diginex Limited, in consideration for Diginex Limited's issuance of its new shares to such shareholders. Upon consummation of the Share Exchange Agreement, DSL will be a wholly owned subsidiary of Diginex Limited, and the existing shareholders of DSL will become shareholders of Diginex Limited (the "**Restructuring**").

In connection with the Share Exchange Agreement, prior to our initial public offering, Diginex Limited will also (i) issue new convertible loan notes to certain Original Shareholders in consideration for the cancellation of the then existing convertible loan notes issued by DSL held by such Original Shareholders; (ii) grant certain share options under the new share option plan expected to be adopted by Diginex Limited to the holders of the unexercised share options granted by DSL (the "**Original Share Options**"), in consideration for the cancellation of the Original Share Options held by such holders and (iii)) grant certain warrants to purchase Ordinary Shares of Diginex Limited to the holders of the then existing warrants to purchase ordinary shares of DSL (the "**Original Warrants**"), in consideration for the cancellation of the Original Warrants held by such holders.

DSL is incorporated under the laws of Hong Kong and DSL's principal executive offices and a portion of our global operations are located in Hong Kong. Neither Diginex Limited nor DSL operate in the People's Republic of China ("PRC") and neither Diginex Limited nor DSL have any contractual arrangements with any variable interest entities ("VIE") in the PRC. Since neither Diginex Limited nor DSL is a mainland Chinese company they are not required to obtain permission from the government of the PRC to operate and issue our Ordinary Shares to foreign investors. It is the opinion of our PRC counsel that Diginex Limited and DSL are not subject to the requirements of the China Securities Regulatory Commission ("CSRC") or the Cyberspace Administration of China ("CAC"), and their operations are not subject to the review or approval of any other PRC governmental authority. If Diginex Limited and/or DSL was required to obtain approval from the CSRC, CAC or other PRC governmental authorities, obtaining such approvals could significantly limit or completely hinder Diginex Limited's ability to offer or continue to offer securities to investors and cause the value of Diginex Limited's securities, including the Ordinary Shares, to significantly decline in value or be worthless. If Diginex Limited or DSL is required to obtain approval by the CSRC, CAC or other PRC governmental authorities, it could result in a material change in our operations, including our ability to continue our current business, and accept foreign investments, and such adverse actions would likely cause the value of our securities to significantly decline or become worthless, make us subject to penalties and sanctions imposed by PRC regulatory agencies, and cause us to be delisted or prohibit trading.

On February 17, 2023, the CSRC promulgated Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies and relevant supporting guidelines, which became effected on March 31, 2023. On December 28, 2021, the CAC and certain other PRC regulatory authorities promulgated the Measures for Cybersecurity Review, which became effected on February 15, 2022. The promulgation of such new measures indicate that the Chinese government has stepped up supervision of mainland Chinese firms listed offshore and cross-border data flows and security, police illegal activity in the securities market and punish fraudulent securities issuances, market manipulation and insider trading. PRC will also monitor sources of funding for securities investment and control leverage ratios. The CAC has also opened a cybersecurity probe into several large U.S.-listed technology companies focusing on anti-monopoly and financial technology regulation and, more recently with the passage of the Data Security Law, how companies collect, store, process and transfer data.[1]

As a Hong Kong company that does not operate in the PRC, the laws and regulations of the PRC do not currently have any material impact on our business, financial condition or results of operations. The exception to this are (i) The Law of the People's Republic of China on Safeguarding National Security in the Hong Kong Special Administrative Region (also known as the Hong Kong National Security Law). This is a PRC law which has direct application to Hong Kong and carries world-wide extraterritorial effect covering both PRC and non-PRC national; (ii) The Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region ("New Arrangement"), On the Hong Kong side, the New Arrangement needs to be implemented through local laws. According to the Hong Kong government's constitutional report on November 10, 2023, the Mainland Civil and Commercial Judgments (Mutual Enforcement) Ordinance (Chapter 645) and the Mainland Civil and Commercial Judgments (Mutual Enforcement) Rules came into effect on January 29, 2024. However, because of the Company's operations in Hong Kong and given the Chinese government's significant oversight authority over the conduct of business in Hong Kong, there is always a risk that the Chinese government may, in the future, seek to affect operations of any company with any level of operations in mainland China or Hong Kong, including its ability to offer securities to investors, list its securities on a U.S. or other foreign exchange, conduct its business or accept foreign investment. In light of PRC's recent expansion of authority in Hong Kong, there are risks and uncertainties which we cannot foresee for the time being, and rules and regulations in PRC can change quickly. The Hong Kong authorities have announced their plan to enact further national security related legislation in 2024. The contents of these new laws are still unknown but they may have a further impact on foreign organizations and their operations in Hong Kong. The Chinese government may intervene or influence our current and future operations in Hong Kong and PRC at any time, or may exert more control over offerings conducted overseas and/or foreign investment in issuers likes ourselves.

If certain PRC laws and regulations were to become applicable to Diginex Limited or DSL in the future, the application of such laws and regulations may have a material adverse impact on our business, financial condition and results of operations and our ability to offer or continue to offer securities to investors, any of which may cause the value of our securities, including Diginex Limited's Ordinary Shares, to significantly decline or become worthless. For example, if the PRC Data Security Law were to apply to Diginex Limited's Hong Kong-based businesses, Diginex Limited and it subsidiaries could become subject to data security and privacy obligations, including the need to conduct a national security review of data activities that may affect the national security of the PRC, and be prohibited from providing data stored in Hong Kong to foreign judicial or law enforcement agencies without approval from relevant PRC regulatory authorities.

In December 2021, the SEC adopted rules to implement the Holding Foreign Companies Accountable Act ("HFCAA") and pursuant to the HFCAA, the PCAOB issued its report notifying the SEC of its determination that it is unable to inspect or investigate completely accounting firms headquartered in mainland China or Hong Kong. If any law relating to the PCAOB access to auditor files were to apply to a company such as us or our auditor, the PCAOB may be unable to fully inspect our auditor, which may result in our securities, including our Ordinary Shares, being delisted or prohibited from being traded pursuant to the HFCAA and materially and adversely affect the value and/or liquidity of your investment. Diginex Limited's independent registered public accounting firm, UHY LLP, is not subject to the determinations announced by the PCAOB on December 16, 2021. UHY LLP are headquartered in New York, NY and are not headquartered in the PRC or Hong Kong. The PCAOB currently has access to inspect the working papers of UHY LLP. As a result, we do not believe the HFCAA and related regulations will affect Diginex Limited. If, however, Diginex Limited's independent registered public accounting firm, or its affiliates, were denied, even temporarily, the ability to practice before the SEC and PCAOB, and it were determined that our financial statements or audit reports are not in compliance with the requirements of the U.S. Exchange Act, Diginex Limited could be at risk of delisting or become subject to other penalties that would adversely affect Diginex Limited's ability to remain listed on the Nasdaq.

In addition, while we believe that the statements or regulatory actions by the relevant parts of the PRC government[1], including those in relation to PRC Data Security Law, the CAC, the PRC Personal Information Protection Law and VIEs, and the anti-monopoly enforcement actions taken by relevant PRC government authorities, will not have any material adverse impact on our ability to conduct business, accept foreign investments, or list on a U.S. or other foreign exchange, there is no guarantee that will continue to be the case or that the PRC government will not seek to intervene or influence our operations at any time. Should such statements or regulatory actions apply to a company such as us in the future, it would likely have a material adverse impact on our business, financial condition and results of operations, our ability to accept foreign investments and our ability to offer or continue to offer securities to investors on a U.S. or other international securities exchange, any of which may cause the value of our securities, including our Ordinary Shares, to significantly decline or become worthless.

If any or all of the foregoing were to occur, this could result in a material change in our Company's operations and/or the value of our Ordinary Shares and/or significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless. While we cannot predict the extent of such impact if such events were to occur, we expect that to the extent certain laws and regulations of the PRC become applicable to us, we may relocate our principal executive offices, employees, and operations out of Hong Kong. We may also be forced to dissolve our Hong Kong subsidiary and incorporate one or more new entities outside of Hong Kong. While we believe we may be able to relocate and reorganize, as an early-stage enterprise with limited revenue and that is not currently profitable, the costs and expenses related to relocating our offices, employees, and operations, as well as the legal and professional fees associated with reorganizing certain legal entities, would likely have a material impact on our business, financial condition and results of operations. There can be no guarantee that Diginex Limited's business lines, individually or together with our other business lines will be able to produce sufficient cash flows to fund the capital requirements and expenditures necessary to run the business and relocate.

For additional detail on these and other risks, see "*Risk Factors – Risks Related to Doing Business in Hong Kong*" starting on page 14 of this prospectus.

An investment in our securities involves risks. See "Risk Factors" beginning on page 8 of this prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	**Total**
Initial public offering price	$	$
Underwriting discounts(1)	$	$
Proceeds, before expenses, to us(2)	$	$

(1) See "Underwriting" in this prospectus for more information regarding our arrangements with the underwriters.
(2) We expect our total cash expenses for this offering (including cash expenses payable to Chardan Capital Markets LLC ("Chardan"), as representative of the underwriters (the "Representative"), for their advisory fee and out-of-pocket expenses) to be approximately $, exclusive of the above underwriting discounts. In addition, we will pay additional items of value in connection with this offering that are viewed by the Financial Industry Regulatory Authority, or FINRA, as underwriting compensation. These payments will further reduce proceeds available to us before expenses. See "Underwriting."

We expect our total cash expenses for this offering (including cash expenses payable to the Representative for their advisory fee and out-of-pocket expenses) to be approximately $, exclusive of the above underwriting discounts. In addition, we will pay additional items of value in connection with this offering that are viewed by the Financial Industry Regulatory Authority, or FINRA, as underwriting compensation. These payments will further reduce proceeds available to us before expenses. See "Underwriting."

This offering is being conducted on a firm commitment basis. The underwriters are obligated to take and pay for all of the shares if any such shares are taken. We have granted the underwriters an option for a period of 45 days after the closing of this offering to purchase up to [ ] shares, or 15% of the total number of our Ordinary Shares to be offered by us pursuant to this offering (excluding shares subject to this option), solely for the purpose of covering over-allotments, at the initial public offering price less the underwriting discount. If the underwriters exercise the over-allotment option in full and as all of the investors in this offering are introduced by the underwriters, the total underwriting discounts payable will be between $ and $ based on an offering price of $ per Ordinary Share, and the total gross proceeds to us, before underwriting discounts and expenses, will be between $ and $. If we complete this offering, net proceeds will be delivered to us on the closing date.

The underwriters expect to deliver the Ordinary Shares against payment as set forth under "Underwriting", on or about , 2024.

Chardan

The date of this prospectus is , 2024.

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We and the underwriters have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses prepared by us or on our behalf or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted or where the person making the offer or sale is not qualified to do so or to any person to whom it is not permitted to make such offer or sale. The information contained in this prospectus is current only as of the date on the front cover page of the prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes statements that express Diginex Limited's opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "seeks," "projects," "intends," "plans," "may," "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, results of operations, financial condition, liquidity, prospects, growth, strategies and the markets in which the Company operates. Such forward-looking statements are based on available current market material and management's expectations, beliefs and forecasts concerning future events impacting Diginex Limited. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, as well as assumptions, which, if they were to ever materialize or prove incorrect, could cause the results of Diginex Limited to differ materially from those expressed or implied by such forward-looking statements. Potential risks and uncertainties include those generally set forth under "Risk Factors" and elsewhere in this prospectus, including without limitation:

- expectations regarding our strategies and future financial performance, including our future business plans or objectives, prospective performance and opportunities, and competitors, revenues, customer acquisition and retention, products and services, pricing, marketing plans, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures, and our ability to maintain access to content and manage partnerships, and to invest in growth initiatives and pursue acquisition opportunities;
- adverse effects to our financial condition and results of operations due to public health issues, including epidemics or pandemics such as COVID-19;
- adverse effects to our financial condition and results of operations due to global events, including the ongoing conflict between Russia/Ukraine and Israel/Gaza;
- changes and uncertainties related to the laws and regulations of the PRC;
- the Chinese government's potential intervention or influence over our current and future operations in Hong Kong;
- our future financial performance, including our expectations regarding our net revenue, operating expenses, and our ability to achieve and maintain future profitability;
- our business lines and our ability to effectively manage our growth;
- anticipated trends, growth rates, and challenges in our business, and in the markets in which we operate;
- market acceptance of our products and services;
- beliefs and objectives for future operations;
- our ability to maintain, expand, and further penetrate our existing customer base;
- our ability to develop new products and services and grow our business in response to changing technologies, customer demand, and competitive pressures;
- our expectations concerning relationships with third parties;
- our ability to maintain, protect, and enhance our intellectual property;
- our ability to continue to expand internationally;
- our ability to operate each of our business lines effectively;
- the effects of increased competition in our markets and our ability to compete effectively;
- future acquisitions of or investments in complementary companies, products, services, or technologies and our ability to successfully integrate such companies or assets;
- our ability to stay in compliance with laws and regulations that currently apply or become applicable to our business both in the United States and internationally;
- economic and industry trends, projected growth, or trend analysis;
- trends in revenue, cost of revenue, and gross margin;
- trends in operating expenses, including technology and development expenses, sales and marketing expenses, and general and administrative expenses, and expectations regarding these expenses as a percentage of revenue; and
- increased requirements and expenses associated with being a public company.

Readers are urged to carefully review and consider the various disclosures made by us in this prospectus. This filing attempt to advise interested parties of the risks and factors that may affect our business, financial condition and results of operations and prospects. The forward-looking statements made in this prospectus speak only as of the date hereof and we disclaim any obligation, except as required by law, to provide updates, revisions or amendments to any forward-looking statements to reflect changes in our expectations or future events.

FREQUENTLY USED TERMS

Except as otherwise indicated by the context and for purposes of this prospectus only, references in this prospectus to:

- "Advisory" is assisting companies define and implement their ESG strategies;
- "Memorandum and Articles" is to the Company's memorandum and articles of association;
- "Companies Act" means the Companies Act (As Revised) of the Cayman Islands;
- "Customization" is developing bespoke solutions for clients onto of ESG Entity Reporting or Lumen
- "Managed Services" is the collection of data from suppliers on behalf of clients to aid the full visibility of results from supply chain due diligence
- "Diginex Limited" or the "Company" means Diginex Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands, and its subsidiaries;
- "Diginex Services" means Diginex Services Limited, a subsidiary of the Company, incorporated in the United Kingdom;
- "Diginex USA" means Diginex USA LLC, a subsidiary of the Company, incorporated in Delaware, USA
- "diginexESG" is end to end reporting from topic discovery, data collection to collaborative report publishing;
- "diginexESG Entity Reporting" is advanced reporting across multiple entities with data comparison and aggregation;
- "diginexLUMEN" is democratizing supply chain risk assessment and monitoring;
- "diginexApprise" gives workers a voice in supply chain due diligence, proving companies with reliable insights for their risk assessment;
- "diginexPartners" is the creation of customized development and /or white label solutions, also referred to as "Customization";
- "DSL" means Diginex Solutions (HK) Limited, a Hong Kong corporation, and its consolidated subsidiaries;
- "ESG" means Environmental, Social, and Governance. ESG is a framework that helps stakeholders understand how an organization is managing risks and opportunities related to environmental, social and governance criteria;
- "GHG protocol" is Greenhouse Gas Protocol which provides standards, guidance, tools and training to measure and manage climate warming emissions;
- "Licensed software sales" is the sale of diginexESG and/or diginexLUMEN on 12 month recurring subscription agreements;
- "Nasdaq" means the Nasdaq Stock Market LLC;
- "Ordinary Shares" means the ordinary shares of Diginex Limited, with par value of $0.0001 per share;
- "Preferred Shares" means the preferred shares of Diginex Limited, with par value of US$0.0001 per share;
- "private placement warrants" or "Warrants" means the warrants issued to certain persons pursuant to certain securities purchase agreements, each exercisable for one Ordinary Share;
- "private placement warrant shares" means the Ordinary Shares to be issued upon exercise of the private placement warrants;
- "PRC" mean The Peoples Republic of China, also referred to as "mainland China" (for the sole purpose of this registration statement, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan region).
- "Restructuring" means the restructuring of DSL involving the transfer of shares of DSL from its then shareholders to the Company in consideration for the issuance of new shares of the Company to such shareholders pursuant to the terms and conditions of the Share Exchange Agreement.
- "Scope 1, 2 and 3 carbon footprint" is a way of categorizing the different kinds of carbon emissions a company creates from its own operations, and its wider value chain; and
- "Share Exchange Agreement" means the written agreement to be entered into by and among DSL, the then shareholders of DSL and Diginex Limited, pursuant to which the then existing shareholders of DSL will transfer all of their shares in DSL to Diginex Limited, in exchange for Diginex Limited's issuance of its new shares to such shareholders. Upon consummation of the Share Exchange Agreement, DSL will become a direct wholly owned subsidiary of Diginex Limited, and the existing shareholders of DSL will become shareholders of Diginex Limited
- "we," "us" and "our" refers to Diginex Limited and its subsidiaries.

SUMMARY

This summary highlights selected information and does not contain all of the information that is important to you. This summary is qualified in its entirety by the more detailed information included in this prospectus. Before making your investment decision with respect to our securities, you should carefully read this entire prospectus, any applicable prospectus supplement and the documents referred to in "Where You Can Find More Information".

Unless the context indicates otherwise, the terms the "Company," "we," "us" and "our" refer to Diginex Limited and its subsidiaries, after giving effect to the Restructuring described elsewhere in this prospectus whereby Diginex Limited will own DSL. "DSL" refers to Diginex Solutions (HK) Limited, a Hong Kong corporation, and its consolidated subsidiaries.

The Company

Current Business Lines

Following the closing of the Restructuring, Diginex Limited will own 100% of DSL and all DSL's business lines and subsidiaries.

DSL is an impact technology business that helps organizations to address the some of the most pressing Environmental, Social and Governance ("ESG"), climate and sustainability issues, utilizing blockchain, machine learning and data analysis technology to lead change and increase transparency in corporate social responsibility and climate action. Our products and services solutions enable companies to collect, evaluate and share sustainability data through easy-to-use software. DSL is headquartered in Hong Kong and has subsidiaries in the United Kingdom and United States, however the subsidiary in the United States is inactive. DSL also outsources a component of IT development and maintenance support to engineers in Vietnam.

DSL has built several accessible, affordable and intelligent products to help democratize sustainability and offers multiple supporting services to complement the product suite.

DSL's suite of products include the following:

digninexESG: is an accredited Hong Kong Monetary Authority award winning cloud based ESG platform that offers end to end reporting from topic discovery, data collection to collaborative report publishing. Our diginexESG platform is ISO-27001 Certified (an international standard to manage information security), official partner of Global Reporting Initiative (GRI), Sustainability Accounting Standards Board (SASB), World Economic Forum and signatory of the United Nations Principles of Responsible Investment (UN PRI).

The diginexESG platform guides companies through the entire ESG journey; from materiality assessment & stakeholder engagement, framework & indicator selection, the data collection and collaboration process, report creation, validation and ultimately report publishing. By leveraging machine learning and data analytics, diginexESG is able to drive material efficiencies in the reporting process, and the blockchain-enabled audit trail, whereby a record of each data activity is created and stored on a blockchain, provides greater transparency in the data thus increasing its value. Originally targeted specially at Small and Medium Sized Enterprises (SMEs) around the world who are new to ESG reporting and lack the budget or bandwidth to engage with traditional and often expensive consultants, diginexESG has increased its feature set to include functionality that also targets larger companies with more complex organizational structures. diginexESG has also been adopted by global commercial banks like HSBC to help engage with their diverse customer base at scale.

diginexLUMEN: allows companies to execute comprehensive supply chain risk assessments about working conditions within the supply chain. Supplier information is validated against worker feedback and automated risk calculations enables companies to prioritize issues for mitigation and prevention of adverse impacts and improvement efforts.

diginexLUMEN focuses on broad data collection through complex inter-jurisdictional supply chains with a specific focus on social governance issues such as forced labor due diligence, gender risk and child labor risk. Through the collection of data from suppliers and validation by workers, diginexLUMEN relies on proprietary algorithms to generate risk scores to help companies identify which parts of their supply chain require greater scrutiny. The platform then auto-generates corrective action plans which allow the brands and suppliers to work together to remedy potentially problematic areas and reduce the risk score.

diginexAPPRISE: is a multilingual application that collects standardized, actionable data related to working conditions directly from workers in global supply chains. Through tailored question sets, companies can deploy surveys directly to workers in their supply chain on a variety of topics such as responsible recruitment, gender equality and pulse check living and working conditions. The worker voice tool was initially developed by the United Nations University Institute in Macau (UNU-IIST) in partnership with The Mekong Club – an organization working with the private sector to bring about sustainable practices against modern slavery, and was acquired by DSL on December 14, 2021.

diginexAPPRISE is available both as a standalone tool and also fully integrated into diginexLUMEN.

diginexCLIMATE: is a proprietary carbon footprint calculator based on the GHG protocols that is currently available as an integrated part of the diginexESG platform. This allows companies to seamlessly calculate their Scope 1, 2 and 3 carbon footprint as part of their overall ESG reporting journey. Scope 1 are those direct emissions that are owned or controlled by a company, whereas scopes 2 and 3 indirect emissions are the result of the activities of the company but occur from sources not owned or controlled by it.

DSL also offers the following complementary services:

diginexADVISORY: is a service offered by DSL as a complement to the suite of DSL software license sales. diginexADVISORY provides clients strategy and advisory support at every stage of the sustainability journey, including assurance solutions for credible reporting. We also offer custom framework creation for clients who need more complex reporting templates or who want to set a benchmark for others in their industry. As part of diginexADVISORY we also develop and run one-off or programmatic training sessions covering a range of topics from a general introduction to ESG to complex carbon accounting and emissions.

diginexPARTNERS: is a service whereby DSL develops whitelabel versions of both diginexESG and diginexLUMEN for companies who then want to run either diginexESG or diginexLUMEN as an extension of their own service offering. This service often requires custom technology work up front for our clients that generates initial revenue as well as ongoing service and maintenance licenses which generate ongoing recurring revenue.

In addition, DSL develops custom software platforms as part of a project consortiums for organizations like the United States Department of State, United States Department of Labor, and the United Nations.

diginexMANAGEDSERVICES: is service to be offered by DSL to provide oversight and support to clients in operationalizing the roll out of our software products within their organizational structure or supplier base. This service can include training and education, onboarding, data collection and analysis, as well as general on-going support. We will be offering this kind of vertical integration as a service from 2024 onwards and expect it to become an important part of our overall product and service offering.

As of January 2024, DSL has a current headcount of 30, among which 23 are employees in Hong Kong and United Kingdom and 7 are contractors based in France, Germany, Spain, USA, Canada and Australia.

Summary Risk Factors

Risk Related to DSL's Business

- DSL has a limited operating history and has incurred operating losses since its inception as it has been investing in the build out of its business lines, but they are not assured to be profitable.
- Cyberattacks and security breaches of our platform, or those impacting our customers or third parties, could adversely impact our brand and reputation and our business, operating results, and financial condition.
- One or more of DSL's business lines may not produce sufficient cash flows to fund the capital requirements and expenditures necessary to run the business.
- ESG reporting technology may not be widely adopted on blockchain due to association with digital assets.
- DSL's business lines may require technology certifications and qualifications that DSL does not currently have and that may be costly and time-consuming to obtain and, even if obtained, may subsequently be revoked.
- Our suit of products, services and initiatives, could fail to attract users and partners or generate revenue.
- DSL faces substantial litigation risks.
- DSL may not successfully develop technology to service its business lines.
- Cybersecurity incidents and other systems and technology problems may materially and adversely affect DSL.
- DSL may not be able to keep pace with rapidly changing technology and client requirements.
- DSL may face the risk that one or more competitors have or will obtain patents covering technology critical to the operation of one or more of its business lines and that it may infringe on the intellectual property rights of others.
- Managing different business lines could present conflicts of interest.
- Economic, political and market conditions in Hong Kong and worldwide, can adversely affect DSL's business, results of operations and financial condition.
- DSL's business lines and its acceptance of currencies other than the U.S. Dollar will subject it to currency risk.
- Risks related to the Russian invasion of Ukraine and the armed conflict between Israel and Hamas.
- DSL's business may be adversely affected by natural disasters, pandemics, and other catastrophic events, and by man-made problems such as terrorism, that could disrupt the business operations, and the business continuity and disaster recovery plans may not adequately protect it from a serious disaster.
- DSL was previously owned by Eqonex Limited, until it was sold to Rhino Ventures Limited in May 2020. Eqonex Limited was focused on crypto currencies and went into liquidation in May 2022. There could be some legacy brand confusion which could impact the business of DSL and the value of Diginex Limited's Ordinary Shares.

Risks Related to Diginex Limited's incorporation in the Cayman Islands

- Because Diginex Limited is incorporated under the laws of the Cayman Islands, you may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. Federal courts may be limited.

- It may be difficult to enforce a U.S. judgment against Diginex Limited or its directors and officers outside the United States, or to assert U.S. securities law claims outside of the United States.

- As a company incorporated in the Cayman Islands, Diginex Limited is permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from Nasdaq corporate governance listing standards; these practices may afford less protection to shareholders than they would enjoy if Diginex Limited complied fully with Nasdaq corporate governance listing standards.

- Provisions in the Diginex Limited's governance documents may inhibit a takeover of Diginex Limited, which could limit the price investors might be willing to pay in the future for Diginex Limited's Ordinary Shares and could entrench management.

- As a foreign private issuer, Diginex Limited will be exempt from a number of U.S. securities laws and rules promulgated thereunder and will be permitted to publicly disclose less information than U.S. public companies must. This may limit the information available to holders of the Diginex Limited's Ordinary Shares.

- You may be unable to present proposals before annual general meetings or extraordinary general meetings not called by shareholders.

- Because Diginex Limited is a foreign private issuer and is exempt from certain Nasdaq corporate governance standards applicable to U.S. issuers, you will have less protection than you would have if it were a domestic issuer.

- We currently do not expect to pay dividends in the foreseeable future after this offering and you must rely on price appreciation of our Ordinary Shares for return on your investment.

Risks Related to Doing Business in Hong Kong

Diginex Solutions (HK) Limited is incorporated under the laws of Hong Kong. Our principal executive offices and a portion of our global operations are located in Hong Kong. We do not operate in the PRC. We are not a mainland Chinese firm and neither us nor any of our subsidiaries is required to obtain permission from the government of the PRC to operate and issue our ordinary shares to foreign investors. DSL and our subsidiaries are not covered by permissions requirements from the CSRC, CAC, and no other PRC entity is required to approve of the company's operations. We do not believe that we are required to obtain any approvals to offer securities to foreign investors. We have evaluated the laws and regulations of the PRC in coming to this conclusion. This conclusion is based on DSL being a Hong Kong company, with no operations in the PRC, and no VIE in our corporate structure. Since our only connection to the PRC is a physical location in Hong Kong, we have not relied on an opinion of counsel to reach this conclusion, relying instead on our internal analysis of the applicable PRC laws and regulations. If we inadvertently conclude that such approvals are not required, or applicable laws, regulations, or interpretations change and we are required to obtain approval in the future, obtaining such approvals could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of our securities, including the ordinary shares, to significantly decline or be worthless. If approval by PRC authorities were required, it could result in a material change in our operations, including our ability to continue our current business, and accept foreign investments, and such adverse actions would likely cause the value of our securities to significantly decline or become worthless, make us subject to penalties and sanctions imposed by PRC regulatory agencies, and cause us to be delisted or prohibited from trading.

DSL primarily holds cash in bank accounts located in Hong Kong, we have no bank accounts or cash in mainland China. There are no limitations on our ability to transfer cash from Hong Kong to our subsidiaries or investors.

We face risks and uncertainties relating to doing business in Hong Kong including, but not limited to, the following:

- The PRC government intervention into business activities by U.S.-listed, Chinese companies may indicate an expansion of the PRC's authority that could negatively impact our existing and future operations in Hong Kong and mainland China. For additional detail on this risk, see "*Risk Factors – Risks Related to Doing Business in Hong Kong – The PRC government intervention into business activities by U.S.-listed Chinese companies may indicate an expansion of the PRC's authority that could negatively impact our existing and future operations in Hong Kong and mainland China*" starting on page 14 of this prospectus.

- Our business, financial condition and results of operations, and/or the value of our ordinary shares or our ability to offer or continue to offer securities to investors may be materially and adversely affected if certain laws and regulations of the PRC become applicable to our company.

- The laws and regulations in the PRC and Hong Kong are evolving, and their enactment timetable, interpretation and implementation involve significant uncertainties. To the extent any PRC laws and regulations (or the equivalent Hong Kong version) become applicable to us, we may be subject to the risks and uncertainties associated with the evolving laws and regulations in the PRC, their interpretation and implementation, and the legal and regulatory system in the PRC more generally, including with respect to the enforcement of laws and the possibility of changes of rules and regulations in Hong Kong. For additional detail on this risk, see "*Risk Factors –Interpretation of PRC laws and the implementation of National Security Law in Hong Kong involve uncertainty."* starting on page 17 of this prospectus.

- We expect that to the extent certain laws and regulations of the PRC become applicable to us, we may relocate our principal executive offices, employees, and operations out of Hong Kong. We may also be forced to dissolve our Hong Kong subsidiary and incorporate one or more new entities outside of Hong Kong. While we believe we may be able to relocate and reorganize, as an early-stage enterprise with limited revenue and that is not currently profitable, the costs and expenses related to relocating our offices, employees, and operations, as well as the legal and professional fees associated with reorganizing certain legal entities, would likely have a material impact on our business, financial condition and results of operations. There can be no guarantee that DSL's business lines, individually or together with our other business lines will be able to produce sufficient cash flows to fund the capital requirements and expenditures necessary to run the business and relocate.

  For additional detail on these risks, see "*Risk Factors – Risks Related to Doing Business in Hong Kong – Our business, financial condition and results of operations, and/or the value of our ordinary shares or our ability to offer or continue to offer securities to investors may be materially and adversely affected if certain laws and regulations of the PRC become applicable to a company. In that case, we may be subject to the risks and uncertainties associated with the evolving laws and regulations in the PRC, their interpretation and implementation, and the legal and regulatory system in the PRC more generally, including with respect to the enforcement of laws and the possibility of changes of rules and regulations, and be forced to relocate our operations outside of Hong Kong*" starting on page 14 of this prospectus.

- Legislative actions by the PRC and the Hong Kong legislature have introduced risks and uncertainties concerning the Hong Kong legal system and the enforcement of the PRC's laws in Hong Kong[2]. For additional detail on this risk, see "*Risk Factors – Risks Related to Doing Business in Hong Kong – The Hong Kong legal system embodies uncertainties which could limit the availability of legal protections*" and "*–There are political risks associated with conducting business in Hong Kong*" starting on page 16 of this prospectus.

- Rules and regulations in PRC, including some which may become applicable to Hong Kong, can change quickly with little advance notice, which could limit the legal protections available to the Company and its investors. For additional detail on this risk, see "*Risk Factors – Risks Related to Doing Business in Hong Kong – The Hong Kong legal system embodies uncertainties which could limit the availability of legal protections*" starting on page 16 of this prospectus.

- The PRC government may intervene or influence our operations in Hong Kong at any time or may exert more control over offerings conducted overseas and/or foreign investment in us. For additional detail on this risk, see "*Risk Factors – Risks Related to Doing Business in Hong Kong – The Hong Kong government may face further restrictive measures from PRC government in the future*" starting on page 17 of this prospectus.

- The interpretation of PRC laws and the implementation of the National Security Law in Hong Kong involve uncertainty. For additional detail on this risk, see "*Risk Factors – Risks Related to Doing Business in Hong Kong – Interpretation of PRC laws and the implementation of National Security Law in Hong Kong involve uncertainty*" starting on page 17 of this prospectus. The Hong Kong authorities have announced their plan to enact further national security related legislation in 2024. The contents of these new laws are still unknown but they may have a further impact on foreign organizations and their operations in Hong Kong.

- Our ordinary shares may be delisted or prohibited from being traded under the Holding Foreign Companies Accountable Act ("HFCAA") if the PCAOB were unable to fully inspect our auditor. The delisting or the cessation of trading of our ordinary shares, or the threat of them being delisted or prohibited from being traded "over-the-counter," may materially and adversely affect the value and/or liquidity of your investment. Additionally, if the PCAOB were unable to conduct full inspections of our auditor, it would deprive our investors of the benefits of such inspections. Our independent registered public accounting firm for the financial statements included in this prospectus, UHY LLP, is also not subject to the determinations announced by the PCAOB on December 16, 2021. UHY LLP are headquartered in New York, NY. UHY LLP are not headquartered in the PRC or Hong Kong. The PCAOB currently has access to inspect the working papers of UHY LLP. As a result, we do not believe the HFCAA and related regulations will affect our company. If, however, our independent registered public accounting firm, or its affiliates, were denied, even temporarily, the ability to practice before the SEC and PCAOB, and it were determined that our financial statements or audit reports are not in compliance with the requirements of the U.S. Exchange Act, we could be at risk of delisting or become subject to other penalties that would adversely affect our ability to remain listed on the Nasdaq. For additional detail on this risk, see "*Risk Factors – Risks Related to Doing Business in Hong Kong – Our ordinary shares may be delisted or prohibited from being traded under the Holding Foreign Companies Accountable Act if the PCAOB were unable to fully inspect our auditor. The delisting or the cessation of trading of our ordinary shares, or the threat of them being delisted or prohibited from being traded, may materially and adversely affect the value and/or liquidity of your investment. Additionally, if the PCAOB were unable to conduct full inspections of our auditor, it would deprive our investors with the benefits of such inspections"* starting on page 17 of this prospectus.

Risks Related to Our Ordinary Shares and This Offering

We face risks and uncertainties related to our Ordinary Shares and this offering, including, but not limited to:

- Our controlling shareholders have a substantial influence over our company and his interests may not be aligned with the interests of our other shareholders;
- Because we are a foreign private issuer and are exempt from certain Nasdaq corporate governance standards applicable to U.S. issuers, you will have less protection than you would have if we were a domestic issuer;
- Although as a foreign private issuer we are exempt from certain corporate governance standards applicable to U.S. issuers, if we cannot satisfy, or continue to satisfy, the initial listing requirements and other rules of Na, our securities may be delisted, which could negatively impact the price of our securities and your ability to sell them;
- If we cease to qualify as a foreign private issuer, we would be required to comply fully with the reporting requirements of the Exchange Act applicable to U.S. domestic issuers, and we would incur significant additional legal, accounting and other expenses that we would not incur as a foreign private issuer;
- We are an "emerging growth company" within the meaning of the Securities Act, and if we take advantage of certain exemptions from disclosure requirements available to emerging growth companies, this could make it more difficult to compare our performance with other public companies;
- We will incur increased costs as a result of being a public company, particularly after we cease to qualify as an "emerging growth company";
- You may be unable to present proposals before annual general meetings or extraordinary general meetings not called by shareholders;
- Our Ordinary Shares may be thinly traded and you may be unable to sell at or near ask prices or at all if you need to sell your shares to raise money or otherwise desire to liquidate your shares;
- You will experience immediate and substantial dilution in the net tangible book value of Ordinary Shares purchased;
- We do not intend to pay dividends for the foreseeable future;
- Volatility in our Ordinary Shares price may subject us to securities litigation.; and
- We have broad discretion in the use of the net proceeds from this offering and may not use them effectively.

If any or all of the foregoing were to occur, this could result in a material change in our Company's operations and/or the value of our ordinary shares and/or significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless.

For additional detail on these and other risks, see "*Risk Factors – Risks Related to Doing Business in Hong Kong*" starting on page 14 of this prospectus.

Additional Information

Our principal executive offices are located at Smart-Space Fintech 2, Room 3, Unit 401-404, Core C, Cyberport, Telegraph Bay, Hong Kong. Our telephone number is +852 3618 5881. DSL's website is located at *https://www.diginex.com.* The information contained on, or that may be accessed through, our website is not part of, and is not incorporated into, this prospectus or the registration statement of which it forms a part.

SELECTED HISTORICAL FINANCIAL INFORMATION

The following tables set forth, for the periods and dates indicated, certain selected historical financial information of DSL. You should read the following selected financial data in conjunction with "Operating and Financial Review and Prospects" and the audited financial statements and respective notes included elsewhere in this prospectus. Historical results are not necessarily indicative of the results that may be expected in the future.

(USD)	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Operations Data:		
Revenues	1,625,763	1,120,083
Net loss	(9,257,598)	(12,966,860)

	As at March 31, 2023	As at March 31, 2022
Combined Statements of Financial Position Data:		
Cash and cash equivalents	1,183,176	1,274,494
Total Assets	1,588,573	1,790,266
Current liabilities	3,201,879	983,650
Non-current liabilities	17,870,534	11,619,000
Accumulated losses	24,299,414	15,041,816
Total equity (deficit)	(19,483,840)	(10,812,384)

(USD)	For the Six Months Ended September 30, 2023	For the Six Months Ended September 30, 2022
Operations Data:		
Revenues	643,267	987,367
Net profit/(loss)	872,075	(4,644,102)

	As at September 30, 2023
Combined Statements of Financial Position Data:	
Cash and cash equivalents	41,903
Total Assets	920,503
Current liabilities	(5,900,471)
Non-current liabilities	(12,401,595)
Accumulated losses	(23,427,339)
Total equity (deficit)	(17,381,563)

RISK FACTORS

An investment in our securities involves a high degree of risk. Before you invest in our securities you should carefully consider those risk factors hereunder and those risk factors that may be included in any applicable prospectus supplement, together with all of the other information included in this prospectus and any prospectus supplement, in evaluating an investment in our securities. Our business, prospects, financial condition, or operating results could be harmed by any of these risks, as well as other risks not currently known to us or that we currently consider immaterial. The trading price of our securities could decline due to any of these risks, and, as a result, you may lose all or part of your investment. Before deciding whether to invest in our securities, you should also refer to the other information contained in this prospectus, including the section entitled "Cautionary Note Regarding Forward-Looking Statements."

Risks Related to Our Business and Industry

DSL and its subsidiaries has a limited operating history and has incurred operating losses since its inception as it has been investing in the build out of its business lines but they are not assured to be profitable.

DSL and its subsidiaries have a limited operating history on which an investor might evaluate its performance. It is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel and financing sources and lack of revenues, any of which could have a material adverse effect on DSL and may force it to reduce or curtail its operations. DSL is not currently profitable and has incurred operating losses of $3.8 million for the six months ended September 30, 2023, and $7.3 million and $7.4 million for the years ended March 31, 2023 and 2022 respectively. There is no assurance that DSL will achieve a return on shareholders' investments and the likelihood of success must be considered in light of the early stage of its operations. Even if DSL accomplishes its objectives, it may not generate positive cash flows or profits.

Furthermore, DSL's business lines and are not assured to be profitable. During the six months ended September 30, 2023 and in the years ended March 31, 2023 and 2022, the business generated revenue of $0.6 million and $1.6 million and $1.1 million respectively. DSL may fail to develop its business lines or produce a return for its investors. It is possible that some of DSL's business lines may be difficult to grow and it may become evident that a particular business line is not a productive use of capital or time. This could result in DSL modifying its business and focus away from such business lines.

From time to time, DSL has and may continue to launch new business lines, offer new products and services within existing business lines or undertake other strategic projects There are substantial risks and uncertainties associated with these efforts and DSL could invest significant capital and resources into such efforts. Initial timetables for the development and introduction of new business lines or new products or services and price and profitability targets may not be met. New products or services may need to be initially launched on a limited basis prior to their full launch. In addition, DSL's revenues and costs may fluctuate because new business lines, products and services generally require startup costs while revenues take time to develop, which may adversely impact DSL's results of operations.

If DSL is unable to successfully build its business while controlling expenses, its ability to continue in business could depend on the ability to raise sufficient additional capital, obtain sufficient financing and monetize assets. There can be no guarantee that DSL will be able to raise funding in sufficient quantity or at acceptable terms to fund the continued development of its business lines.

The occurrence of any of the foregoing risks would have a material adverse effect on DSL's business, financial condition and results of operations.

Our revenue is dependent on the continued importance of ESG to businesses and governments. If adoption of requirements to report on ESG does not grow as expected our business, operating results, and financial condition could be adversely affected.

Our revenue is partially subscription based and revenue is determined by attracting new clients and by renewal of subscriptions. The supporting services such as Advisory are generally contingent on the client subscription levels for diginexESG and diginexLUMEN. As such, if these lines of business do not grow as expected, our business, operating results and financial condition could be adversely affected.

There is a doubt about DSL ability to continue as a going concern.

DSL's audited consolidated financial statements for the years ended March 31 2023 and 2022, and the unaudited interim condensed consolidated financial statements for the six months ended September 30, 2023 were prepared assuming that DSL will continue as a going concern. DSL has suffered recurring operating losses since incorporation and these conditions raise doubt on DSL ability to continue as a going concern. The report of our independent registered public accounting firm on our financial statements for the years ended March 31, 2023 and 2022 included a paragraph on the emphasis of matter regarding going concern in order to draw prospective investors' attention to the relevant note.

As discussed in Note 2 of the consolidated financial statements for the years ended March 31, 2023 and 2022 and in Note 2 of the interim condensed consolidated financial statements for the six months ended September 30, 2023 and 2022, DSL's ability to continue as a going concern will be dependent upon management's plans and execution, which includes raising additional capital either through the proposed public offering or raising funds through alternative sources and reducing cash outflows by reducing costs. The founder has provided assurances that Rhino Ventures Limited, a company controlled by the founder, will continue to support DSL via the shareholder loans for the earlier of the next 12 months from the issuance date of the audited consolidated financial statements for the years ended March 31, 2023 and 2022 or the Form F-1 being declared effective. If DSL are unable to close this offering, fail to raise capital from alternative sources, fail to receiving funding from Rhino Ventures Limited, or fail reduce cash outflows via reducing costs, then DSL may not have the ability to continue as a going concern.

Cyberattacks and security breaches of our platform, or those impacting our customers or third parties, could adversely impact our brand and reputation and our business, operating results, and financial condition.

Our business involves the collection, storage, processing, and transmission of confidential information, customer, employee, service provider, and other personal data. We have built our reputation on the premise that our platform offers customers a secure way to collect, hold and assess data to generate relevant ESG reporting, supply chain reports and impacts on climate, amongst others. As a result, any actual or perceived security breach of us or our third-party partners may, among others:

- harm our reputation and brand;
- result in our systems or services being unavailable and interrupt our operations;
- result in improper disclosure of data and violations of applicable privacy and other laws;
- result in significant regulatory scrutiny, investigations, fines, penalties, and other legal, regulatory, and financial exposure;
- cause us to incur significant remediation costs;
- reduce customer confidence in, or decreased use of, our products and services;
- divert the attention of management from the operation of our business;
- result in significant compensation or contractual penalties from us to our customers or third parties as a result of losses to them or claims by them; and
- adversely affect our business and operating results.

An increasing number of organizations, including large merchants, businesses, technology companies, and financial institutions, as well as government institutions, have disclosed breaches of their information security systems, some of which have involved sophisticated and highly targeted attacks, including on their websites, mobile applications, and infrastructure.

Attacks upon systems across a variety of industries are increasing in their frequency, persistence, and sophistication, and, in many cases, are being conducted by sophisticated, well-funded, and organized groups and individuals, including state actors. The techniques used to obtain unauthorized, improper, or illegal access to systems and information, disable or degrade services, or sabotage systems are constantly evolving, may be difficult to detect quickly, and often are not recognized or detected until after they have been launched against a target. These attacks may occur on our systems or those of our third-party service providers or partners. Certain types of cyberattacks could harm us even if our systems are left undisturbed. For example, attacks may be designed to deceive employees and service providers into releasing control of our systems to a hacker, while others may aim to introduce computer viruses or malware into our systems with a view to stealing confidential or proprietary data. Additionally, certain threats are designed to remain dormant or undetectable until launched against a target and we may not be able to implement adequate preventative measures.

Although we have developed systems and processes designed to protect the data we manage, prevent data loss and other security breaches, effectively respond to known and potential risks, and expect to continue to expend significant resources to bolster these protections, there can be no assurance that these security measures will provide absolute security or prevent breaches or attacks. We have experienced from time to time, and may experience in the future, breaches of our security measures due to human error, malfeasance, insider threats, system errors or vulnerabilities, or other irregularities. Unauthorized parties have attempted, and we expect that they will continue to attempt, to gain access to our systems and facilities, as well as those of our customers, partners, and third-party service providers, through various means, including hacking, social engineering, phishing, and attempting to fraudulently induce individuals (including employees, service providers, and our customers) into disclosing usernames, passwords, payment card information, or other sensitive information, which may in turn be used to access our information technology systems. Threats can come from a variety of sources, including criminal hackers, hacktivists, state-sponsored intrusions, industrial espionage, and insiders. Certain threat actors may be supported by significant financial and technological resources, making them even more sophisticated and difficult to detect. As a result, our costs and the resources we devote to protecting against these advanced threats and their consequences may continue to increase over time.

Although we maintain insurance coverage that we believe is adequate for the current stage of development of our business, it may be insufficient to protect us against all losses and costs stemming from system failures, security breaches, cyberattacks, and other types of unlawful activity, or any resulting disruptions from such events. Outages and disruptions of our platform, including any caused by cyberattacks, may harm our reputation and our business, operating results, and financial condition.

One or more of DSL's business lines may not produce sufficient cash flows to fund the capital requirements and expenditures necessary to run the business.

There can be no guarantee that DSL's business lines, individually or together with our other business lines will be able to produce sufficient cash flows to fund the capital requirements and expenditures necessary to run the business. Furthermore, DSL may not have or may not be able to obtain the technical skills or expertise needed to successfully or fully develop its business lines. While DSL has sought to retain and continues to competitively recruit experts, there may, from time to time, be a scarcity of management, technical, scientific, research and marketing personnel with appropriate training to develop and maintain development of its business lines. If DSL is not successful in its efforts to fully develop one or more of its business lines in a way that is compliant with customer requirements, and demonstrate to users the utility and value of such business, or there is not sufficient demand for the business line to be commercially viable, one or more business line may not be viable, which could have an adverse effect on the DSL's overall business, financial condition and results of operations.

DSL's business lines may require technology certifications and qualifications that DSL does not currently have and that may be costly and time-consuming to obtain and, even if obtained, may subsequently be revoked.

DSL's business lines may require technology certifications such as ISO27001. These qualifications and future maintenance to continue to be qualified are expensive and timing consuming to obtain and will occupy material management attention and is not certain to be successful. A failure or delay in receiving approval for a certification or qualification, or approval that is more limited in scope than initially requested, or subsequently limited or rescinded, could have a significant and negative effect on DSL, including the risk that a competitor gains an advantage.

Our suit of products, services and initiatives, could fail to attract users and partners or generate revenue.

Our suite of products, services and initiatives and changes to existing features, services and initiatives could fail to attract users, and partners or generate revenue. Our industry is subject to changes in technology, evolving customer needs and the introduction by competitors of new and enhanced offerings. We must constantly assess our business and determine whether we need to improve or re-allocate resources among our existing platform features and services or create new products (independently or in conjunction with third parties). Our ability to increase the size and engagement of our customers, attract partners and generate revenue will depend on those decisions. We may introduce significant changes to our existing platform and services or develop and introduce new products and services, which may not attract sufficient users or partners to generate revenue. If new or enhanced platform features or services fail to engage users, partners or generate sufficient revenue or operating profit to justify our investments, and our business and operating results could be adversely affected.

DSL may face substantial litigation risks.

DSL depends to a significant extent on its relationships with its clients and its reputation for integrity and high-caliber professional services. As a result, if a client is not satisfied with DSL's services or if there are allegations of negligent actions, including allegations by any of DSL's partners, whether the ultimate outcome is favorable or unfavorable to DSL, or if there is negative publicity and press speculation about DSL, whether or not valid, it may harm DSL's reputation and adversely affect the business and operating results.

Responding to inquiries, investigations, audits, lawsuits and proceedings, regardless of the ultimate outcome of the matter, is time-consuming and expensive and can divert the attention of senior management. The outcome of such proceedings may be difficult to predict or estimate until late in the proceedings, which may last a number of years.

Furthermore, while DSL maintains insurance for certain potential liabilities, such insurance does not cover all types and amounts of potential liabilities and is subject to various exclusions as well as caps on amounts refundable. Even if DSL believes a claim is covered by insurance, insurers may dispute DSL's entitlement for a variety of different reasons, which may affect the timing and, if the insurers prevail, the amount of DSL's recovery. Any claims or litigation, even if fully indemnified or insured, could damage DSL's reputation and make it more difficult to compete effectively or to obtain adequate insurance in the future.

DSL may not successfully develop technology to service its business lines.

DSL relies heavily on the use of technology that it has created or plans to create by itself or with other third-parties. If DSL's technology solutions do not work as planned, or do not meet or continue to meet the level of quality required by DSL or its clients, it may make transacting business less efficient, more expensive and potentially prone to errors, thereby reducing the positive effects DSL seeks to make available to its clients.

DSL may not be able to keep pace with rapidly changing technology and client requirements.

DSL's success depends on its ability to develop new products and services for its business lines, while improving the performance and cost-effectiveness of its existing products and services, in each case in ways that address current and anticipated client requirements. Such success is dependent upon several factors, including functionality, competitive pricing and integration with existing and emerging technologies. New technologies could emerge that might enable DSL's competitors to offer products and services with better combinations of price and performance, or that better address client requirements, than DSL's products and services. Competitors may be able to respond more quickly and effectively than DSL can to new or changing opportunities, technologies, standards or client requirements.

Due to the significant lead time involved in bringing a new product or service to market, DSL is required to make a number of assumptions and estimates regarding the commercial feasibility of new products and services. As a result, it is possible that DSL may introduce a new product or service that uses technologies that have been displaced by the time of launch, addresses a market that no longer exists or is smaller than previously thought or otherwise is not competitive at the time of launch. The expenses or losses associated with an unsuccessful product or service development or launch, or a lack of market acceptance of DSL's new products and services, could adversely affect DSL's business, financial condition or results of operations.

DSL's ability to attract new clients and increase revenue from existing clients also depends on its ability to deliver any enhanced or new products and services to its clients in a format where they can be easily and consistently deployed by most or all clients without significant client service. If DSL's clients believe that deploying DSL's products and services would be overly time-consuming, confusing or technically challenging, then DSL's ability to grow its business would be substantially harmed.

Cybersecurity incidents and other systems and technology problems may materially and adversely affect DSL.

Cybersecurity incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. Incidents, which may occur through intentional or unintentional acts by individuals or groups having authorized or unauthorized access to DSL's systems or DSL's clients' or counterparties' information, all of which may include confidential information. These individuals or groups include employees, third-party service providers, customers and hackers. The information and technology systems used by DSL and its service providers are vulnerable to unauthorized access, damage or interruption from, among other things: hacking, ransomware, malware and other computer viruses; denial of service attacks; network failures; computer and telecommunication failures; phishing attacks; infiltration by unauthorized persons; fraud; security breaches; usage errors by their respective professionals; power outages; terrorism; and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. To date, DSL has only experienced phishing incidents, none of which have been material. While DSL will deploy a range of defenses, it is possible DSL could suffer an impact or disruption that could materially and adversely affect DSL. The security of the information and technology systems used by DSL and its service providers may continue to be subjected to cybersecurity threats that could result in material failures or disruptions in DSL's business. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, DSL or a service provider may have to make a significant investment to fix or replace them. DSL has and will continue to have access to sensitive, confidential information of clients, which makes the cybersecurity risks identified above more important than they may be to other companies.

Concerns about DSL's practices with regard to the collection use, disclosure, or safekeeping of confidential information and personal data, even if unfounded, could adversely affect its operating results. Furthermore, failures of DSL's cybersecurity system could harm DSL's reputation, subject it to legal claims and otherwise materially and adversely affect DSL's business, financial condition and results of operations.

DSL may face the risk that one or more competitors have or will obtain patents covering technology critical to the operation of one or more of its business lines and that it may infringe on the intellectual property rights of others. DSL's lack of protectable intellectual property rights may negatively affect the business of DSL.

If one or more other persons, companies or organizations has or obtains a valid patent covering technology critical to the operation of one or more of DSL's business lines, there can be no guarantee that such an entity would be willing to license such technology at acceptable prices or at all, which could have a material adverse effect on DSL's business, financial condition and results of operations. Moreover, if for any reason DSL were to fail to comply with its obligations under an applicable agreement, it may be unable to operate, which would also have a material adverse effect on DSL's business, financial condition and results of operations.

Due to the fundamentally open-source nature of blockchain and other technology, DSL may not always be able to determine that it is using or accessing protected information or software. For example, there could be issued patents of which DSL is not aware that its products infringe. Moreover, patent applications are in some cases maintained in secrecy until patents are issued. The publication of discoveries in scientific or patent literature frequently occurs substantially later than the date on which the underlying discoveries were made and patent applications were filed. Because patents can take many years to issue, there may currently be pending applications of which DSL is unaware that may later result in issued patents that its products infringe.

DSL could expend significant resources defending against patent infringement and other intellectual property right claims, which could require it to divert resources away from operations. Any damages DSL is required to pay or injunctions against its continued use of such intellectual property in resolution of such claims may cause a material adverse effect to its business, financial condition and results of operations.

Accordingly, DSL's lack of protectable intellectual property rights may negatively affect the business of DSL, if it is determined that DSL's product offerings infringe upon the intellectual property rights or claims of others. A determination that DSC's product offerings infringe upon the intellectual property rights or claims of others could restrict, limit or even prohibit DSL ability to offer and sell such infringing products. Such restriction, limitation or prohibition could reduce DSL's revenue and/or earning and negatively affect the stock price of Diginex Limited.

Managing different business lines could present conflicts of interest.

Appropriately identifying and dealing with conflicts of interest is complex and difficult, and DSL's reputation could be damaged and the willingness of clients to enter into transactions with DSL may be affected if DSL fails, or appears to fail, to identify, disclose and deal appropriately with conflicts of interest. In addition, potential or perceived conflicts could give rise to litigation. As a result, failures to appropriately identify and address potential conflicts of interest could materially adversely affect DSL's business, financial condition and results of operations.

Economic, political and market conditions in Hong Kong and worldwide, can adversely affect DSL's business, results of operations and financial condition.

DSL's business is influenced by a range of factors that are beyond its control and that it has no comparative advantage in forecasting. These include, among others:

- General economic and business conditions;
- Overall demand for DSL's products and services; and
- General legal and political developments.

Macroeconomic developments, including the impact of the Russian invasion of the Ukraine, the conflict between Israel and Hamas, evolving trade policies between the U.S. and international trade partners, including the People's Republic of China (the "PRC") and Hong Kong or the occurrence of similar events in other countries that lead to uncertainty or instability in economic, political or market conditions could negatively affect DSL's business, operating results and financial conditions and/or any of its third-party service providers.

The impact of global events, including the ongoing conflict between Russia and Ukraine, may also negatively impact DSL.

Furthermore, any general weakening of, and related declining confidence in, the global economy or the curtailment of government or corporate spending could cause potential clients to delay, decrease or cancel purchases of DSL's products and services.

A material element of DSL's operations is in Hong Kong. Hong Kong has been governed by the basic law, which guarantees a high degree of autonomy from the PRC in certain matters until 2047. If the PRC were to exert its authority to alter the economic, political or legal structures or the existing social policy of Hong Kong, investor and business confidence in Hong Kong could be negatively affected, which in turn could negatively affect markets and business performance and have an adverse effect on DSL. There is uncertainty as to the political, economic and social status of Hong Kong. Hong Kong's evolving relationship with the PRC's central government in Beijing has been a source of political unrest that has periodically resulted in large-scale protests, including those that occurred in 2019 in response to an extradition bill proposed by the Hong Kong government, which was subsequently waived. These protests created disruptions for businesses operating in Hong Kong and have negatively impacted the overall economy however, the frequency and intensity of protests have declined since the passing of the National Security Law.

Significant operations of DSL's business are currently located in Hong Kong. It is possible that DSL may decide to relocate certain operations from Hong Kong to another location in the future. In doing so, it is also possible that Diginex may not be able to retain certain expert staff. If DSL loses the services of any member of management or other such key personnel as a result of relocating, it may not be able to find suitable or qualified replacements and may incur additional expenses to recruit and train new staff, which could materially disrupt DSL's business and growth.

DSL's business lines and its acceptance of currencies other than the U.S. Dollar will subject it to currency risk.

DSL's financial statements are presented in U.S. dollars so it must translate non-U.S. dollar denominated revenues, income and expenses, as well as assets and liabilities, into U.S. dollars at exchange rates in effect during or at the end of each reporting period. These fluctuations may materially impact the translation of DSL's non-U.S. results of operations and financial condition.

Furthermore, increases or decreases in the value of the currencies DSL operates with may affect its operating results and the value of its assets and liabilities. USD is the main currency for DSL but it also uses, to a lesser extent, Great British Pound, Hong Kong Dollar, Euro and Singapore Dollar.

DSL's business may be adversely affected by natural disasters, pandemics, and other catastrophic events, and by man-made problems such as terrorism, that could disrupt the business operations, and the business continuity and disaster recovery plans may not adequately protect it from a serious disaster.

Natural disasters or other catastrophic events may also cause damage or disruption to operations, international commerce, and the global economy, and could have an adverse effect on business, operating results, and financial condition. Business operations are subject to interruption by natural disasters, fire, power shortages, and other events beyond DSL's control. In addition, DSL's global operations expose it to risks associated with public health crises, such as pandemics and epidemics, which could harm the business and cause operating results to suffer. For example, the effects of the COVID-19 pandemic have resulted, and could continue to result, in difficulties or changes to customer support, or create operational or other challenges, any of which could adversely impact business and operating results. Further, acts of terrorism, labor activism or unrest, and other geo-political unrest could cause disruptions in the business or the businesses of partners or the economy as a whole. In the event of a natural disaster, including a major earthquake, blizzard, or hurricane, or a catastrophic event such as a fire, power loss, or telecommunications failure, DSL may be unable to continue operations and may endure system interruptions, reputational harm, delays in development of DSL's platform(s), lengthy interruptions in service, breaches of data security, and loss of critical data, all of which could have an adverse effect on future operating results.

Risks Related to Doing Business in Hong Kong

The recent PRC government intervention into business activities by U.S.-listed Chinese companies may negatively impact our existing and future operations in Hong Kong.

DSL is incorporated under the laws of Hong Kong. We are not a mainland Chinese firm and neither us nor any of our subsidiaries is required to obtain permission from the government of the People's Republic of China ("PRC") to operate and issue our ordinary shares to foreign investors. We do not operate in the PRC.

Recently, the Chinese government announced that it would increase supervision of mainland Chinese firms listed offshore. Under the new measures, PRC will improve regulation of cross-border data flows and security, police illegal activity in the securities market and punish fraudulent securities issuances, market manipulation and insider trading. PRC will also monitor sources of funding for securities investment and control leverage ratios. The Cyberspace Administration of China ("CAC") has also opened a cybersecurity probe into several large U.S.-listed technology companies focusing on anti-monopoly and financial technology regulation and, more recently with the passage of the Data Security Law, how companies collect, store, process and transfer data. If we are subject to such a probe or if we are required to comply with stepped-up supervisory requirements, valuable time from our management and money may be expended in complying and/or responding to the probe and requirements, thus diverting valuable resources and attention away from our operations. This may, in turn, negatively impact our operations.

As a Hong Kong company that does not operate in the PRC, the laws and regulations of the PRC do not currently have any material impact on our business, financial condition or operation. However, because of the Company's operations in Hong Kong and given the Chinese government's significant oversight authority over the conduct of business in Hong Kong, there is always a risk that the Chinese government may, in the future, seek to affect operations of any company with any level of operations in mainland China or Hong Kong, including its ability to offer securities to investors, list its securities on a U.S. or other foreign exchange, conduct its business or accept foreign investment. In light of PRC's recent expansion of authority in Hong Kong, there are risks and uncertainties which we cannot foresee for the time being, and rules and regulations in PRC can change quickly. The Chinese government may intervene or influence our current and future operations in Hong Kong and PRC at any time, or may exert more control over offerings conducted overseas and/or foreign investment in issuers likes ourselves.

If any or all of the foregoing were to occur, this could result in a material change in our Company's operations and/or the value of our ordinary shares and/or significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless.

Our business, financial condition and results of operations, and/or the value of our ordinary shares or our ability to offer or continue to offer securities to investors may be materially and adversely affected if certain laws and regulations of the PRC become applicable to a company such as us. In that case, we may be subject to the risks and uncertainties associated with the evolving laws and regulations in the PRC, their interpretation and implementation, and the legal and regulatory system in the PRC more generally, including with respect to the enforcement of laws and the possibility of changes of rules and regulations, and be forced to relocate our operations outside of Hong Kong.

We do not operate in the PRC, we operate, in Hong Kong, a special administrative region of China, the laws and regulations of the PRC do not currently have any material impact on our business, financial condition and results of operations. We are not a mainland Chinese firm, and neither us nor any of our subsidiaries is required to obtain permission from the government of the PRC to operate and issue our ordinary shares to foreign investors. It is the opinion of our PRC counsel that Diginex Limited and DSL are not subject to the requirements of the CSRC or the CAC, and their operations are not subject to the review or approval of any other PRC governmental authority. If we inadvertently conclude that such approvals are not required, or applicable laws, regulations, or interpretations change and we are required to obtain approval in the future, obtaining such approvals could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of our securities, including the ordinary shares, to significantly decline or be worthless. If approval by PRC authorities were required, it could result in a material change in our operations, including our ability to continue our current business, and accept foreign investments, and such adverse actions would likely cause the value of our securities to significantly decline or become worthless, make us subject to penalties and sanctions imposed by PRC regulatory agencies, and cause us to be delisted or prohibited from trading.

If certain PRC laws and regulations, including existing laws and regulations and those enacted or promulgated in the future, were to become applicable to a company such as us in the future, the application of such laws and regulations may have a material adverse impact on our business, financial condition and results of operations and our ability to offer or continue to offer securities to investors, any of which may cause the value of our securities, including our ordinary shares, to significantly decline or become worthless. For example, if the PRC Data Security Law were to apply to our Hong Kong-based business, we could become subject to data security and privacy obligations, including the need to conduct a national security review of data activities that may affect the national security of the PRC, and be prohibited from providing data stored in Hong Kong to foreign judicial or law enforcement agencies without approval from relevant PRC regulatory authorities. Furthermore, if any law relating to the PCAOB access to auditor files were to apply to a company such as us or our auditor, the PCAOB may be unable to fully inspect our auditor, which may result in our securities, including our ordinary shares, being delisted or prohibited from being traded pursuant to the HFCAA and materially and adversely affect the value and/or liquidity of your investment

It is noted that relevant parts of the PRC government have made recent statements or recently taken regulatory actions related to data security, anti-monopoly and overseas listings of mainland China businesses. For example, the PRC Data Security Law and the Measures for the Security Assessment of Outbound Data Transfer (the "**Measures for the Security Assessment of Outbound Data Transfer**"), relevant PRC government agencies have recently taken anti-trust enforcement action against certain mainland China-based businesses. We understand such enforcement action was taken pursuant to the PRC Anti-Monopoly Law which applies to monopolistic activities in domestic economic activities in mainland China and monopolistic activities outside mainland China which eliminate or restrict market competition in mainland China. In addition, on February 17, 2023, the CSRC promulgated Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies and relevant supporting guidelines on regulating both direct and indirect (including through arrangements called VIEs) overseas offering and listing of PRC domestic companies' securities through a filing-based regulatory regime, which became effected on March 31, 2023. In light of such developments, the SEC has imposed enhanced disclosure requirements on PRC-based companies seeking to register securities with the SEC. While, as our company currently does not have any operations in mainland China, including any customer-facing business in mainland China, and does not have a VIE structure, we believe that the statements or regulatory actions by the relevant parts of the PRC government, including statements relating to the PRC Data Security Law, the Measures for the Security Assessment of Outbound Data Transfer, the PRC Personal Information Protection Law and VIEs as well as the anti-monopoly enforcement actions, will not have any material adverse impact on our ability to conduct business, accept foreign investments, or list on a U.S. or other foreign exchange, there is no guarantee that this will continue to be the case or that the PRC government will not seek to intervene or influence our operations at any time. Should such statements or regulatory actions apply to a company such as us in the future, it would likely have a material adverse impact on our business, financial condition and results of operations, our ability to accept foreign investments and our ability to offer or continue to offer securities to investors on a U.S. or other international securities exchange, any of which may cause the value of our securities, including our ordinary shares, to significantly decline or become worthless.

While we cannot predict the extent of such impact if such events were to occur, we expect that to the extent certain laws and regulations of the PRC become applicable to us, we may relocate our principal executive offices, employees, and operations out of Hong Kong. We may also be forced to dissolve our Hong Kong subsidiary and incorporate one or more new entities outside of Hong Kong. While we believe we may be able to relocate and reorganize, as an early-stage enterprise with limited revenue and that is not currently profitable, the costs and expenses related to relocating our offices, employees, and operations, as well as the legal and professional fees associated with reorganizing certain legal entities, would likely have a material impact on our business, financial condition and results of operations. There can be no guarantee that DSL's business lines will be able to produce sufficient cash flows to fund the capital requirements and expenditures necessary to run the business and relocate.

The laws and regulations in the PRC are evolving, and their enactment timetable, interpretation and implementation involve significant uncertainties. To the extent any PRC laws and regulations become applicable to us, we may be subject to the risks and uncertainties associated with the evolving laws and regulations in the PRC, their interpretation and implementation, and the legal and regulatory system in the PRC more generally, including with respect to the enforcement of laws and the possibility of changes of rules and regulations with little or no advance notice.

There are political risks associated with conducting business in Hong Kong.

During the period covered by the financial information incorporated by reference into and included in this prospectus, we have a substantial part of our operations in Hong Kong. Accordingly, our business operations and financial condition may be affected by political and legal developments in Hong Kong. Any adverse economic, social and/or political conditions, material social unrest, strike, riot, civil disturbance or disobedience, as well as significant natural disasters, may adversely affect the business operations of our Hong Kong entity. Hong Kong is a special administrative region of the PRC and the basic policies of the PRC regarding Hong Kong are reflected in the Basic Law, namely, Hong Kong's constitutional document, which provides Hong Kong with a high degree of autonomy and executive, legislative and independent judicial powers, including that of final adjudication under the principle of "one country, two systems". However, there is no assurance that the PRC will not drive changes in the economic, political and legal environment in Hong Kong in the future. Since part of our operation is based in Hong Kong, any change of such political arrangements may pose immediate threat to the stability of the economy in Hong Kong, thereby directly and adversely affecting our results of operations and financial position.

Under the Basic Law of the Hong Kong Special Administrative Region of the PRC, Hong Kong is exclusively in charge of its internal affairs and external relations, while the government of the PRC is responsible for its foreign affairs and defense. As a separate customs territory, Hong Kong maintains and develops relations with foreign states and regions. Based on certain recent developments, including the Law of the PRC on Safeguarding National Security in the Hong Kong Special Administrative Region issued by the Standing Committee of the PRC National People's Congress in June 2020, the U.S. State Department has indicated that the United States no longer considers Hong Kong to have significant autonomy from PRC. In 2020, President Trump signed an executive order and the Hong Kong Autonomy Act, or HKAA, to remove Hong Kong's preferential trade status and to authorize the U.S. administration to impose blocking sanctions against individuals and entities who are determined to have materially contributed to the erosion of Hong Kong's autonomy. The United States may impose the same tariffs and other trade restrictions on exports from Hong Kong that it places on goods from mainland China. These and other recent actions may represent an escalation in political and trade tensions involving the U.S, PRC and Hong Kong, which could potentially harm our business.

Given the relatively small geographical size of Hong Kong, any such incidents may have a widespread effect on our business operations, which could in turn adversely and materially affect our business, results of operations and financial condition. It is difficult to predict the full impact of the HKAA on Hong Kong and companies with operations in Hong Kong. Furthermore, legislative or administrative actions in respect of PRC-U.S. relations could cause investor uncertainty for affected issuers, including us, and the market price of our ordinary shares could be adversely affected.

The Hong Kong legal system embodies uncertainties which could limit the availability of legal protections.

On January 18, 2019, the Supreme People's Court and the Hong Kong SAR Government signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region ("the New Arrangement"), which seeks to establish a mechanism with greater clarity and certainty for recognition and enforcement of judgments in wider range of civil and commercial matters between Hong Kong SAR and the mainland China. The New Arrangement does not include the requirement for a choice of court agreement in writing by the parties. The New Arrangement will only take effect after the promulgation of a judicial interpretation by the Supreme People's Court and the completion of the relevant legislative procedures in the Hong Kong SAR. On the Hong Kong side, the New Arrangement needs to be implemented through local laws. According to the Hong Kong government's constitutional report on November 10, 2023, the Mainland Civil and Commercial Judgments (Mutual Enforcement) Ordinance (Chapter 645) and the Mainland Civil and Commercial Judgments (Mutual Enforcement) Rules will come into effect on January 29, 2024.

As one of the conditions for the handover of the sovereignty of Hong Kong to PRC, PRC accepted conditions such as Hong Kong's Basic Law. The Basic Law ensured Hong Kong will retain its own currency (the Hong Kong Dollar), legal system, parliamentary system and people's rights and freedom for fifty years from 1997. This agreement has given Hong Kong the freedom to function with a high degree of autonomy. The Special Administrative Region of Hong Kong is responsible for its own domestic affairs including, but not limited to, the judiciary and courts of last resort, immigration and customs, public finance, currencies and extradition. Hong Kong continues using the English common law system.

However, if the PRC attempts to alter its agreement to allow Hong Kong to function autonomously, this could potentially impact Hong Kong's common law legal system and may in turn bring about uncertainty in, for example, the enforcement of our contractual rights. This could, in turn, materially and adversely affect our business and operations. Additionally, intellectual property rights and confidentiality protections in Hong Kong may not be as effective as in the United States or other countries. Accordingly, we cannot predict the effect of future developments in the Hong Kong legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. These uncertainties could limit the legal protections available to us, including our ability to enforce our agreements with our customers.

The Hong Kong government may face further restrictive measures from PRC government in the future.

The PRC government may intervene or influence our operations in Hong Kong at any time, or may exert more control over offerings conducted overseas and/or foreign investment in us. The PRC government has claimed in its official policy documents that it exercises 'comprehensive jurisdiction' over Hong Kong. We cannot assure you that the Hong Kong government will not be facing further restrictive measures from PRC's government in the future. The PRC government's further potential restrictive regulations and measures could increase our existing and future operating costs in adapting to these regulations and measures, limit our access to capital resources or even restrict our existing and future business operations, which could further adversely affect our business and prospects.

For example, The Mainland Judgments in Civil and Commercial Matters (Reciprocal Enforcement) Ordinance Cap. 645 has come into effect in Hong Kong on January 29, 2024 (the Mainland Judgments Ordinance). The Mainland Judgment Ordinance creates a new registration system whereby certain judgments issued by Mainland courts could be enforced in Hong Kong SAR. These judgments include civil and/or commercial judgments handed down by Mainland courts, and criminal judgments (insofar as it is confined to an order to pay a sum of money for compensation and/or damages). The Mainland Judgments Ordinance implements the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland China and Hong Kong SAR. The Supreme People's Court of Mainland and the Hong Kong Government signed the above Arrangement on January 18, 2019.

The cumulative effects of the Mainland Judgments Ordinance are:

(i) it expedites the enforcement of Mainland civil and/or commercial judgments in Hong Kong. This includes both monetary or non-monetary orders. An opposing party must object within a short period of time. The objection must be strictly confined to the grounds as set out in the Mainland Judgments Ordinance,

(ii) criminal judgments which carry monetary compensation or damages orders are also enforceable in Hong Kong. A wide range of PRC legislations and administrative regulations give power to the Mainland courts to order for monetary compensation or damages in criminal cases. The Mainland criminal justice system is known for its very high conviction rate.

(iii) Hong Kong-based assets are now liable to be confiscated or seized by orders of the Hong Kong courts for the purposes of the execution of Mainland judgments.

Moreover, on January 29, 2024, the Hong Kong Government announced its plans to enact a new law titled Safeguarding National Security Ordinance. Under this new proposed legislation, the Hong Kong Government aims to revamp and/or update existing national security laws such as treason and sedition. It is also drafting new laws to create offenses such as collusion with external forces and/or intelligence to endanger national security. Depending on the final outcome of the legislative process, these laws may impact the operations of foreign organizations in Hong Kong. It is also proposed that the definition of "state secrets" as applied under the PRC laws will be extended to Hong Kong. This is a broad definition that has affected major Chinese government policies, and economic, social, technological and scientific developments.

The Hong Kong government is currently conducting a one-month consultation which will finish by the end of February 2024. It is widely expected that the new laws will be enacted within the 2024 legislative session.

Interpretation of PRC laws and the implementation of National Security Law in Hong Kong involve uncertainty.

Since 1979, the PRC government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. The PRC legal system is a civil law system based on written statutes. Prior court decisions are encouraged to be used for reference, but it remains unclear to what extent the prior court decisions may impact the current court ruling as the encouragement policy is new and there is limited judicial practice in this regard. Since a large number of laws and regulations are relatively new and the PRC legal system continues to rapidly evolve, the interpretations of many laws, and regulations and rules are not always uniform and the enforcement of these laws, regulations and rules involves uncertainties. The same concerns apply to the National Security Law in Hong Kong. The Hong Kong authorities have announced their intention to enact further national security legislations in 2024. The details of these laws are yet unknown. They may have a further impact on foreign organizations operating in Hong Kong.

Depending on the government agency or how an application or case is presented to such agency, we may receive less favorable interpretations of laws and regulations than our competitors, particularly if a competitor has long been established in the locality of and has developed a relationship with such agency. In addition, any litigation may be protracted and result in substantial costs and a diversion of resources and management attention. All of these uncertainties may cause difficulties in the enforcement of our rights, entitlements under our permits and other statutory and contractual rights and interests.

Our ordinary shares may be delisted or prohibited from being traded under the Holding Foreign Companies Accountable Act if the PCAOB were unable to fully inspect our auditor. The delisting or the cessation of trading of our ordinary shares, or the threat of them being delisted or prohibited from being traded, may materially and adversely affect the value and/or liquidity of your investment. Additionally, if the PCAOB were unable to conduct full inspections of our auditor, it would deprive our investors with the benefits of such inspections.

The Holding Foreign Companies Accountable Act, or the HFCAA, was enacted on December 18, 2020. The HFCAA states that if the SEC determines that we have filed audit reports issued by a registered public accounting firm that has not been subject to inspection by the PCAOB for three consecutive years beginning in 2021, the SEC shall prohibit our shares from being traded on a national securities exchange or in the over-the-counter trading market in the U.S.

Our auditor, the independent registered public accounting firm that has issued the audit report included elsewhere in this prospectus, as an auditor of companies that are traded publicly in the United States and a firm registered with the PCAOB, is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with the applicable professional standards. Under current practice and PRC law, the PCAOB is currently able to inspect the audit work and practices of PCAOB-registered firms in mainland China. Our auditor is located in the United States, with affiliates in Hong Kong, and the PCAOB has not been legally restricted from inspecting PCAOB audits relating to operations in Hong Kong. As noted above, except for the Basic Law, national laws of the PRC do not apply in Hong Kong unless they are listed in Annex III of the Basic Law and applied locally by promulgation or local legislation. The Basic Law expressly provides that the national laws of the PRC which may be listed in Annex III of the Basic Law shall be confined to those relating to defense and foreign affairs as well as other matters outside the autonomy of Hong Kong. National laws of the PRC relating to PCAOB access to auditor files have not been listed in Annex III and so do not apply directly to Hong Kong. The PRC legal system is evolving rapidly and the PRC laws, regulations, and rules may change quickly with little advance notice. To the extent any PRC laws and regulations become applicable to a company such as us or our auditor, the PCAOB loses its ability to inspect audit firms located in mainland China and our auditor retains its working papers in mainland China, the PCAOB may be unable to inspect our auditor. The lack of inspection could cause trading in your securities to be prohibited under the HFCAA and as a result Nasdaq may determine to delist your ordinary shares.

On March 24, 2021, the SEC adopted interim final rules relating to the implementation of certain disclosure and documentation requirements of the Act. We would be required to comply with these rules if the SEC identifies us as having a "non-inspection" year under a process to be subsequently established by the SEC. The SEC is assessing how to implement other requirements of the HFCAA, including the listing and trading prohibition requirements described above.

In May 2021, the PCAOB issued a proposed rule 6100, Board Determinations Under the Holding Foreign Companies Accountable Act, for public comment. The proposed rule is related to the PCAOB's responsibilities under the HFCAA, which, according to the PCAOB, would establish a framework for the PCAOB to use when determining, as contemplated under the HFCAA, whether the PCAOB is unable to inspect or investigate completely registered public accounting firms located in a foreign jurisdiction because of a position taken by one or more authorities in that jurisdiction. The proposed rule was adopted by the PCAOB on September 22, 2021 and approved by the SEC on November 5, 2021. On December 2, 2021, SEC adopted amendments to finalize rules implementing the submission and disclosure requirements in the HFCAA.

On June 22, 2021, the U.S. Senate passed the Accelerating Holding Foreign Companies Accountable Act, which, if passed by the U.S. House of Representatives and signed into law, would decrease the number of non-inspection years from three years to two, thus reducing the time period before your securities may be prohibited from trading or delisted.

In December 2021, the SEC adopted rules to implement the HFCAA and pursuant to the HFCAA, the PCAOB issued its report notifying the SEC of its determination that it is unable to inspect or investigate completely accounting firms headquartered in mainland China or Hong Kong.

If for whatever reason the PCAOB is unable to conduct full inspections of our auditor, such uncertainty could cause the market price of our ordinary shares to be materially and adversely affected, and our securities could be delisted or prohibited from being traded. If our securities were unable to be listed on another securities exchange by then, such a delisting would substantially impair your ability to sell or purchase our ordinary shares when you wish to do so, and the risk and uncertainty associated with a potential delisting would have a negative impact on the price of our ordinary shares.

Inspections of other firms that the PCAOB has conducted outside the PRC have identified deficiencies in those firms' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. If the PCAOB were unable to conduct full inspections of our auditor, we and the investors in our ordinary shares would be deprived of the benefits of such PCAOB inspections. In addition, the inability of the PCAOB to conduct full inspections of auditors would make it more difficult to evaluate the effectiveness of our independent registered public accounting firm's audit procedures or quality control procedures as compared to auditors that are subject to the PCAOB inspections, which could cause investors and potential investors in our securities to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

Our independent registered public accounting firm, UHY LLP, is not subject to the determinations announced by the PCAOB on December 16, 2021. UHY LLP are headquartered in Farmington Hills, Michigan. UHY LLP are not headquartered in the PRC or Hong Kong. The PCAOB currently has access to inspect the working papers of UHY LLP. As a result, we do not believe the HFCAA and related regulations will affect our company. If, however, our independent registered public accounting firm, or its affiliates, were denied, even temporarily, the ability to practice before the SEC and PCAOB, and it were determined that our financial statements or audit reports are not in compliance with the requirements of the U.S. Exchange Act, we could be at risk of delisting or become subject to other penalties that would adversely affect our ability to remain listed on the Nasdaq.

Cayman Islands Risk Factors

Because Diginex Limited is incorporated under the laws of the Cayman Islands, you may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. Federal courts may be limited.

Diginex Limited is an exempted company with limited liability incorporated under the laws of the Cayman Islands. As a result, it may be difficult for investors to effect service of process within the United States upon Diginex Limited's directors or officers, or enforce judgments obtained in the United States courts against Diginex Limited's directors or officers.

Diginex Limited's corporate affairs will be governed by its Amended and Restated Memorandum and Articles, the Companies Act (As Revised) and the common law of the Cayman Islands. Diginex Limited will also be subject to the federal securities laws of the United States. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of Diginex Limited's directors to Diginex Limited under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, the decisions of whose courts are of persuasive authority, but are not binding on a court in the Cayman Islands. The rights of Diginex Limited's shareholders and the fiduciary responsibilities of Diginex Limited's directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a less developed body of securities laws as compared to the United States, and certain states, such as Delaware, may have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have standing to initiate a shareholders derivative action in a Federal court of the United States.

Shareholders of Cayman Islands exempted companies like Diginex Limited have no general rights under Cayman Islands law to inspect corporate records (other than the memorandum and articles of association and any special resolutions passed by such companies, and the register of mortgages and charges of such companies) or to obtain copies of lists of shareholders of these companies. Diginex Limited's directors have discretion under its Amended and Restated Memorandum and Articles that will become effective immediately prior to completion of this offering to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obliged to make them available to Diginex Limited's shareholders.[4] This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

As a result of all of the above, Diginex Limited's public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of Diginex Limited's board of directors or controlling shareholders than they would as public shareholders of a company incorporated in the United States. For a discussion of significant differences between the provisions of the Companies Act and the laws applicable to companies incorporated in the United States and their shareholders, see "Description of Securities Capital — Certain Differences in Corporate Law."

As a company incorporated in the Cayman Islands, Diginex Limited is permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from Nasdaq corporate governance listing standards; these practices may afford less protection to shareholders than they would enjoy if Diginex Limited complied fully with Nasdaq corporate governance listing standards.

Diginex Limited is an exempted company with limited liability incorporated under the laws of the Cayman Islands, and intends to list its ordinary shares on Nasdaq. Nasdaq market rules permit a foreign private issuer like Diginex Limited to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is Diginex Limited's home country, may differ significantly from Nasdaq corporate governance listing standards as, except for general fiduciary duties and duties of care, Cayman Islands law has no corporate governance regime which prescribes specific corporate governance standards.

Currently, we do intend to rely on home country practice with respect to our corporate governance after we complete this offering. As a result, our shareholders may be afforded less protection than they otherwise would have under corporate governance listing standards applicable to U.S. domestic issuers. Among others, we will not be required to: (i) have a majority of the board be independent; (ii) have a compensation committee consisting entirely of independent directors; (iii) have a minimum of three members on the audit committee; (iv) obtain shareholders' approval for issuance of securities in certain situations; or (v) have regularly scheduled executive sessions with only independent directors each year.

Provisions in the Diginex Limited's governance documents may inhibit a takeover of Diginex Limited, which could limit the price investors might be willing to pay in the future for Diginex Limited's Ordinary Shares and could entrench management.

Diginex Limited's governance documents will contain provisions that may discourage unsolicited takeover proposals that shareholders may consider to be in their best interests. These provisions include that Diginex Limited's board of directors will be classified into three classes of directors. As a result, in most circumstances, a person can gain control of the board only by successfully engaging in a proxy contest at two or more annual general meetings. Diginex Limited may issue additional shares without shareholder approval and such additional shares could be utilized for a variety of corporate purposes, including future offerings to raise additional capital, acquisitions and employee benefit plans. The ability for Diginex Limited to issue additional shares could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise that could involve the payment of a premium over prevailing market prices for Diginex Limited's Ordinary Shares.[5]

As a foreign private issuer, Diginex Limited will be exempt from a number of U.S. securities laws and rules promulgated thereunder and will be permitted to publicly disclose less information than U.S. public companies must. This may limit the information available to holders of the Diginex Limited's Ordinary Shares.

Diginex Limited qualifies as a "foreign private issuer," as defined in the SEC's rules and regulations, and, consequently, Diginex Limited will not be subject to all of the disclosure requirements applicable to public companies organized within the United States. For example, Diginex Limited will be exempt from certain rules under the Exchange Act that regulate disclosure obligations and procedural requirements related to the solicitation of proxies, consents or authorizations applicable to a security registered under the Exchange Act. In addition, Diginex Limited's officers and directors are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the Exchange Act and related rules with respect to their purchases and sales of Diginex Limited's securities. For example, some of Diginex Limited's key executives may sell a significant amount of Diginex Limited's Ordinary Shares and such sales will not be required to be disclosed as promptly as public companies organized within the United States would have to disclose. Accordingly, once such sales are eventually disclosed, the price of Diginex Limited's Ordinary Shares may decline significantly. Moreover, Diginex Limited will not be required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. public companies. Diginex Limited will also not be subject to Regulation FD under the Exchange Act, which would prohibit Diginex Limited from selectively disclosing material nonpublic information to certain persons without concurrently making a widespread public disclosure of such information. Accordingly, there may be less publicly available information concerning Diginex Limited than there is for U.S. public companies.

As a foreign private issuer, Diginex Limited will file an annual report on Form 20-F within four months of the close of each fiscal year ended March 31 and furnish reports on Form 6-K relating to certain material events promptly after Diginex Limited publicly announces these events. However, because of the above exemptions for foreign private issuers, which Diginex Limited intends to rely on, Diginex Limited shareholders will not be afforded the same information generally available to investors holding shares in public companies that are not foreign private issuers.

You may be unable to present proposals before annual general meetings or extraordinary general meetings not called by shareholders.

Cayman Islands law provides shareholders with only limited rights to requisition a general meeting, and does not provide shareholders with any right to put any proposal before a general meeting. These rights, however, may be provided in a company's articles of association. Diginex Limited's amended and restated articles of association allow one or more of our shareholders who together hold not less than 10% of the rights to vote to requisition a general meeting of our shareholders, in which case our directors are obliged to call such meeting. Advance notice of at least fourteen (14) clear days is required for the convening of an annual general meeting and at least seven (7) clear days is required for the convening of any other general meeting. A quorum required for a general meeting is one or more holders holding shares that represent not less than one-third of the outstanding shares of the Company carrying the right to vote at such general meeting. For these purposes, "clear days" means that period excluding (a) the day when the notice is given or deemed to be given and (b) the day for which it is given or on which it is to take effect.

Because Diginex Limited is a foreign private issuer and is exempt from certain Nasdaq corporate governance standards applicable to U.S. issuers, you will have less protection than you would have if it were a domestic issuer.

Diginex Limited's status as a foreign private issuer exempts it from compliance with certain Nasdaq corporate governance requirements if it instead complies with the statutory requirements applicable to a Cayman Islands exempted company. The statutory requirements of Diginex Limited's home country of Cayman Islands do not strictly require a majority of its board to consist of independent directors. Thus, although a director must act in the best interests of Diginex Limited, it is possible that fewer board members will be exercising independent judgment and the level of board oversight on the management of Diginex Limited may decrease as a result. In addition, the Nasdaq Listing Rules also require U.S. domestic issuers to have an independent compensation committee with a minimum of two members, a nominating committee, and an independent audit committee with a minimum of three members. Diginex Limited, as a foreign private issuer, with the exception of needing an independent audit committee composed of at least three members, is not subject to these requirements. The Nasdaq Listing Rules may also require shareholder approval for certain corporate matters that Diginex Limited's home country's rules do not. Following Cayman Islands governance practices, as opposed to complying with the requirements applicable to a U.S. company listed on Nasdaq, may provide less protection to you than would otherwise be the case.

Diginex Limited may lose its foreign private issuer status in the future, which could result in significant additional costs and expenses.

As a "foreign private issuer," Diginex Limited would not be required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act and related rules and regulations. Under those rules, the determination of foreign private issuer status is made annually on the last business day of an issuer's most recently completed second fiscal quarter, and, accordingly, the next determination will be made with respect to Diginex on September 30, 2024.

In the future, Diginex Limited could lose its foreign private issuer status if a majority of its ordinary shares are held by residents in the United States and it fails to meet any one of the additional "business contacts" requirements. Although Diginex Limited intends to follow certain practices that are consistent with U.S. regulatory provisions applicable to U.S. companies, Diginex Limited's loss of foreign private issuer status would make such provisions mandatory. The regulatory and compliance costs to Diginex Limited under U.S. securities laws if it is deemed a U.S. domestic issuer may be significantly higher. If Diginex Limited is not a foreign private issuer, Diginex Limited will be required to file periodic reports and prospectuses on U.S. domestic issuer forms with the SEC, which are more detailed and extensive than the forms available to a foreign private issuer. For example, Diginex Limited would become subject to the Regulation FD, aimed at preventing issuers from making selective disclosures of material information. Diginex Limited also may be required to modify certain of its policies to comply with good governance practices associated with U.S. domestic issuers. Such conversion and modifications will involve additional costs. In addition, Diginex Limited may lose its ability to rely upon exemptions from certain corporate governance requirements of Nasdaq that are available to foreign private issuers. For example, Nasdaq's corporate governance rules require listed companies to have, among other things, a majority of independent board members and independent director oversight of executive compensation, nomination of directors, and corporate governance matters. Nasdaq rules also require shareholder approval of certain share issuances, including approval of equity compensation plans. As a foreign private issuer, Diginex Limited would be permitted to follow home country practice in lieu of the above requirements. As long as Diginex Limited relies on the foreign private issuer exemption to certain of Nasdaq's corporate governance standards, a majority of the directors on its board of directors are not required to be independent directors, its remuneration committee is not required to be comprised entirely of independent directors and it will not be required to have a nominating and corporate governance committee. If Diginex Limited loses its foreign private issuer status and fails to comply with U.S. securities laws applicable to U.S. domestic issuers, Diginex Limited may have to de-list from Nasdaq and could be subject to investigation by the SEC, Nasdaq and other regulators, among other materially adverse consequences.

We currently do not expect to pay dividends in the foreseeable future after this offering and you must rely on price appreciation of our Ordinary Shares for a return on your investment.

We currently intend to retain most, if not all, of our available funds and any future earnings after this offering to fund our development and growth. As a result, we do not expect to pay any cash dividends in the foreseeable future. Therefore, you should not rely on an investment in our Ordinary Shares as a source for any future dividend income.

Our board of directors has complete discretion as to whether to distribute dividends, subject to certain requirements of Cayman Islands law. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. Under Cayman Islands law, a Cayman Islands company may pay a dividend out of either profit or share premium account, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from the operating entities, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. Accordingly, the return on your investment in our Ordinary Shares will likely depend entirely upon any future price appreciation of our Ordinary Shares. There is no guarantee that our Ordinary Shares will appreciate in value after this offering or even maintain the price at which you purchased the Ordinary Shares. You may not realize a return on your investment in our Ordinary Shares and you may even lose your entire investment in our Ordinary Shares.

Risks Related to Taxation

We may be classified as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for the current taxable year, which could result in adverse U.S. federal income tax consequences for U.S. Holders of our Shares.

In general, we will be treated as a passive foreign investment company ("PFIC") for any taxable year in which either (1) at least 75% of our gross income (looking through certain 25% or more-owned subsidiaries) is passive income or (2) at least 50% of the average value of our assets (looking through certain 25% or more-owned subsidiaries) is attributable to assets that produce, or are held for the production of, passive income. Passive income generally includes, without limitation, dividends, interest, rents, royalties, and gains from the disposition of passive assets. If we are determined to be a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U.S. Holder (as defined in the Section of this prospectus captioned "U.S. Federal Income Tax Considerations") of our securities, the U.S. Holder may be subject to increased U.S. federal income tax liability and may be subject to additional reporting requirements. The determination of whether we are a PFIC is a fact-intensive determination made on an annual basis applying principles and methodologies that in some circumstances are unclear and subject to varying interpretation. Our actual PFIC status for any taxable year will not be determinable until after the end of such taxable year. Accordingly, there can be no assurance with respect to our status as a PFIC for our current taxable year or any subsequent taxable year. We urge U.S. Holders to consult their own tax advisors regarding the possible application of the PFIC rules in light of their individual circumstances.

Risks Related to Being a Public Company and this Offering

Diginex Limited has limited experience operating as a public company and fulfilling its obligations as a U.S. reporting company may be expensive and time consuming.

Only one member of the Company's executive officers has past experience in operating a U.S. public company, which makes their ability to comply with applicable laws, rules and regulations uncertain. The Company's failure to comply with all laws, rules and regulations applicable to U.S. public companies could subject Diginex or its management to regulatory scrutiny or sanction, which could harm the Company's reputation and share price.

As a public company Diginex Limited will incur significant legal, accounting, and other expenses that it did not incur as a private company. Diginex Limited is subject to reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the rules subsequently implemented by the SEC, the rules and regulations of the listing standards of The Nasdaq Stock Market LLC, or Nasdaq, and other applicable securities rules and regulations. Stockholder activism, the current political and social environment and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which will likely result in additional compliance costs and could impact the manner in which Diginex Limited operates its business in ways Diginex Limited cannot currently anticipate. Compliance with these rules and regulations may strain Diginex Limited's financial and management systems, internal controls, and employees. The Exchange Act requires, among other things, that Diginex Limited files annual, half yearly, and current reports with respect to its business and operating results. Moreover, the Sarbanes-Oxley Act requires, among other things, that Diginex Limited maintains effective disclosure controls and procedures, and internal control, over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures, and internal control over, financial reporting to meet this standard, significant resources and management oversight may be required. If Diginex Limited encounters material weaknesses or deficiencies in internal control over financial reporting, Diginex Limited may not detect errors on a timely basis and its consolidated financial statements may be materially misstated. Effective internal control is necessary for Diginex Limited to produce reliable financial reports and is important to prevent fraud.

Diginex Limited, as an emerging growth company, is not required to have its independent auditor attestation of management assessment of its internal controls over financial reporting. However, when Diginex Limited ceases to be an emerging growth company, its independent registered public accounting firm may be required to formally attest to the effectiveness of internal control over financial reporting at some point in the future on Form 20-F. Diginex Limited expects to incur significant expenses and devote substantial management effort toward ensuring compliance with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act. As a result of the complexity involved in complying with the rules and regulations applicable to public companies, Diginex Limited's management attention may be diverted from other business concerns, which could harm the business, operating results, and financial condition. Although Diginex Limited has already hired additional employees to assist in complying with these requirements, its finance team is small and it may need to hire more employees in the future, or engage outside consultants, which will increase operating expenses.

Diginex Limited also expects that being a public company and complying with applicable rules and regulations will make it more expensive for it to obtain director and officer liability insurance, and Diginex Limited may be required to incur substantially higher costs to obtain and maintain the same or similar coverage. These factors could also make it more difficult for Diginex Limited to attract and retain qualified members of its board of directors and qualified executive officers.

A potential failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on Diginex Limited's business, financial condition, and results of operations. Diginex Limited may be unable to accurately report Diginex Limited's financial results or prevent fraud if Diginex cannot maintain an effective system of internal controls over Diginex Limited's financial reporting.

Diginex Limited will be subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, or the "SEC," as required by Section 404 of the Sarbanes-Oxley Act of 2002, or the "Sarbanes-Oxley Act," adopted rules requiring every public company to include a management report on such company's internal controls over financial reporting in its annual report, which contains management's assessment of the effectiveness of the company's internal controls over financial reporting. Diginex Limited will be an "emerging growth company," and are expected to first include a management report on Diginex Limited's internal controls over financial reporting in Diginex Limited's annual report in the Diginex Limited's second annual report after the close of the business combination. Diginex Limited's management may conclude that Diginex Limited's internal controls over Diginex Limited's financial reporting are not effective, and Diginex Limited's reporting obligations as a public company will place a significant strain on Diginex Limited's management, operational and financial resources, and systems for the foreseeable future, which will increase Diginex Limited's operating expenses.

The establishment of effective internal controls over financial reporting is necessary for Diginex Limited to produce reliable financial reports and are important to help prevent fraud. Diginex Limited's failure to achieve and maintain effective internal controls over financial reporting could consequently result in the loss of investor confidence in the reliability of Diginex Limited's financial statements, which in turn could harm Diginex Limited's business and negatively impact the trading price of Diginex Limited's stock. Diginex Limited anticipate that it will incur considerable costs and devote significant management time and efforts and other resources to comply with Section 404 of the Sarbanes-Oxley Act.

If we fail to establish and maintain proper internal financial reporting controls, our ability to produce accurate financial statements or comply with applicable regulations could be impaired.

Pursuant to Section 404 of the Sarbanes-Oxley Act, we will be required to file a report by our management on our internal control over financial reporting. In addition, an attestation report on internal control over financial reporting issued by our independent registered public accounting firm may be required. While we remain an emerging growth company, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. We might not identify one or more material weaknesses in our internal controls in connection with evaluating our compliance with Section 404 of the Sarbanes-Oxley Act. The presence of material weaknesses in internal control over financial reporting could result in financial statement errors which, in turn, could lead to errors in our financial reports and/or delays in our financial reporting, which could require us to restate our operating results. A material weakness has been identified by DSL's independent registered public accounting firm, noting that DSL did not have qualified financial reporting personnel with sufficient accounting knowledge, technical skills and experience to analyze and properly apply International Financial Reporting Standards ("IFRS") throughout the two year audit period ended March 31, 2023. Subsequent to March,31, 2023, DSL retained a CFO and other experienced finance professionals with significant knowledge, technical skills and experience with IFRS required to properly analyze and apply the applicable accounting standards to the DSL's consolidated financial statements. DSL will monitor the requirements of its accounting and finance department in the future to ensure its team continues to have the proper resources to accurately and timely prepare its consolidated financial statements.

The JOBS Act permits "emerging growth companies" like Diginex Limited to take advantage of certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies.

Diginex Limited expects that it will qualify as an "emerging growth company" as defined in Section 2(a)(19) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). The JOBS Act defines an emerging growth company as a company that has annual gross revenues of less than $1.235 billion during its most recent fiscal year and has not sold common stock under a registration statement. A company will be classified as an emerging growth company for its first five fiscal years, unless: its gross revenues exceed $1.235 billion, it has issued over $1 billion in non-convertible debt over three years, or it becomes a large accelerated filer. SEC Rule 12b-2 provides that a large accelerated filer is a company that has a public float of greater than $700 million, has been filing periodic reports for at least 12 months, has previously filed at least one annual report (e.g. Form 10-K), and is not a smaller reporting company. That is, a large accelerated filer is simply an accelerated filer whose public float exceeds $700 million. As such, Diginex Limited will take advantage of certain exemptions from various reporting requirements applicable to other public companies based on its status as an emerging growth company. Pursuant to Section 404 of the Sarbanes-Oxley Act, once Diginex Limited is no longer an emerging growth company, Diginex Limited may be required to furnish an attestation report on internal control over financial reporting issued by Diginex Limited's independent registered public accounting firm. When Diginex Limited's independent registered public accounting firm is required to undertake an assessment of its internal control over financial reporting, the cost of complying with Section 404 of the Sarbanes-Oxley Act will significantly increase, and management's attention may be diverted from other business concerns, which could adversely affect Diginex Limited's business and results of operations.

Our major shareholders have substantial influence over our company and his interests may not be aligned with the interests of our other shareholders.

As of the date of this prospectus, our major shareholders, beneficially owns an aggregate of approximately [ ]% of our issued and outstanding Ordinary Shares through. As a result of these major shareholders' substantial shareholding, they have a substantial influence over our business, including decisions regarding mergers, consolidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. These shareholders may take actions that are not in the best interests of us or our other shareholders. This concentration of ownership may discourage, delay or prevent a change in control of our company, which could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and might reduce the price of our Ordinary Shares. These actions may be taken even if they are opposed by our other shareholders.

We cannot assure you that we will be able to meet Nasdaq's initial listing requirements to consummate our initial public offering, and Nasdaq may not permit our Ordinary Shares to be quoted on its exchange, which could limit investors' ability to make transactions in our securities and subject us to additional trading restrictions.

We anticipate that our securities will be listed on Nasdaq, a national securities exchange, upon our initial public offering. Although, at the time of our initial public offering we expect to meet Nasdaq's minimum initial listing standards, which generally only require that we meet certain requirements relating to stockholders' equity, market capitalization, aggregate market value of publicly held shares and distribution requirements, we cannot assure you that our securities will be, or will continue to be, listed on Nasdaq in the future. However, we cannot assure you that we will be able to meet those initial listing requirements at that time.

The National Securities Markets Improvement Act of 1996, which is a federal statute, prevents or preempts the states from regulating the sale of certain securities, which are referred to as "covered securities." Because we expect that our Ordinary Shares will be listed on Nasdaq, our Ordinary Shares will be covered securities. Although the states are preempted from regulating the sale of our securities, the federal statute does allow the states to investigate companies if there is a suspicion of fraud, and, if there is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case. If we were no longer listed on Nasdaq, our securities would not be covered securities, and we would be subject to regulation in each state in which we offer our securities.

Our failure to meet the continued listing requirements of Nasdaq could result in a de-listing of our Ordinary Shares and penny stock trading.

If our Ordinary Shares are listed on The Nasdaq Capital Market and if we fail to satisfy the applicable continued listing requirements, Nasdaq may commence delisting procedures against our Company (during which we may have additional time of up to six months to appeal and correct our non-compliance). If our Ordinary Shares are ultimately delisted from Nasdaq, our Ordinary Shares would likely then trade only in the over-the-counter market and the market liquidity of our Ordinary Shares could be adversely affected and their market price could decrease. If our Ordinary Shares were to trade on the over-the-counter market, selling our Ordinary Shares could be more difficult because smaller quantities of shares would likely be bought and sold, transactions could be delayed, and we could face significant material adverse consequences, including: a limited availability of market quotations for our securities; reduced liquidity with respect to our securities; a determination that our shares are a "penny stock," which will require brokers trading in our securities to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for our securities; a reduced amount of news and analyst coverage for our Company; and a decreased ability to issue additional securities or obtain additional financing in the future. These factors could result in lower prices and larger spreads in the bid and ask prices for our Ordinary Shares and would substantially impair our ability to raise additional funds and could result in a loss of institutional investor interest and fewer development opportunities for us.

In addition to the foregoing, if our Ordinary Shares are ultimately delisted from Nasdaq and they trade on the over-the-counter market, the application of the "penny stock" rules could adversely affect the market price of our Ordinary Shares and increase the transaction costs to sell those shares. The SEC has adopted regulations which generally define a "penny stock" as an equity security that has a market price of less than $5.00 per share, subject to specific exemptions. If our Ordinary Shares are ultimately delisted from Nasdaq and then trade on the over-the-counter market at a price of less than $5.00 per share, our Ordinary Shares would be considered a penny stock. The SEC's penny stock rules require a broker-dealer, before a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and the salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules generally require that before a transaction in a penny stock occurs, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's agreement to the transaction. If applicable in the future, these rules may restrict the ability of brokers-dealers to sell our Ordinary Shares and may affect the ability of investors to sell their shares, until our Ordinary Shares no longer is considered a penny stock.

If securities industry analysts do not publish research reports on Diginex Limited, or publish unfavorable reports on Diginex Limited, then the market price and market trading volume of Diginex Limited's Ordinary Shares could be negatively affected.

Any trading market for Diginex Limited Ordinary Shares may be influenced in part by any research reports that securities industry analysts publish about Diginex Limited. Diginex Limited does not currently have and may never obtain research coverage by securities industry analysts. If no securities industry analysts commence coverage of Diginex Limited, the market price and market trading volume of Diginex Limited's Ordinary Shares could be negatively affected. In the event Diginex Limited is covered by analysts, and one or more of such analysts downgrade Diginex Limited shares, or otherwise reports on Diginex Limited unfavorably, or discontinues coverage of Diginex Limited, the market price and market trading volume of Diginex Limited Ordinary Shares could be negatively affected.

Because we are a foreign private issuer and are exempt from certain Nasdaq corporate governance standards applicable to U.S. issuers, you will have less protection than you would have if we were a domestic issuer.

The Nasdaq Listing Rules require listed companies to have, among other things, a majority of its board members be independent. As a foreign private issuer, however, we are permitted to, and we may follow home country practice in lieu of the above requirements. The corporate governance practice in our home country, the Cayman Islands, does not require a majority of our board to consist of independent directors. In addition, the Nasdaq Listing Rules also require U.S. domestic issuers to have a compensation committee, a nominating/corporate governance committee and an audit committee. We, as a foreign private issuer, are not subject to these requirements. The Nasdaq Listing Rules may require shareholder approval for certain corporate matters, such as requiring that shareholders be given the opportunity to vote on all equity compensation plans and material revisions to those plans, certain ordinary share issuances. We intend to comply with the corporate governance requirements of the Nasdaq Listing Rules. However, we may, in the future, consider following home country practice in lieu of the requirements under the Nasdaq Listing Rules with respect to certain corporate governance standards which may afford less protection to investors.

Although as a foreign private issuer we are exempt from certain corporate governance standards applicable to U.S. issuers, if we cannot satisfy, or continue to satisfy, the initial listing requirements and other rules of Nasdaq, our securities may be delisted, which could negatively impact the price of our securities and your ability to sell them.

Following this offering, in order to maintain our listing on Nasdaq, we will be required to comply with certain rules of Nasdaq, including those regarding minimum stockholders' equity, minimum share price, minimum market value of publicly held shares, and various additional requirements. Even if we initially meet the listing requirements and other applicable rules of Nasdaq, we may not be able to continue to satisfy these requirements and applicable rules. If we are unable to satisfy the criteria of Nasdaq for maintaining our listing, our securities could be subject to delisting, which would have a negative effect on the price of our Ordinary Shares and impair your ability to sell your shares.

If Nasdaq does not list our securities, or subsequently delists our securities from trading, we could face significant consequences, including:

- a limited availability for market quotations for our Ordinary Shares;
- reduced liquidity with respect to our Ordinary Shares;
- a determination that our Ordinary Shares are "penny stock," which will require brokers trading in our Ordinary Shares to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our Ordinary Shares;
- limited amount of news and analyst coverage; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

If we cease to qualify as a foreign private issuer, we would be required to comply fully with the reporting requirements of the Exchange Act applicable to U.S. domestic issuers, and we would incur significant additional legal, accounting and other expenses that we would not incur as a foreign private issuer.

We expect to qualify as a foreign private issuer upon the completion of this offering. As a foreign private issuer, we will be exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders will be exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we will not be required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. domestic issuers, and we will not be required to disclose in our periodic reports all of the information that U.S. domestic issuers are required to disclose. While we currently expect to qualify as a foreign private issuer immediately following the completion of this offering, we may cease to qualify as a foreign private issuer in the future, and consequently, we would be required to fully comply with the reporting requirements of the Exchange Act applicable to U.S. domestic issuers, and we would incur significant additional legal, accounting and other expenses that we would not incur as a foreign private issuer.

We are an "emerging growth company" within the meaning of the Securities Act, and if we take advantage of certain exemptions from disclosure requirements available to emerging growth companies, this could make it more difficult to compare our performance with other public companies.

We are an "emerging growth company" within the meaning of the Securities Act, as modified by the JOBS Act. Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such an election to opt out is irrevocable. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised, and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accountant standards used.

As an "emerging growth company" under applicable law, we will be subject to lessened disclosure requirements. Such reduced disclosure may make our Ordinary Shares less attractive to investors.

For as long as we remain an "emerging growth company," as defined in the JOBS Act, we will elect to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies", including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Because of these lessened regulatory requirements, our shareholders would be left without information or rights available to shareholders of more mature companies. If some investors find our Ordinary Shares less attractive as a result, there may be a less active trading market for our Ordinary Shares and our share price may be more volatile.

We will incur increased costs as a result of being a public company, particularly after we cease to qualify as an "emerging growth company."

Upon consummation of this offering, we will incur significant legal, accounting and other expenses as a public company that we did not incur as a private company. The Sarbanes-Oxley Act of 2002, as well as rules subsequently implemented by the SEC, Nasdaq Capital Market, impose various requirements on the corporate governance practices of public companies.

Compliance with these rules and regulations increases our legal and financial compliance costs and makes some corporate activities more time-consuming and costly. After we are no longer an "emerging growth company," or until five years following the completion of our initial public offering, whichever is earlier, we expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 and the other rules and regulations of the SEC. For example, as a public company, we have been required to increase the number of independent directors and adopt policies regarding internal controls and disclosure controls and procedures. We have incurred additional costs in obtaining director and officer liability insurance. In addition, we will incur additional costs associated with our public company reporting requirements. It may also be more difficult or costly for us to find qualified persons to serve on our board of directors or as executive officers as a public company. We are currently evaluating and monitoring developments with respect to these rules and regulations, and we cannot predict or estimate with any degree of certainty the amount of additional costs we may incur or the timing of such costs.

Our Ordinary Shares may be thinly traded and you may be unable to sell at or near ask prices or at all if you need to sell your shares to raise money or otherwise desire to liquidate your shares.

When our Ordinary Shares are approved by Nasdaq and begin trading on Nasdaq, our Ordinary Shares may be "thinly-traded", meaning that the number of persons interested in purchasing our Ordinary Shares at or near bid prices at any given time may be relatively small or non-existent. This situation may be attributable to a number of factors, including the fact that we are relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community that generate or influence sales volume, and that even if we came to the attention of such persons, they tend to be risk-averse and might be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our shares until such time as we become more seasoned. As a consequence, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. Broad or active public trading market for our Ordinary Shares may not develop or be sustained.

The initial public offering price for our Ordinary Shares may not be indicative of prices that will prevail in the trading market and such market prices may be volatile.

The initial public offering price for our Ordinary Shares was determined by negotiations between us and the underwriters, and does not bear any relationship to our earnings, book value or any other indicia of value. We cannot assure you that the market price of our Ordinary Shares will not decline significantly below the initial public offering price. The financial markets in the United States and other countries have experienced significant price and volume fluctuations in the last few years. Volatility in the price of our Ordinary Shares may be caused by factors outside of our control and may be unrelated or disproportionate to changes in our results of operations.

You will experience immediate and substantial dilution in the net tangible book value of Ordinary Shares purchased.

The initial public offering price of our Ordinary Shares is substantially higher than the (pro forma) net tangible book value per share of our Ordinary Shares. Consequently, when you purchase our Ordinary Shares in the offering and upon completion of the offering, you will incur immediate dilution of $[ ] per Ordinary Share, based on the initial public offering price of $[ ]. See "Dilution." In addition, you may experience further dilution to the extent that additional Ordinary Shares are issued upon exercise of outstanding warrants or options we may grant from time to time.

If we fail to meet applicable listing requirements, Nasdaq may delist our Ordinary Shares from trading, in which case the liquidity and market price of our Ordinary Shares could decline.

Assuming our Ordinary Shares are listed on Nasdaq, we cannot assure you that we will be able to meet the continued listing standards of Nasdaq in the future. If we fail to comply with the applicable listing standards and Nasdaq delists our Ordinary Shares, we and our Shareholders could face significant material adverse consequences, including:

- a limited availability of market quotations for our Ordinary Shares;
- reduced liquidity for our Ordinary Shares;
- a determination that our Ordinary Shares are "penny stock", which would require brokers trading in our Ordinary Shares to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our Ordinary Shares;
- a limited amount of news about us and analyst coverage of us; and
- a decreased ability for us to issue additional equity securities or obtain additional equity or debt financing in the future.

The National Securities Markets Improvement Act of 1996, which is a federal statute, prevents or pre-empts the states from regulating the sale of certain securities, which are referred to as "covered securities." Because Ordinary Shares are listed on Nasdaq, such securities are covered securities. Although the states are pre-empted from regulating the sale of our securities, the federal statute does allow the states to investigate companies if there is a suspicion of fraud, and, if there is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case. Further, if we were no longer listed on Nasdaq, our securities would not be covered securities and we would be subject to regulations in each state in which we offer our securities.

We do not intend to pay dividends for the foreseeable future.

We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to declare or pay any dividends in the foreseeable future. As a result, you may only receive a return on your investment in our Ordinary Shares if the market price of our Ordinary Shares increases.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing actions against Diginex Limited or its management named in the prospectus based on foreign laws.

Diginex Limited is incorporated under the laws of Cayman Islands. DSL conducts its operations outside the United States and all of our assets are located outside the United States. In addition, a majority of Diginex Limited's directors and executive officers and the experts named in this prospectus reside outside the United States, and a significant amount of their assets are located outside the United States. As a result, it may be difficult or impossible for you to bring an action against Diginex Limited or against them in the United States in the event you believe your rights have been infringed under the U.S. federal securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of Cayman Islands or other relevant jurisdiction may render you unable to enforce a judgment against Diginex Limited assets or the assets of its directors and officers.

Future issuance of Diginex Limited's Ordinary Shares could dilute the interests of existing shareholders.

Diginex Limited may issue additional Ordinary Shares in the future. The issuance of a substantial number of Ordinary Shares could have the effect of substantially diluting the interests of Diginex Limited's shareholders. In addition, the sale of a substantial amount of Ordinary Shares in the public market, in the initial issuance, in a situation in which Diginex Limited acquires a company, a business or an asset and the acquired company or the owner of the business or asset receives Ordinary Shares as consideration and the acquired company or the owner of the business or asset subsequently sells its Ordinary Shares, or by investors who acquired such Ordinary Shares in a private placement, could have an adverse effect on the market price of Diginex Limited's Ordinary Shares.

Future issuances of debt securities, which would rank senior to Diginex Limited ordinary shares upon our bankruptcy or liquidation, and future issuances of preferred shares, which could rank senior to Diginex Limited Ordinary Shares for the purposes of dividends and liquidating distributions, may adversely affect the level of return you may be able to achieve from an investment in Diginex Limited's Ordinary Shares.

In the future, Diginex Limited may attempt to increase our capital resources by offering debt securities. Upon bankruptcy or liquidation, holders of Diginex Limited debt securities, and lenders with respect to other borrowings Diginex Limited may make, would receive distributions of Diginex Limited available assets prior to any distributions being made to holders of our Ordinary Shares. Moreover, if Diginex Limited issues Preferred Shares, the holders of such preferred shares could be entitled to preferences over holders of Ordinary Shares in respect of the payment of dividends and the payment of liquidating distributions. Because Diginex Limited's decision to issue debt or Preferred Shares in any future offering, or borrow money from lenders, will depend in part on market conditions and other factors beyond Diginex Limited's control, Diginex Limited cannot predict or estimate the amount, timing or nature of any such future offerings or borrowings. Holders of Diginex Limited's Ordinary Shares must bear the risk that any future offerings Diginex Limited conducts or borrowings Diginex Limited makes may adversely affect the level of return, if any, they may be able to achieve from an investment in Diginex Limited's Ordinary Shares.]

The trading price of Diginex Limited' Ordinary Shares may be volatile, which could result in substantial losses to investors.

The trading price of Diginex Limited' Ordinary Shares is likely to be volatile and could fluctuate widely due to factors beyond Diginex Limited's control. This may happen due to broad market and industry factors, such as performance and fluctuation in the market prices or underperformance or deteriorating financial results of other listed companies based in Hong Kong. The securities of some of these companies have experienced significant volatility since their initial public offerings, including, in some cases, substantial price declines in the trading prices of their securities. The trading performances of other Hong Kong companies' securities after their offerings may affect the attitudes of investors towards Hong Kong-based, U.S.-listed companies, which consequently may affect the trading performance of Diginex Limited's Ordinary Shares regardless of its actual operating performance. In addition, any negative news or perceptions about inadequate corporate governance practices or fraudulent accounting, corporate structure, or matters of other Hong Kong companies may also negatively affect the attitudes of investors towards Hong Kong companies in general, including Diginex Limited, regardless of whether it has conducted any inappropriate activities. Furthermore, securities markets may from time-to-time experience significant price and volume fluctuations that are not related to Diginex Limited's operating performance, which may materially and adversely affect the trading price of its Ordinary Shares.

In addition to the above factors, the price and trading volume of Diginex Limited's Ordinary Shares may be highly volatile due to multiple factors, including the following:

- regulatory developments affecting Diginex Limited or its industry;
- variations in Diginex Limited's revenue, profit, and cash flow;
- changes in the economic performance or market valuations of other financial services firms;
- actual or anticipated fluctuations in Diginex Limited's quarterly results of operations and changes or revisions of its expected results;
- changes in financial estimates by securities research analysts;
- detrimental negative publicity about Diginex Limited, its services, its officers, directors, shareholders, other beneficial owners, its business partners, or its industry;
- announcements by Diginex Limited or Diginex Limited competitors of new service offerings, acquisitions, strategic relationships, joint ventures, capital raises, or capital commitments;
- litigation or regulatory proceedings involving Diginex Limited, its officers, directors, or shareholders; and
- sales or perceived potential sales of additional Ordinary Shares.

Any of these factors may result in large and sudden changes in the volume and price at which Diginex Limited's Ordinary Shares will trade. In the past, shareholders of public companies have often brought securities class action suits against those companies following periods of instability in the market price of their securities. If Diginex Limited were involved in a class action suit, it could divert a significant amount of its management's attention and other resources from its business and operations and require it to incur significant expenses to defend the suit, which could harm Diginex Limited's results of operations. Any such class action suit, whether or not successful, could harm Diginex Limited's reputation and restrict its ability to raise capital in the future. In addition, if a claim is successfully made against Diginex Limited, it may be required to pay significant damages, which could have a material adverse effect on its financial condition and results of operations.

Short sellers of Diginex Limited's Ordinary Shares may be manipulative and may drive down the market price of its Ordinary Shares.

Short sellers of Diginex Limited stock may be manipulative and may attempt to drive down the market price of Diginex Limited's Ordinary Shares. Short selling is the practice of selling securities that the seller does not own but rather has borrowed or intends to borrow from a third party with the intention of buying identical securities at a later date to return to the lender. A short seller hopes to profit from a decline in the value of the securities, as the short seller expects to pay less in the covering purchase than it received in the sale. It is therefore in the short seller's interest for the price of the stock to decline, and some short sellers publish, or arrange for the publication of, opinions or characterizations regarding the relevant issuer, often involving deliberate misrepresentations of the issuer's business prospects and similar matters calculated to create negative market momentum.

As a public entity in a highly digital world, Diginex Limited may be the subject of concerted efforts by profiteering short sellers to spread misinformation and misrepresentations in order to gain an illegal market advantage. In addition, the publication of intentional misinformation may also result in lawsuits, the uncertainty and expense of which could adversely impact Diginex Limited's business, financial condition, and reputation.

While utilizing all available tools to defend itself and its assets against these short seller efforts, there is limited regulatory control, making such efforts an ongoing concern for any public company. While Diginex Limited moves forward in its business development strategies in good faith, there are no assurances that Diginex Limited will not face these short sellers' efforts or similar tactics by bad actors in the future, and the market price of its Ordinary Shares may decline as a result of their actions or the action of other short sellers.

Volatility in our Ordinary Shares price may subject us to securities litigation.

The market for our Ordinary Shares may have, when compared to seasoned issuers, significant price volatility and we expect that our share price may continue to be more volatile than that of a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may, in the future, be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

We have broad discretion in the use of the net proceeds from this offering and may not use them effectively.

Our management will have broad discretion in the application of the net proceeds, including for any of the purposes described in the section entitled "Use of Proceeds," and you will not have the opportunity as part of your investment decision to assess whether the net proceeds are being used appropriately. Because of the number and variability of factors that will determine our use of the net proceeds from this offering, their ultimate use may vary substantially from their currently intended use. The failure by our management to apply these funds effectively could harm our business.

General Risks

If DSL is unable to successfully identify, hire and retain skilled individuals, it will not be able to implement its growth strategy successfully.

DSL's growth strategy is based, in part, on its ability to attract and retain highly skilled professionals including software engineers. To date, DSL has been able to locate and engage such employees; however, because of competition from other firms, DSL may face difficulties in recruiting and retaining professionals of a caliber consistent with its business strategy in the future. If DSL is unable to successfully identify and retain qualified professionals, it could materially and adversely affect DSL's business, financial condition and results of operations.

DSL's employee retention plans may not be sufficient to retain key employees, including as it relates to equity compensation plans in place now and in the future.

Competition, including from new market entrants in the future, may cause DSL's revenue and earnings to decline.

With the increased importance placed on ESG reporting there could be new market entrants that directly compete with DSL. Such competitors may have significant competitive advantages, including, the ability to leverage their sales efforts and marketing expenditures across a broader portfolio of services, greater global presence, more established third-party relationships, greater brand recognition, greater financial strength, greater numbers of company and investor clients, larger research and development teams, larger marketing budgets and other advantages over Diginex.

While DSL believes its products, services and pricing differentiates it from many such competitors, the business has relatively low barriers to entry and DSL anticipates that such barriers to entry will become lower in the future. This could lead to fee compression or require DSL to spend more to modify or adapt its offerings to attract and retain customers and remain competitive with the products and services offered by new competitors in the industry. Increased competition on the basis of any of these factors, including competition leading to fee reductions, could materially and negatively impact DSL's business, financial condition and results of operations.

DSL's business lines rely on vendors and third-party service providers.

DSL's operations could be interrupted or disrupted if DSL's vendors and third-party service providers, or even the vendors of such vendors and third-party service providers, experience operational or other systems difficulties, terminate their service, fail to comply with regulations, raise their prices or dispute key intellectual property rights sold or licensed to, or developed for, DSL. DSL may also suffer the consequences of such vendors and third-party providers' mistakes. DSL outsources some of its operational and development activities and accordingly depends on key relationships with vendors. For example, DSL relies on vendors and third parties for certain services, including systems development and maintenance and hosting servers. The failure or capacity restraints of vendors and third-party services, a cybersecurity breach involving any third-party service providers or the termination or change in terms or price of a vendors and third-party software license or service agreement on which DSL relies could interrupt DSL's operations. Replacing vendors and third-party service providers or addressing other issues with DSL's vendors and third-party service providers could entail significant delay, expense and disruption of service. As a result, if these vendors and third-party service providers experience difficulties, are subject to cybersecurity breaches, terminate their services, dispute the terms intellectual property agreements, or raise their prices, and DSL is unable to replace them with other vendors and service providers, particularly on a timely basis, DSL's operations could be interrupted. If an interruption were to continue for a significant period, DSL's business, financial condition and results of operations could be adversely affected. Even if DSL can replace vendors and third-party providers, it may be at a higher cost to DSL, which could also adversely affect DSL's business, financial condition and results of operations.

Finally, notwithstanding DSL's efforts to implement and enforce strong policies and practices regarding third-party service providers, DSL may not successfully detect and prevent fraud, incompetence or theft by its third-party service providers, which could adversely affect DSL's business, financial condition and results of operations.

DSL could be the victim of employee misconduct.

In recent years, there have been a number of highly publicized cases involving fraud, conflicts of interest, or other misconduct by employees, and there is a risk that an employee of, or contractor to, DSL or any of its affiliates could engage in misconduct that adversely affects DSL's business. It is not always possible to deter such misconduct, and the precautions DSL takes to detect and prevent such misconduct may not be effective in all cases. Misconduct by an employee of, or contractor to, DSL or any of its affiliates, or even unsubstantiated allegations of such misconduct, could result in direct financial harm to DSL.

DSL may not be able to effectively manage its growth.

As DSL grows its business, its employee headcount and the scope and complexity of its business lines may increase dramatically. Consequently, if DSL's business grows at a rapid pace, it may experience difficulties maintaining this growth and building the appropriate processes and controls. Growth may increase the strain on resources, cause operating difficulties, including difficulties in sourcing, logistics, maintaining internal controls, marketing, designing products and services and meeting customer needs.

In addition, DSL currently operates and is seeking to run many business lines and, while these business lines are anticipated to be complimentary, there can be no assurance that DSL will be able to effectively deliver internal or external resources effectively to each business line as and when needed, particularly when multiple business lines are experiencing high levels of need at the same time.

If DSL does not adapt to meet these challenges, it could have a material adverse effect on its business, financial condition and results of operations.

Operational risk may materially and adversely affect DSL's performance and results.

Operational risk is the risk of an adverse outcome resulting from inadequate or failed internal processes, people, systems or external events. DSL's exposure to operational risk arises from routine processing errors, as well as extraordinary incidents, such as major systems failures or legal matters. Because DSL's business lines are reliant on both technology and human expertise and execution, DSL is exposed to material operational risk arising from a number of factors, including, but not limited to, human error, processing and communication errors, errors of third-party service providers, counterparties or other third parties, failed or inadequate processes, design flaws and technology or system failures and malfunctions.

Operational errors or significant operational delays could have a materially negative impact on DSL's ability to conduct its business or service its clients, which could adversely affect results of operations due to potentially higher expenses and lower revenues, create liability for DSL or its clients or negatively impact its reputation.

DSL may not be effective in mitigating risk.

DSL continues to develop, risk management and oversight policies and procedures to provide a sound operational environment for the types of risk to which it is subject, including operational risk, credit risk, market risk and liquidity risk. However, as with any risk management framework, there are inherent limitations to DSL's current and future risk management strategies, including risks that it has not appropriately anticipated or identified and that certain policies may be insufficient. Accurate and timely enterprise-wide risk information is necessary to enhance management's decision-making in times of crisis. If DSL's risk management framework proves ineffective or if DSL's enterprise-wide management information is incomplete or inaccurate, it could suffer unexpected losses or fail to generate the expected revenue, which could materially and adversely affect its business, financial condition and results of operations.

CORPORATE HISTORY

Diginex Limited was incorporated as an exempted company with limited liability under the laws of the Cayman Islands on January 26, 2024. Prior to our initial public offering, Diginex Limited and DSL will undergo the Restructuring pursuant to the planned Share Exchange Agreement, whereby the then existing shareholders of DSL (the "**Original Shareholders**") will transfer all of their respective shares in DSL to Diginex Limited, in exchange for Diginex Limited's issuance of its new shares to the Original Shareholders in proportion to their existing shareholdings in DSL. Upon consummation of the Share Exchange Agreement, DSL will be a wholly owned subsidiary of Diginex Limited, and the existing shareholders of DSL will become shareholders of Diginex Limited.

In connection with the Share Exchange Agreement, prior to our initial public offering, Diginex Limited will also (i) issue new convertible loan notes to certain Original Shareholders in consideration for the cancellation of the then existing convertible loan notes issued by DSL held by such Original Shareholders; (ii) grant certain share options under the new share option plan expected to be adopted by Diginex Limited to the holders of the unexercised share options granted by DSL (the "**Original Share Options**"), in consideration for the cancellation of the Original Share Options held by such holders and (iii)) grant certain warrants to purchase Ordinary Shares of Diginex Limited to the holders of the then existing warrants to purchase ordinary shares of DSL (the "**Original Warrants**"), in consideration for the cancellation of the Original Warrants held by such holders.

INDUSTRY OVERVIEW

"ESG" is the most recent evolution in corporate sustainability thinking, and it encapsulates a series of Environmental, Social, and Governance-related criteria to measure and evaluate both business impacts as well as risks and opportunities.

- Environmental (E): This pillar focuses on a company's impact on the natural environment as well as how it manages environmental risks and opportunities. It includes considerations like carbon emissions, energy use, waste management, water conservation, biodiversity loss, and compliance with environmental regulations.

- Social (S): This dimension focuses on a company's impact on society and how it treats different groups of people, including employees, suppliers, customers, and the communities where it operates. It also addresses people-related risks and opportunities for the company. Key issues include workplace health & safety, diversity & inclusion, human rights and forced labor, data protection, and community engagement.

- Governance (G): This component refers to the structures, processes and internal controls a company uses to guide its operations. Internally, it encompasses leadership structures, executive pay, ethical and corporate guidelines, and decision-making processes. Externally, it involves stakeholder engagement, compliance with regulations, and transparent disclosure practices.

In the modern business landscape, ESG considerations have emerged as paramount. Corporate governance, sustainability and the consideration of environmental and social concerns are not new to the business world. But as global ESG-related challenges like climate change, societal inequalities, and corporate scandals become more pronounced and understood, the importance of ESG factors has soared. Key stakeholders, including consumers, investors, and regulators, now increasingly demand transparency and accountability on these fronts.

- Corporate disclosure and ESG-related regulations are on the rise globally, with regulators increasingly mandating standardized and transparent reporting of companies' ESG performance to ensure stakeholders, particularly investors, have access to comprehensive, comparable, and reliable information. The European Union and the US currently lead in regulatory developments, starting with a focus on financial market participants, large corporations and climate-related disclosures.

- Investor interest in ESG is rising exponentially, reshaping the financial landscape and putting increased pressure on corporates to disclose ESG performance data. ESG-oriented assets under management (AUM) are likely to significantly grow in the EU, more than double in the United States, and triple in the Asia-Pacific (APAC) region by 2026. In turn, the global sustainable lending and bond market size has multiplied in the last years and is expected to keep its pace.

- Consumer demands are putting additional pressure on transparency and ESG performance. Growing concerns about environmental challenges as well as greater expectations around societal issues have brought sustainability into the mainstream. As a result, consumers increasingly prioritize environmental and social responsibility in their purchasing decisions with a growing demand for sustainable products and companies.

A key characteristic of the ESG movement is its reliance on data and measurable metrics. In contrast to previous corporate sustainability movements (e.g., CSR) which often involved self-regulated practices and policies, ESG is grounded on quantifiable and comparable data based on specific metrics to validate outcomes and performance. As such, regulatory pressures, investor interest and changing consumer demands are putting significant pressure on corporates to produce, manage and disclosure ESG performance data, relating to both their own business as well as their supply chain.

As ESG becomes integral to business strategies, investor criteria, and regulatory compliance, there is a growing need for specialized tools to handle ESG data. As the volume and complexity of ESG data, disclosure and performance requirements increase, tools that can gather, analyze, and present this information in a cohesive manner that adheres to key requirements become indispensable. In an environment where ESG performance and disclosure can directly influence investor decisions, brand reputation, and regulatory compliance, having precise and comprehensive ESG software tools is crucial for businesses. Three prominent examples of ESG software include:

- ESG reporting and data management software, which generally facilitates the systematic collection, organization, and presentation of a company's ESG performance data. It provides a structured platform for businesses to document and report their sustainability and ethical initiatives, ensuring transparency and adherence to established standards. Such software is instrumental in meeting the increasing demands of stakeholders, regulators, and investors for comprehensive and verifiable ESG disclosures.

- Carbon management software, which generally helps businesses to quantify, monitor, and manage their Greenhouse Gas (GHG) emissions. By providing insights into carbon-producing activities and their implications, this type of software typically aids in the formulation of strategies to reduce carbon footprints. Companies use these tools to align with environmental standards, regulatory requirements, and sustainability goals.

- Supply chain sustainability software, which generally assists companies in overseeing the sustainability practices within their supply chain, providing tools to evaluate and ensure that suppliers and partners adhere to prescribed ethical, environmental, and social standards. By providing a holistic view of the supply chain's sustainability performance, this type of software supports companies in maintaining integrity throughout their operations, mitigating risks and reinforcing commitment to responsible sourcing and production.

The market for ESG software is already experiencing rapid growth and is expected to keep its pace over the coming years.

- The ESG reporting & data management software market was estimated to be worth USD 0.7 billion in 2022. Estimates for its projected growth vary from USD 1.5 billion to USD 4.35 billion by 2027, showcasing robust compound annual growth rates of anywhere between 15.9% and 30% over the next 5 years.

- The carbon management software market reached a size of USD 343 million in 2021, with growth at a CAGR of 28% to reach USD 1.4 billion in 2027, influenced by upcoming mandatory climate-related regulations from 2024 to 2026, as well as macroeconomic and voluntary drivers.

- The supply chain sustainability software market was worth over USD 991 million in 2021 and will grow to nearly USD 4.3 billion in 2027, at a CAGR of 28%.

As ESG becomes increasingly important, companies are not only looking for software to gain operational efficiencies and streamline their reporting, data management, and compliance processes. Corporates are also increasingly relying on consulting services to support them in their sustainability and ESG programs. ESG consulting covers a wide range of services, including support for ESG & sustainability corporate strategy, digital transformation, corporate reporting and disclosures, operational transformation, product stewardship and supply chain sustainability, among others. In par with the software market, investment in ESG and sustainability consulting reached USD 6 billion in 2021 and forecasts a global CAGR of 17% to reach USD 16 billion by 2027[1].

[1] Verdantix *2022 ESG and Sustainability Consulting: Market Size and Forecast 2021-2027*

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth DSL's cash and cash equivalents, short term investments, indebtedness, and capitalization as of September 30, 2023 on an actual basis and on a pro forma basis after giving effect to the exchange of all outstanding Preferred Shares and Convertible Notes into ordinary shares, assuming the exchange was consummated as of September 30, 2023. This table should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and the related notes included elsewhere in this prospectus.

	As of September 30, 2023	
	Actual	Pro Forma
	(Unaudited)	
Cash and cash equivalents	$ 41,903	
Debt:		
Short term debt	3,229,165	
Long term debt	1,100,822	
Convertible loan notes – current	1,148,835	
Convertible loan notes – non current	2,559,140	
Preferred shares	8,416,000	
Total Stockholders' equity:		
Additional paid-in capital	3,725,301	
Accumulated deficit	(23,374,241)	
Total stockholders' equity/(deficit)	(17,382,015)	
Total capitalization	$ (33,835,977)	$

DILUTION

If you invest in our Ordinary Shares, your interest will be diluted for each Ordinary Share you purchase to the extent of the difference between the initial public offering price per Ordinary Share and our net tangible book value per Ordinary Share after this offering. Dilution results from the fact that the initial public offering price per Ordinary Share is substantially in excess of the net tangible book value per Ordinary Share attributable to the existing shareholders for our presently outstanding Ordinary Shares.

The authorized share capital of the Company is 500,000,000 shares of US$0.0001 par value. Our net tangible book value as of [December 31, 2023] was approximately $[ ], or $[ ] per Ordinary Share. Net tangible book value represents the amount of our total consolidated tangible assets, less the amount of our total consolidated liabilities. Dilution is determined by subtracting the as adjusted net tangible book value per Ordinary Share from the initial public offering price per Ordinary Share and after deducting the estimated discounts to the underwriters and the estimated offering expenses payable by us.

After giving further effect to the sale of Ordinary Shares in this offering at an initial public offering price of $[ ] per Ordinary Share, and after deducting estimated underwriting discounts, advisory fee and estimated offering expenses payable by us, our as adjusted net tangible book value as of [December 31, 2023] is approximately $[ ], or approximately $[ ] per Ordinary Share. This represents an immediate increase in as adjusted net tangible book value per Ordinary Share of $[ ] to our existing shareholders and an immediate dilution in as adjusted net tangible book value per Ordinary Share of approximately $[ ] to new investors purchasing Ordinary Shares in this offering. The following table illustrates this dilution on a per Ordinary Share basis:

	No Exercise of Over-allotment Option	Full Exercise of Over-allotment Option
Initial public offering price per ordinary share	$	$
Net tangible book value per Ordinary Share as of December 31, 2023	$	$
Increase in pro forma as adjusted net tangible book value per Ordinary Share attributable to new investors purchasing Ordinary Shares in this offering	$	$
Pro forma as adjusted net tangible book value per Ordinary Share after this offering	$	$
Dilution per Ordinary Share to new investors in this offering	$	$

If the underwriters exercise their over-allotment option in full, the pro forma as adjusted net tangible book value per Ordinary Share after the offering would be $[ ], the increase in net tangible book value per Ordinary Share to existing shareholders would be $[ ], and the immediate dilution in net tangible book value per Ordinary Share to new investors in this offering would be $[ ].

The table and discussion above are based on [ ] Ordinary Shares outstanding as of December 31, 2023.

To the extent that we issue additional Ordinary Shares in the future, there will be further dilution to new investors participating in this offering.

USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering, after deducting the estimated underwriting discounts, advisory fee, non-accountable expense allowance and the estimated offering expenses payable by us and based upon the initial public offering price of $[ ] per Ordinary Share and that underwriters have introduced 100% of the investors and the underwriting discounts are [6.0]%, of approximately $[ ]. If the underwriters exercise their over-allotment option in full, we estimate that the net proceeds to us from this offering will be approximately $[ ]. after deducting the underwriting discounts, advisory fee, non-accountable expense allowance and estimated offering expenses payable by us.

	Use of Proceeds	Percentage
[Use of proceeds]	$	%
[Use of proceeds]	$	%
[Use of proceeds]	$	%
General working capital	$	%

In the event that the underwriters' over-allotment option is exercised in full, we intend to use such proceeds (approximately $[ ] million) for the same purposes in the same proportions specified above.

The foregoing represents our current intentions based upon our present plans and business conditions to use and allocate the net proceeds of this offering. Our management, however, will have significant flexibility and discretion to apply the net proceeds of this offering. To the extent that the net proceeds we receive from this offering are not immediately used for the above purposes, we intend to invest our net proceeds in short-term, interest-bearing bank deposits or debt instruments.

DIVIDEND POLICY

We intend to keep all future earnings to finance the expansion of our business, and we do not anticipate that any cash dividends will be paid in the foreseeable future. As a holding company, our ability to pay and declare dividends will depend on a number of factors, including our receipt of funds from our subsidiaries. Cash dividends, if any, on our Ordinary Shares will be paid in U.S. dollars.

Our board of directors has complete discretion in deciding whether to distribute dividends, subject to certain restrictions under Cayman Islands law, namely that our company may only pay dividends out of profits or share premium, and provided always that in no circumstances may a dividend be paid if this would result in our company being unable to pay its debts as they fall due in the ordinary course of business. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our board of directors. Even if our board of directors decides to pay dividends, the timing, amount and form of future dividends, if any, will depend on, among other things, our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors..

Under the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends paid by us.

Any dividends to be paid by us are not subject to taxation in the Cayman Islands under current laws and regulations. See "Taxation — Cayman Islands Taxation."

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

The following discussion and analysis of DSL and its subsidiaries (the "Group") financial condition and results of operation should be read in conjunction with the interim condensed consolidated financial statements and the notes thereto contained elsewhere in this prospectus. This discussion contains forward-looking statements reflecting DSL's current expectations, estimates and assumptions concerning events and financial trends that may affect its future operating results or financial position. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors.

Overview

DSL is an impact technology business helping organizations to address the world's most pressing ESG, climate and sustainability issues, utilizing blockchain and other technologies to lead the change and increase transparency.

DSL was acquired from its former parent, Eqonex Limited, in May 2020 by Rhino Ventures Limited for consideration of $6 million. At the time of acquisition, DSL were engaged in delivering meaningful ESG focused technology to [power organizations such as the U.S. State Department, U.S. Department of Labor, United Nations International Organization for Migration, Mekong Club and Winrock International]. Such projects were generally focused on enhancing transparency in global supply chains with a specific lens around forced labor due diligence and assisting in the safe inter-jurisdictional migration of workers through the employment value chain.

In 2021, DSL launched its first SaaS product, diginexESG, which lowered the barriers to ESG reporting by providing businesses an accessible, affordable and intelligent products to help companies become transparent with regards to ESG reporting.

In March 2022 DSL launched diginexLUMEN, another SaaS product. diginexLUMEN focuses on the 'social' aspect of ESG and sets a new standard for supply chain due diligence.

In August 2022, DSL acquired what is branded as diginexApprise. This platform was originally developed by the United Nations University Institute in Macau along with the Mekong Club. This product allows workers to have a voice in the workplace and forms a component of our supply chain product suite.

During the lifecycle of the product releases, the business has engaged and partnered with some large name clients such as Coca Cola, Unilever and in June 2023 announced a Sustainability Business Accelerator with HSBC which will see HSBC offer Diginex products to their client base to help them with their ESG disclosures and ultimately reduce risk.

Diginex Limited was incorporated as an exempted company with limited liability under the laws of the Cayman Islands on January 26, 2024. Prior to our initial public offering, Diginex Limited and DSL will undergo the Restructuring pursuant to the planned Share Exchange Agreement, whereby the then existing shareholders of DSL (the "**Original Shareholders**") will transfer all of their respective shares in DSL to Diginex Limited, in exchange for Diginex Limited's issuance of its new shares to the Original Shareholders in proportion to their existing shareholdings in DSL. Immediately after the consummation of the Share Exchange Agreement, the Original Shareholders will be shareholders of Diginex Limited and DSL will be a wholly owned subsidiary of Diginex Limited.

A. Result of Operations

In USD millions	For the six months ended September 30, 2023	2022
Continuing Operations		
Revenue	0.6	1.0
General & administrative expenses	(4.4)	(4.8)
Operating Loss	**(3.8)**	**(3.8)**
Other income, gains or (losses)	4.9	(0.8)
Finance costs	(0.3)	-
Profit/ (loss) before tax	**0.9**	**(4.6)**
Income tax	-	-
Profit/ (loss) for the period	**0.9**	**(4.6)**

Revenue

In USD millions	For the six months ended September 30, 2023	2022
License Products	0.2	0.1
Advisory	0.1	0.1
Customization	0.3	0.8
	0.6	**1.0**

Revenue for the six months ended September 30, 2023 decreased by $0.4 million to $0.6 million compared to the revenue generated during the six months ended September 30, 2022. The revenue during the six months ended September 30, 2023 was lower when compared to 2022 primarily due a reduction in revenue generated from customization projects in the six months ended September 30, 2022. Customization revenue relates to developing customized features with diginexESG or dignexLUMEN to tailor the products for client specific needs.

There was an increase in revenue from licensed products during the six months ended September 30,2023 to $0.2 million from $0.1 million for the six months ended September 30, 2022, as both diginexESG and diginexLUMEN gained additional clients. Revenue from license products is a result of clients subscribing for diginexESG or diginexLUMEN.

Advisory revenue, which was $0.1 million for both the six months ended September 30, 2023 and September 30, 2022 is generated by providing services such as developing ESG strategies, conducting ESG materiality assessments and conducting training sessions on a range of ESG topics.

General and Administrative Expenses

In USD millions	For the six months ended September 30, 2023	2022
Employee benefits	3.0	2.4
IT development and maintenance support	1.1	1.6
Advertising and marketing	-	0.3
Professional fees	0.1	0.1
Consultancy fees	-	0.1
Lease expense	-	0.1
Other	0.2	0.2
	4.4	**4.8**

General and administrative expenses decreased by $0.4 million to $4.4 million during the six months ended September 30, 2023 when compared to the six months ended September 30, 2022. This decrease was primarily driven by a reduction in IT development and maintenance support costs plus a reduction in advertising and marketing spend which has been partially offset by an increase in employee related costs.

Employee Benefits

Employee benefits increased by $0.6 million to $3.0 million for the six months ended September 30, 2023 compared to the six months ended September 30, 2022. The period-on-period increase was driven, in the most part, by incremental employee share options being awarded, and the fair value accounting required to reflect the value of the employee share option scheme. The fair value of employee share options awards increased by $1.0 million to $1.2 million during the six months ended September 30, 2023 compared to $0.2 million for the six months ended September 30, 2022.

Basic salaries and associated employee allowances decreased by $0.4 million to $1.7 million when compared to the six months period ended September 30, 2022. This cost reduction was driven by a decrease in employee headcount from 29 at September 30, 2022 to 21 at September 30, 2023. The Company also hired contractors that are included in these numbers. At September 30, 2023 DSL engaged 10 contractors compared to 11 at September 30, 2022.

IT Development and maintenance support

IT development and maintenance support costs decreased to $1.1 million for the six ended September 30, 2023 compared to $1.6 million for the six months ended September 30, 2022. This decrease was the result of an internal cost review, resulting in a reduced number of IT developers engaged via a third party. This reduction in cost aligns with the decrease in revenues from customization projects.

Advertising and marketing

DSL paused advertising and marketing related costs during the six months ended September 30, 2023 compared to a spend of $0.3 million in the six months ended September 30, 2022. During the six months ended September 30, 2023 the company spent time analyzing the going forward marketing strategy for DSL.

Professional fees

DSL incurred professional fees of $0.1 million for the six months ended September 30, 2023 which remained flat when compared to fees for the six months ended September 30, 2022. Professional fees relate primarily to the outsourced accounting function.

Consultancy fees

Consultancy fees decreased by $0.1 million during the six months ended September 30, 2022 to a minimum spend. Consultancy fees relate, in part, to the engagement with an HR consultant who assisted in the payroll process amongst other HR tasks during the period.

Lease expenses

Operating lease expenses were minimal for the six months ended September 30, 2023 and slightly below the expenses for the six months ended September 30, 2022 and relates to the Hong Kong office rent.

Other

Other expenses of $0.2 million for the six months ended September 30, 2023 were in line with the $0.2 million expensed in the six months ended September 30, 2022. Other expenses include costs such as audit, insurance and travel.

Other income, gains or (losses)

In USD millions	For the six months ended September 30, 2023	2022
Net fair value gains (losses) of financial liabilities at fair value through profit and loss	4.9	(0.8)
	4.9	**(0.8)**

During the six months ended September 30, 2023, Diginex recognized other gains of $4.9 million compared to other losses of $0.8 million for the six months ended September 30, 2022. The other gains and losses were the result of changes in the fair value of preferred shares and convertible loan notes.

Net Fair Value losses of Financial Liabilities at Fair Value Through Profit and Loss

In July 2021, the Company raised $6.0 million capital via the issuance of redeemable preferred shares. At September 30, 2022, the preferred shares were fair valued using an equity allocation model at $12.5 million. This resulted in a loss of $0.8 million being recognized in the interim condensed consolidated statement of profit or loss for the six months ended September 30, 2022. At September 30, 2023, the preferred shares were, again, fair valued for reporting purposes using the same model. The resulting valuation was $8.4 million, which concluded in a $5.0 million gain being recognized in the interim condensed consolidated statement of profit or loss for the six months ended September 30, 2023.

At September 30, 2023, Diginex had issued $3.35 million of 8% convertible loan notes which were fair valued using a binomials model at $3.8 million which resulted in a fair value loss of $0.1 million being recognized in the six months ended September 30, 2023, after taking into account accrued interest of $0.3 million. There was an immaterial fair value loss during the six months ended September 30, 2022.

Finance Costs

DSL incurred finance costs for the six months ended September 30, 2023 of $0.3 million compared to minimal financing costs for the six months ended September 30, 2022.

During the six months ended September 30, 2023 $0.2 million of the finance cost related to the 8% convertible loan notes with $0.1 million on a shareholder loan from Rhino Ventures Limited and a lessor amount of finance charge relating to a loan with a related company. Both the shareholder and related company loan charged 8% interest. There was also a minimal amount of interest charge in relation to the right of use asset lease that was entered into in June 2023.

Income Tax

Whilst DSL reported a profit for the six months ended September 30, 2023, there was no income tax charge for DSL following the utilization of brought forward losses. Due to losses reported in the six months ended September 30, 2022, there is no income tax charge for DSL.

Inflation

Since incorporation, DSL has not been materially impacted by changes in inflation.

Impact of Foreign Currency Fluctuations on Results

DSL's main operating currencies have historically been the US Dollar and Hong Kong Dollar. As the Hong Kong Dollar is pegged to the US Dollar, DSL has not been overly exposed to foreign currency fluctuations in prior years. As the business grows, DSL has exposure to more foreign currencies and their fluctuations, such as the British Pound, Euro.

Significant Accounting Policies, Judgements and Estimates

The preparation of DSL's interim condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

In preparing these interim condensed consolidated financial statements, other than additional accounting policy resulting from application of IFRS 16 "Leases" in connection with a rental agreement entered into by DSL during the six months ended 30 September 2023 as set out below, the accounting policies and methods of computation used in the interim condensed consolidated financial statements for the six months ended 30 September 2023 are the same as those applied to the audited consolidated financial statements as at and for the year ended 31 March 2023.

Leases

At inception of a contract, DSL assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

DSL as lessee

For a contract that contains a lease component and one or more additional lease or non-lease components, DSL allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. DSL applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

In applying IFRS 16, DSL elected a simplified approach for leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, DSL considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease. DSL revises the lease term if there is a change in the non-cancellable period of a lease.

Right-of use assets

The right-of-use asset is initially recognized at cost comprising of:

- amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by DSL; and

- an estimate of costs to be incurred by DSL in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which DSL is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

DSL presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Lease liabilities

At the commencement date of a lease, DSL recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, DSL uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

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

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. DSL remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

DSL presents lease liabilities as a separate line item on the interim condensed consolidated statement of financial position.

Estimation uncertainties

In preparing these interim condensed consolidated financial statements, other than additional estimation resulting from application of IFRS 16 "Leases" and a change in estimations used in the fair value measure of the preferred shares, DSL's key sources of judgements and estimation uncertainty are the same as those applied to the audited consolidated financial statements as at and for the year ended 31 March 2023.

Discount rate used for initial measurement of lease liability

DSL, as a lessee, measures the lease liability at the present value of the unpaid lease payments at the commencement date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, DSL on initial recognition of the lease uses its incremental borrowing rate. Incremental borrowing rate is the rate of interest that DSL would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in similar economic environment.

Estimations used in the fair value measure of the preferred shares

DSL recognized a gain on change in fair value of preferred shares of $5.0 million for the six months ended September 30, 2023 based on significant unobservable inputs using the discounted cash flows and equity allocation model. Given a decline in revenues for the six months ended 30 September 2023, management revised the projected revenues, expenses and cash flows, which resulted in a decrease in fair value of the preferred shares at September 30, 2023 when compared to that of March 31, 2023 and a gain is recognized in the interim condensed consolidated statement of profit or loss accordingly.

Recently Released Accounting Standards

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of DSL's annual financial statements for the year ended 31 March 2023.

B. Liquidity and Capital Resources

DSL's ability to fund its operations has historically been based on generating revenue, raising capital from investors and borrowing funds on reasonable economic terms. During the six months ended September 30, 2023, DSL has been funded primarily by the shareholder loans, together with the preference shares and convertible loans issued in prior periods and from revenues generated during the period. DSL also issued an additional $0.1 million of 8% convertible loan note during the six months ended September 2023.

Management is of the opinion that the capital of the Company is not sufficient to meet present requirements without the continued support from the shareholder loan. At September 30, 2023 the Company had net current liabilities and without any actions would be unable to meet liquidity requirements over the twelve months following the submission of this registration statement. In order to reduce the liquidity risk, Rhino Ventures Limited has agreed to fund the business until the earlier of the next twelve months from the issue date of the financial statements for the years ended March 31, 2023 and 2022 or this registration statement being declared effective.

The Company is not aware of any legal or economic restrictions on the ability of its subsidiaries to transfer funds to the Company in the form of cash dividends, loans or advances. The Company is also not aware of any material restrictions that impact the transfer of funds between subsidiaries to enable the operating of the business in various jurisdictions.

At September 30, 2023, DSL had cash and cash equivalents of $0.1 million and at September 30, 2022 it had cash and cash equivalents of $1.2 million, as detailed below:

In USD millions	For the six months ended September 30, Total 2023	Total 2022
Net cash used in operating activities	(2.0)	(3.4)
Net cash (used in) provided by investing activities	-	-
Net cash provided by financing activities	0.9	3.3
Net decrease in cash and cash equivalents	(1.1)	(0.1)
Cash and cash equivalents, beginning of year	1.2	1.3
Cash and cash equivalents, end of six months	**0.1**	**1.2**

Cash Flows from Operating Activities

Total cash outflows from operating activities were $2.0 million in the six months ended September 30, 2023, compared to an outflow of $3.4 million for the six months ended September 30, 2022.

Of the operating expenditure incurred in the six months ended September 30, 2023, $1.8 million related to employees and contractors and $1.1 million on third party IT engineers, such expense being partially offset by revenues of $0.6 million and other working capital adjustments. In the six months ended September 30, 2022, $2.2 million of outflow related to employees and contractors and $1.6 million on third party IT engineers, such expense being partially offset by revenues of $1.0 million and other working capital adjustments.

Cash Flows from Investing Activities

There were no cash flows from investing activities in the six months ended September 30, 2023 and for the six months ended September 30, 2022.

Cash Flows from Financing Activities

Total cash inflows from financing activities were $0.9 million in the six months ended September 30, 2023, compared to an inflow of $3.3 million for the six months ended September 30, 2022.

During the six months ended September 30, 2023, DSL raised an additional $0.1 million from the issuance of a fixed rate of 8% convertible loan note which has a maturity upon listing or on the second anniversary of the effective date. The notes convert at the lower of a 20% discount to listing share price or $60 million valuation. In the six months ended September 30, 2022 DSL raised $1 million from the issuance of an 8% convertible loan note on the same terms.

DSL also has a fixed rate of 8% shareholder loan from Rhino Ventures Limited. During the six months ended September 30, 2023, Rhino Ventures Limited advanced an incremental $0.6 million plus an interest free $0.2 million in lieu of an equity subscription in the Company. During the six months ended September 30, 2022 DSL increased its loan with Rhino Ventures by $1.3 million.

In the six months ended September 30, 2022 DSL borrowed $1.0 million from a related company at a fixed rate of 8% with a repayment date of December 31, 2024.

Indebtedness

As of September 30, 2023, DSL had a loan balance of $3.0 million outstanding with Rhino Ventures Limited which is repayable by March 31, 2024 which compared to $2.3 million outstanding at March 31, 2023. Also outstanding at both September 30, 2023 and March 31, 2023 was a $1.1 million loan with a related company which is repayable by December 31, 2024. In addition, there are convertible loan notes of $3.35 million issued at September 30, 2023 which was $0.1 million higher than at March 31,2023 with repayable terms as noted above. There are also redeemable preferred shares with an initial subscription value of $6 million, with a five year maturity. The preferred shares were fair valued at $8.4 million at September 2023 and $13.5 million at March 31, 2023 using an equity allocation model. Convertible loan notes and preferred shares have auto conversion features into ordinary shares upon the registration statement on Form F-1 being declared effective.

Other payables outstanding relate primarily to accounts payable and accruals that have accumulated in the ordinary course of business.

When customers subscribe for a licensed product they typically pay for an annual subscription in advance. For advisory and customizations projects, the clients will typically pay during the course of the project with revenue being recognized upon completion. As such DSL accounts for deferred revenues which relates to the balances of invoices raised that have yet to be recognized as revenue. At September 30, 2023 DSL accounted for $0.2 million of deferred revenue and $0.3 million at March 31, 2023.

At September 30, 2023 DSL had contracted to the following long and short-term office leases:

Long term:

- Monaco, France: lease with an annual break clause that expires on January 31, 2027. The quarterly rent is Euro 33,565 (c.USD 37,065).

Short term:

- Hong Kong: 12 month lease at a monthly rent of HKD 26,680 (c.USD 3,420)

The table below illustrates the indebtedness at September 30, 2023 and March 31, 2023:

In USD millions	September 30, 2023	March 31, 2023
Shareholder loan	3.0	2.3
Due to related company	1.1	1.0
Due to immediate holding company	0.2	-
Preferred shares	8.4	13.5
Convertible notes	3.7	3.3
Deferred revenue	0.2	0.3
Lease liabilities	0.5	-
Other payables	1.2	0.7
	18.3	**21.1**

C. Research, Development, Patents and Licenses

We own and control a variety of intellectual property, including but not limited to trademarks, know-how and proprietary software and applications that, in the aggregate, are material to our business. Costs in relation to intellectual property have been expensed to the consolidated statements of profit or loss.

D. Trend Information

For a discussion of the trends that affect DSL's business, financial condition and results of operations, see "Overview," "—Results of Operations" and "—Liquidity and Capital Resources."

E. Off Balance Sheet Arrangements

The Company had no off balance sheet arrangements at the time of approving the interim condensed consolidated financial statements.

F. Contractual Obligation

The table below illustrates a summary of DSL's contractual obligations and commitments at September 30, 2023:

	Payments due by period			
In USD Millions	**Total**	**less than 1 year**	**1-3 years**	**3-5 years**
Short-term debt obligations	3.2	3.2	-	-
Long- term debt obligations	1.1	-	1.1	-
Convertible loan notes	3.7	1.1	2.6	-
Preferred shares	8.4	-	8.4	-
Capitalized lease obligations	0.5	0.2	0.3	-
Total	**16.9**	**4.5**	**12.4**	**-**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEARS ENDED MARCH 31, 2023 AND 2022

You should read the following discussion of our financial condition and results of operations in conjunction with its consolidated financial statements and the related notes included elsewhere in this prospectus. The discussion in this prospectus contains forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations and intentions. The cautionary statements made in this prospectus should be read as applying to all related forward-looking statements wherever they appear in this prospectus. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this prospectus, particularly those set forth in the section entitled "Risk Factors."

A. Operating Results

Results of Operations

	For the year ended March 31,	
in USD millions	**2023**	**2022**
Revenue	1.6	1.1
General and administrative expenses	(8.9)	(8.5)
Operating loss	**(7.3)**	**(7.4)**
Other income, gains or (losses)	(1.8)	(5.6)
Finance costs, net	(0.2)	-
Loss before tax	**(9.3)**	**(13.0)**
Income tax (expense) benefit	-	-
Loss for the year	**(9.3)**	**(13.0)**

Revenue

in USD millions	For the year ended March 31, 2023	2022
License Products	0.4	0.1
Advisory	0.2	0.1
Customization	1.0	0.9
	1.6	**1.1**

Revenue for the year ended March 31, 2023 increased to $1.6 million from $1.1 million for the year ended March 31, 2022.

The increase in revenues year on year can primarily be attributed to an uplift in revenues from diginexESG, and the launch of diginexLUMEN in April 2022. The launch of diginexLUMEN resulted in DSL contracting with new customers and generating incremental revenues. Revenue from license products is a result of clients subscribing for diginexESG or diginexLUMEN and increased to $0.4 million for the year ended March 31, 2023 compared to $0.1 million of the year ended March 31, 2022.

This revenue growth was further supported by increased demand for the products being customized for specific clients' needs as well as clients' needing support, to define their ESG strategies and roll out.

Customization revenue relates to developing customized features with diginexESG or diginexLUMEN for clients. Customization revenue grew marginally to $1.0 million for the for year ended March 31, 2023 compared to $0.9 million for the year ended March 31, 2022.

Advisory revenue is generated by providing services such as developing ESG strategies, conducting ESG materiality assessments and conducting training sessions on a range of ESG topics. Advisory revenue grew marginally to $0.2 million for the for year ended March 31, 2023 compared to $0.1 million for the year ended March 31, 2022.

General and Administrative Expenses from Continuing Operations

in USD millions	For the year ended March 31, 2023	2022
Employee benefits	5.0	4.6
IT development and maintenance support	2.7	2.1
Advertising and marketing	0.5	0.7
Professional fees	0.3	0.3
Consultancy fees	0.1	0.2
Operating lease expense	0.1	0.3
Other	0.2	0.3
	8.9	**8.5**

General and administrative expenses increased by $04 million to $8.9 million for the year ended March 31, 2023. This increase was due, in part, increased employee benefits and IT developments and maintenance support costs.

Employee Benefits

Employee related expenses increased by $0.4 million to $5.0 million for the year ended March 31, 2023 when compared to the year ended March 31, 2022.

Salaries and employee benefits increased by $0.3 million to $4.4 million for the year ended March 31, 2023 when compared to the year ended March 31, 2022. At both March 31, 2023 and March 31, 2022, the employee headcount for DSL was 26 and peaked at 30 during October 2022 before DSL reduced headcount back to March 2022 levels The average headcount for the year ended March 31, 2023 was 28 compared to 25 compared to the year ended March 31,2022. During the year ended March 31, 2023 DSL hired some senior employees to drive the product and business growth.

DSL also hired contractors during both periods. DSL hired 11 contractors at March 31, 2022 and 9 at March 31, 2023. Costs associated contractors are included within the salaries and benefits numbers.

The Company has an Employee Shares Option Plan(“ESOP”) that allows for the allocation of 15% of the share capital of the Company on a fully diluted basis to employees/contractors. The ESOP is fair valued at each reporting period using an equity allocation model and at March 31,2023 resulted in an expense of $0.6 million compared to $0.4 million for the year ended March 31, 2022.

IT Development and maintenance support

IT development and maintenance support costs increased to $2.7 million for the year ended March 31, 2023 compared to $2.1 for the year ended March 31, 2022. The increase consists primarily of costs associated with the engagement of third party IT engineers to drive the performance of the diginexESG and diginexLUMEN platforms. At March 31, 2023 the Company engaged 47 engineers compared to 62 as at March 31, 2022 however the average number of engineers engaged during the year ended March 31, 2023 was higher than for the year ended March 31, 2022.

Advertising and marketing

DSL advertising and marketing related costs of $0.5 million for the year ended March 31, 2023 decreased by $0.2 million when compared to March 31, 2022. This reduction was primarily associated with a change in strategy for brand building and client outreach.

Professional fees

DSL incurred professional fees of $0.3 million during the year ended March 31, 2023 which remained flat when compared to fees for the year ended March 31, 2022. Professional fees relate to costs associated with the outsourced accounting function, legal and advisory fees on corporate and capital structures.

Consultancy fees

Consultancy fees decreased by $0.1 million during the year ended March 31, 2023 when compared to the year ended March 31, 2022. Consultancy fees relate, in part, to the engagement with an HR consultant to support DSL.

Operating lease

Operating lease expense of $0.1 million for the year ended March 31, 2023 was $0.2 million lower than the expenses for the year ended March 31, 2022. The reduction is due to the relocation in Hong Kong to a smaller and cheaper office space following the change in working patterns post the COVID-19 pandemic.

Other

Other expenses of $0.2 million for the year end March 31, 2023, was marginally below the other expenses for the year ended March 31, 2022. Other expenses include costs such as audit, insurance and travel.

Other losses and expenses, net

	For the year ended March 31,	
in USD millions	**2023**	**2022**
Net fair value losses of financial liabilities at fair value through profit and loss	(1.9)	(5.6)
Other income (expense)	0.1	0.0
Total other losses and expenses, net	**(1.8)**	**(5.6)**

Diginex recognized total other losses of $1.8 million for the year ended March 31, 2023 which compared to total other losses of $5.6 million for the year ended March 31, 2022. The losses incurred in both the years ended March 31, 2023 and 2022 were primarily due to the fair value measurement of preferred shares.

Net Fair Value losses of Financial Liabilities at Fair Value Through Profit and Loss

In July 2021, the Company raised $6.0 million capital via the issuance of redeemable preferred shares. At March 31, 2022, the preferred shares were fair valued using an equity allocation model at $11.6 million. This resulted in a loss of $5.6 million being recognized in the consolidated statement of profit or loss. At March 31, 2023, the preferred shares were, again, fair valued for reporting purposes using the same model. The resulting valuation was $13.5 million, which concluded in a $1.9 million loss being recognized in the consolidated statement of profit or loss.

During the year ended March 31, 2023, DSL raised $3.25 million via the issuance of an 8% convertible loan note. At March 31, 2023, the convertible loan note was fair valued using a binomials model at $3.35 million resulting in a minimal loss being recognized in the consolidated statement of profit or loss.

Finance Costs

DSL incurred finance costs for the year ended March 31, 2023 of $0.2 million compared to zero financing costs for the year ended March 31, 2022.

During the year ended March 31, 2023, $0.1 million of the finance cost related to the 8% convertible loan notes and $0.1 million on a loan from shareholders. There was also a finance charge on a loan from a related party for a lessor amount. Both the shareholder and related company loan charged 8% interest.

Income Tax

The operating activities of DSL in the years ended March 31, 2023 and 2022 did not generate a taxable charge due to operating losses incurred.

Although DSL had operations in United Kingdom and USA during the reporting periods, the majority of its operations have been in Hong Kong. DSL's entities in Hong Kong are subject to Hong Kong profits tax at 16.5%.

Inflation

Since incorporation, DSL has not been materially impacted by changes in inflation.

Impact of Foreign Currency Fluctuations on Results

DSL's main operating currencies have historically been the US Dollar and Hong Kong Dollar. As the Hong Kong Dollar is pegged to the US Dollar, DSL has not been overly exposed to foreign currency fluctuations in prior years. As the business grows, DSL will be exposed to more foreign currencies and their fluctuations, such as the British Pound and Euro.

Significant Accounting Policies, Judgments and Estimates

Significant accounting policies

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, DSL takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price, where the highest level of inputs available are used in the valuation.

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

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company:

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

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

Consolidation of a subsidiary begins when DSL obtains control over the subsidiary and ceases when DSL loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date DSL gains control until the date when DSL ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income or loss of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with DSL's accounting policies.

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

Revenue recognition

DSL recognizes revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the services underlying the particular performance obligation is transferred to the customer. A performance obligation represents a service (or a bundle of goods or services) that is distinct or a series of distinct services that are substantially the same.

Except for granting of a license that is distinct from other promised services, control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by DSL's performance as DSL performs;
- DSL's performance creates or enhances an asset that the customer controls as DSL performs; or
- DSL's performance does not create an asset with an alternative use to DSL and DSL has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct service.

For granting of a license that is distinct from other promised services, the nature of DSL's promise in granting a license is a promise to provide a right to access DSL's intellectual property if all of the following criteria are met:

- the contract requires, or the customer reasonably expects, that DSL will undertake activities that significantly affect the intellectual property to which the customer has rights;
- the rights granted by the license directly expose the customer to any positive or negative effects of DSL's activities; and
- those activities do not result in the transfer of a good or a service to the customer as those activities occur.

If the criteria above are met, DSL accounts for the promise to grant a license as a performance obligation satisfied over time. Otherwise, DSL considers the grant of license as providing the customers the right to use DSL's intellectual property and the performance obligation is satisfied at a point in time at which the license is granted.

A contract asset represents DSL's right to consideration in exchange for goods or services that DSL has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents DSL's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents DSL's obligation to transfer services to a customer for which DSL has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition:- Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognize revenue on the basis of DSL's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict DSL's performance in transferring control of services.

Research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

During the years ended 31 March 2023 and 2022, no research and development expenditure is recognized as internally-generated intangible asset. DSL expensed all development and maintenance costs as DSL could not reliably measure those costs associated with the development of DSL's internally developed software.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of DSL's operations are translated into the presentation currency of DSL (i.e. USD) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

Borrowing costs

Borrowing costs are recognized in the statement of profit or loss in the period in which they are incurred.

Employee benefits

Retirement benefit costs

Payments made by DSL to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

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

A liability is recognized for benefits accruing to employees (such as salaries and annual leave) after deducting any amount already paid.

Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on DSL's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, DSL revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in the statement of profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to the statement of profit or loss.

When share options are exercised, the amount previously recognized in share option reserve will be transferred to share capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share option reserve will be transferred to accumulated losses.

Taxation

Income tax expense (benefit) represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognized in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. DSL's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against deductible temporary differences, unused tax losses or unused tax credits. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries, except where DSL is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the deferred liability is settled or the deferred asset is realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and DSL intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognized in profit or loss.

Plant and equipment

Plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

Office equipment	5 years

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss in the year the asset is derecognized.

Impairment of non-financial assets

At each reporting date, DSL reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amounts of relevant assets are estimated individually. When it is not possible to estimate the recoverable amount individually, DSL estimates the recoverable amount of the cash generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents mainly comprised of cash at different banks. The Company considers all short-term investments with an original maturity of three months or less when purchased as cash and cash equivalents.

Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

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

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortized cost:

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

All other financial assets are subsequently measured at FVTPL.

Amortized cost and interest income

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired. At the end of the reporting period, trade and other receivables are measured at amortized cost.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or Fair Value Through Other Comprehensive Income (“FVTOCI”) or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss excludes any dividend or interest earned on the financial asset.

Impairment of financial assets subject to impairment assessment under IFRS 9

DSL performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables and amounts due from an associate/shareholders/related companies) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on DSL’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

DSL always recognizes lifetime ECL for trade receivables.

For all other instruments, DSL measures the loss allowance equal to 12-month expected credit loss ("ECL"), unless there has been a significant increase in credit risk since initial recognition, in which case DSL recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Derecognition of financial assets

DSL derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If DSL neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, DSL recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If DSL retains substantially all the risks and rewards of ownership of a transferred financial asset, DSL continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

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

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that DSL manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with DSL's documented risk management or investment strategy, and information about DSLing is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

Financial liabilities at amortized cost

Financial liabilities including other payables and amounts due to an associate/related parties/directors are subsequently measured at amortized cost, using the effective interest method.

Preferred shares/ convertible loan notes/redeemable ordinary shares

At the date of issue, the series A preferred shares, convertible loan notes and redeemable ordinary shares are designated as at FVTPL with both the debt component and derivative components recognized at fair value. In subsequent period, changes in fair value are recognized in profit or loss as fair value gain or loss except for changes in the fair value that is attributable to changes in the credit risk (excluding changes in fair value of the derivatives component) is recognized in other comprehensive income, unless the recognition of the effects of changes in the credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to the credit risk that are recognized in other comprehensive income are not subsequently reclassified to profit or loss, they are transferred to retained profits upon derecognition.

Transaction costs relating to the issue of all these instruments are charged to profit or loss immediately.

Derecognition of financial liabilities

DSL derecognizes financial liabilities when, and only when, DSL's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Related parties

A related party is a person or entity that is related to DSL.

(a) A person or a close member of that person's family is related to DSL if that person:

i. has control or joint control over DSL;
ii. has significant influence over DSL; or
iii. is a member of key management personnel of DSL or DSL's parent.

(b) An entity is related to DSL if any of the following conditions apply:

i. The entity and DSL are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
iii. Both entities are joint ventures of the same third party.
iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
v. The entity is a post-employment benefit plan for the benefit of the employees of DSL or an entity related to DSL.
vi. The entity is controlled or jointly controlled by a person identified in (a).
vii. A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
viii. The entity, or any member of a group of which it is a part, provides key management personnel services to DSL or to the parent of DSL.

Current versus non-current classification

DSL presents assets and liabilities in the consolidated statement of financial position based on current/non-current classification. An asset is current when:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within twelve months after the reporting period; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Accounting estimates and judgements

In the application of DSL's accounting policies, which are described in note 3, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Judgements

In the process of applying DSL's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognized in the consolidated financial statements:

Functional currency

The Company's revenue contracts, operating expenses and borrowing are primarily in USD, and are expected to remain principally denominated in USD in the future. Management has determined USD as the Company's functional currency and presented the consolidated financial statements in USD to meet the requirements of users.

Financial instruments

In the process of classifying a financial instrument, management has made various judgments. Judgment is needed to determine whether a financial instrument, or its component parts, on initial recognition is classified as a financial liability, a financial asset or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial liability, a financial asset and an equity instrument. In making its judgment, management considered the detailed criteria and related guidance for the classification of financial instruments as set out in IFRS 9, in particular, whether the instrument includes a contractual obligation to deliver cash or another financial asset to another entity.

Segmental reporting

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (the "CODM") in deciding how to allocate resources to an individual segment and in assessing performance. DSL's management is considered DSL's CODM. The CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. While DSL has revenue from multiple services and geographies, the balance sheet and cash flow of DSL is considered by the CODM on a consolidated basis, so discrete financial information is not available for each such component. The overall financial performance of DSL is also considered as a whole.

As such, DSL has determined that it operates as one operating segment and one reportable segment. DSL will continue to assess the operating segments reviewed by the CODM and the associated reportable segments per IAS 8.

Estimation uncertainties

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Fair value measurement of financial instruments

At the end of each reporting period, certain of DSL's financial liabilities, including preferred shares and convertible loan notes, are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments.

Provision of ECL for trade receivables

Trade receivables with significant balances and credit-impaired are assessed for ECL individually. In addition, for trade receivables which are individually insignificant or when DSL does not have reasonable and supportable information that is available without undue cost or effort to measure ECL on individual basis, collective assessment is performed by grouping debtors based on DSL's internal credit ratings.

The provision of ECL is sensitive to changes in estimates.

Income taxes

DSL is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax exposure in the period in which such determination is made.

Share-based payment expenses – share options awards

The fair value of the share option awards granted that is determined at the date of grant of the respective share options is expensed over the vesting period, with a corresponding adjustment to DSL's share option reserve. In assessing the fair value of the share option award, discounted cash flows and the equity allocation model were used to calculate the fair value of the share options. The discounted cash flows and the equity allocation model require the input of subjective assumptions, including discount rate, volatility of the Company's ordinary shares and the expected life of options. Any changes in these assumptions can significantly affect the estimate of the fair value of the share option awards.

Recently Released Accounting Standards

See Note 2 to the financial statements included elsewhere in this Form F-1.

B. Liquidity and Capital Resources

DSL's ability to fund its operations is based on its ability to generate revenue, its ability to attract investors and its ability to borrow funds on reasonable economic terms. During the year ended March 31, 2023, DSL raised capital via the issuance of a convertible loan note bearing an 8% coupon for $3.25 million which converts into equity upon listing. Diginex also borrowed $1 million from a related company and $2.25 million from Rhino Ventures Limited, both loans also bearing an 8% coupon. In the year ended 31 March 2022, DSL raised $3.7 million from the issuance of ordinary shares, $6 million from the issuance of preferred shares whilst repaying a $2.6 million loan from Rhino Ventures Limited, after receiving and advance of $0.4 million during the same period.

Management is of the opinion that the capital of the Company is not sufficient to meet present requirements without the continued support from the shareholder loan. At March 31, 2023 the Company had net current liabilities and without any actions would be unable to meet liquidity requirements over the twelve months following the submission of this registration statement. In order to reduce the liquidity risk, Rhino Ventures Limited has agreed to fund the business until the earlier of the next twelve months or this registration statement being declared effective.

The Company is not aware of any legal or economic restrictions on the ability of its subsidiaries to transfer funds to the Company in the form of cash dividends, loans or advances. The Company is also not aware of any material restrictions that impact the transfer of funds between subsidiaries to enable the operating of the business in various jurisdictions.

At March 31, 2023, DSL held cash and cash equivalents of $1.2 million. $1.1 million was held in USD with residual balances primarily held in Hong Kong Dollars and British Pounds. Diginex held all balances in bank accounts and had not hedged any foreign exchange exposures give the dominate use of USD and Hong Kong dollars. However, given the increased use of British Pounds for salaries, DSL is looking to implement a Treasury Policy to manage foreign exchange requirements going forward.

As of March 31, 2023 and 2022, Diginex has cash and cash equivalents of $1.2 million and $1.3 million, as detailed below:

	As of March 31, 2023	**As of March 31, 2022**
in USD Millions	**Total**	**Total**
Net cash provided by (used in) operating activities	(6.6)	(6.5)
Net cash provided by (used in) investing activities	0.0	0.0
Net cash provided by financing activities	6.5	7.5
Net increase (decrease) in cash and cash equivalents	(0.1)	1.0
Cash and cash equivalents, beginning of year	1.3	0.3
Effect of foreign exchange rate changes		
Cash and cash equivalents, end of year	**1.2**	**1.3**

Cash Flows from Operating Activities

Cash outflows from operating activities were $6.6 million in the year ended March 31, 2023, compared to an outflow of $6.5 million for the year ended March 31, 2022. Of the operating expenditure incurred in the year ended March 31, 2023, $4.4 million related to employees and contractors and $2.7 million on third party IT engineers. In the year ended March 31, 2022, $4.2 million of spend related to employees and contractors and $2.1 million on third party IT engineers.

Cash flows from Investing Activities

There was no cash flow from investing activities during the years ended March 31, 2023 and 2022.

Cash flows from Financing Activities

Total cash inflows from financing activities were $6.5 million in the year ended March 31, 2023, compared to an inflow of $7.5 million for the year ended March 31, 2022.

During the year ended March 31, 2023, DSL raised $3.25 million from the issuance of a fixed rate 8% convertible loan note. The convertible loan notes have a maturity date on the second anniversary of the effective date. The notes convert at the lower of a 20% discount to listing share price or $60 million.

In the year ended March 31, 2023, DSL borrowed $1 million from a related company, Diginex Holdings Limited. The loan carries an interest charge at a fixed rate of 8%. Diginex Holdings Limited, is also owed by Rhino Ventures Limited but is not a subsidiary of Diginex Limited.

DSL also had a fixed rate 8% shareholder loan from Rhino Ventures Limited. During the year ended March 31, 2023, Rhino Ventures Limited advanced $2.85 million and during the same period DSL repaid $0.6 million resulting in a net increase of $2.25 million. During the year ended March 31, 2022 DSL repaid $2.6 million to Rhino Ventures and Rhino advanced $0.4 million resulting in a net outflow of $2.2 million.

In the year ended March 31, 2022 DSL issued ordinary share capital for a cash inflow of $3.7 million and redeemable preferred shares for $6 million.

Indebtedness

As of March 31, 2023, DSL had a loan balance of $2.3 million outstanding with Rhino Ventures Limited which is repayable by March 31, 2024, $1 million loan with a related company which is repayable by December 31, 2024, outstanding convertible loan notes of $3.25 million with repayable terms as noted above and redeemable preference shares of $6 million, with a five year maturity. The preferred shares were fair valued at $13.5 million using an equity allocation model at March 31, 2023. Convertible loan notes and preferred shares have an auto conversion feature upon listing.

As at March 31, 2022, DSL had a minimal balance outstanding with Rhino Ventures Limited and had issued $6 million redeemable preferred shares. The preferred shares were fair valued at $11.6 million using an equity allocation model at March 31, 2022.

Other payables outstanding relate primarily to accounts payable and accruals that have accumulated in the ordinary course of business.

When customers subscribe for a licensed product they typically pay for an annual subscription in advance. For advisory and customizations projects, the clients will typically pay during the course of the project with revenue being recognized upon completion. As such DSL accounts for deferred revenues which relates to the balances of invoices raised that have yet to be recognized as revenue. At March 31, 2023 DSL accounted for $0.3 million of deferred revenue and $0.5 million at March 31, 2022.

At March 31, 2023 the DSL had contracted to the below short term office lease, the company has no long term leases:

Short term:

- Hong Kong: 12 month lease at a monthly rent of HKD 26,680 (c. USD 3,420)

The table below illustrates the indebtedness as at March 31, 2023 and 2022:

	As of March 31,	
in USD millions	**2023**	**2022**
Shareholder loans	2.3	-
Amounts due to related company	1.0	-
Preference shares	13.5	11.6
Notes payable	3.3	-
Deferred revenue	0.3	0.3
Other payables	0.5	0.6
Total debt	**20.9**	**12.5**

C. Research and Developments, Patents and Licenses, Etc.

We own and control a variety of intellectual property, including but not limited to trademarks, know-how and proprietary software and applications that, in the aggregate, are material to our business.

D. Off-Balance Sheet Arrangements

DSL has no off-balance sheet arrangements.

F. Contractual Obligation

The table below illustrates a summary of DSL's contractual obligations and commitments as at March 31, 2023:

	Payments due by period			
	Total	**less than 1 year**	**1-3 years**	**3-5 years**
Short-term Debt Obligations	2.3	2.3	-	-
Long term debt obligations	1.0	-	1.0	-
Convertible debt obligations	3.3	-	3.3	-
Preferred shares obligation	13.5	-	-	13.5
Total	**20.1**	**2.3**	**4.3**	**13.5**

BUSINESS

Overview

DSL is a Hong Kong domiciled technology company that builds end to end SaaS solutions for the future of ESG reporting and supply chain due diligence. The demands for companies to report on ESG components of their business and perform extensive due diligence on their supply chain is increasing at pace. DSL has built products to address those demands. As well as offering SaaS solution, DSL also offers advisory services to support overall ESG strategies. Such advisory services can range from advising on credible reporting solutions to training plus providing a managed service to, for example, help collate and consolidate data throughout a supply chain. Managed Services will be expanded into a separate business line in 2024.

History

On May 15, 2020, Diginex Limited, a company incorporated in Hong Kong, an entity related to the Company ("Diginex HK"), together with Diginex Solutions Limited, sold the legal entities of Diginex Solutions (HK) Limited (referred to herein as "DSL") and Diginex USA LLC, together with the trademarks associated with the "Diginex" name, to a related party, Rhino Ventures Limited, an entity controlled by Miles Pelham, the founder and former chairman of Diginex HK. The consideration of $6,000,000, that was paid by Rhino Ventures Limited ("RVL") for Diginex Solutions (HK) Limited and Diginex USA LLC, was netted against the shareholder loan between Diginex HK and Pelham Limited, another entity controlled by Miles Pelham. In addition, Diginex HK agreed to fund the business of DSL for six months following the sale at a 25% discount to the projected costs.

The acquisition of DSL included a 100% owned subsidiary, Diginex USA, a company incorporated in Delaware. In September 2021, DSL acquired, Diginex Services Limited, a company incorporated in the United Kingdom for zero consideration from RVL. Diginex Services Limited is a 100% owned subsidiary of DSL.

Diginex Limited was incorporated as an exempted company with limited liability under the laws of the Cayman Islands on January 26, 2024. Prior to our initial public offering, Diginex Limited and DSL will undergo the Restructuring pursuant to the planned Share Exchange Agreement, whereby the then existing shareholders of DSL (the "**Original Shareholders**") will transfer all of their respective shares in DSL to Diginex Limited, in exchange for Diginex Limited's issuance of its new shares to the Original Shareholders in proportion to their existing shareholdings in DSL. Immediately after the consummation of the Share Exchange Agreement, the Original Shareholders will be shareholders of Diginex Limited and DSL will be a wholly owned subsidiary of Diginex Limited.

In connection with the Share Exchange Agreement, prior to our initial public offering, Diginex Limited will also (i) issue new convertible loan notes to certain Original Shareholders in consideration for the cancellation of the then existing convertible loan notes issued by DSL held by such Original Shareholders; (ii) grant certain share options under the new equity incentive plan expected to be adopted by Diginex Limited to the holders of the unexercised share options granted by DSL (the "Original Share Options"), in consideration for the cancellation of the Original Share Options held by such holders and (iii)) grant certain warrants to purchase Ordinary Shares of Diginex Limited to the holders of the similar warrants to purchase ordinary shares of DSL (the "Original Warrants"), in consideration for the cancellation of the Original Warrants held by such holders.

On the business side, DSL launched diginexESG in 2020 and diginexLumen in 2022, Over the same period DSL has engaged with multiple clients for both advisory and customization work, including offering the product as a white label solution. DSL has engaged and retained some high profile clients such as Coca Cola, HSBC and Unilever.

Industry Background

"ESG" is the most recent evolution in corporate sustainability thinking, and it encapsulates a series of Environmental, Social, and Governance-related criteria to measure and evaluate both business impacts as well as risks and opportunities.

- **Environmental** (E): This pillar focuses on a company's impact on the natural environment as well as how it manages environmental risks and opportunities. It includes considerations like carbon emissions, energy use, waste management, water conservation, biodiversity loss, and compliance with environmental regulations.

- **Social** (S): This dimension focuses on a company's impact on society and how it treats different groups of people, including employees, suppliers, customers, and the communities where it operates. It also addresses people-related risks and opportunities for the company. Key issues include workplace health & safety, diversity & inclusion, human rights and forced labor, data protection, and community engagement.

- **Governance** (G): This component refers to the structures, processes and internal controls a company uses to guide its operations. Internally, it encompasses leadership structures, executive pay, ethical and corporate guidelines, and decision-making processes. Externally, it involves stakeholder engagement, compliance with regulations, and transparent disclosure practices.

In the modern business landscape, ESG considerations have emerged as paramount. Corporate governance, sustainability, and the consideration of environmental and social concerns are not new to the business world. But as global ESG-related challenges like climate change, societal inequalities, and corporate scandals become more pronounced and understood, the importance of ESG factors has soared. Key stakeholders, including regulators, investors, and customers, now increasingly demand transparency and accountability on these fronts.

On the regulatory side, corporate disclosure and ESG-related disclosure mandates are on the rise globally, with regulators increasingly mandating standardized and transparent reporting of companies' ESG performance to ensure stakeholders, particularly investors, have access to comprehensive, comparable, and reliable information. The European Union and the US currently lead in regulatory developments, starting with a focus on financial market participants, large corporations and climate-related disclosures. Some of the most relevant regulatory developments around the world are:

- **EU CSRD/ESRS:** Adopted in January 2023, the European Union's Corporate Sustainability Reporting Directive (CSRD) significantly expands and strengthens the corporate disclosure requirements compared to its predecessor, the Non-Financial Reporting Directive (NFRD). Under the CSRD, a broader range of companies, including all large companies and all companies listed on regulated markets (except listed micro-enterprises), are required to disclose detailed information on how they manage social and environmental challenges through the EU Sustainability Reporting Standards (ESRS). Among its key requirements, the directive mandates a "double materiality" assessment, meaning companies must report not only on how sustainability issues affect their business, but also on the impact their business has on people and the environment. The information must be provided in the management report as part of the company's regular financial reporting, ensuring a consistent and comparable format. The directive also requires that the reported information be third-party audited and be digitally tagged, increasing the credibility, accessibility and usability of sustainability information. The largest 50,000 companies in the EU as well as certain companies outside the EU with subsidiaries or operations in the region must begin reporting in 2025. Reporting obligations are planned to extend to other large companies, listed SMEs, and other international corporates over the next 5 years.

- **EU CSDDD**: The Corporate Sustainability Due Diligence Directive (CSDDD), proposed in February 2022 and currently moving through the European Union legislative process, establishes a corporate due diligence duty with the aim of preventing adverse Human Rights and environmental impacts in the company's own operations and across their value chains. The proposed directive would oblige companies to conduct due diligence not just on their own operations, but also on the activities of their subsidiaries and other entities in their value chains with which they have direct and indirect established business relationships. They would need to develop and implement "prevention action plans", obtain contractual assurances from their direct business partners that they will comply with the plans, and subsequently verify compliance. This act would enforce compliance through fines, sanctions, and orders, and requires annual disclosure of risk procedures, preventive measures, and remediation actions. The directive would apply to approximately 12,800 EU-based and 4,000 non-EU large companies, including financial services companies and those in high-impact industries such as textiles, agriculture, or extraction of minerals. SMEs would not be directly in scope, but they could be affected in their capacity as contractors or subcontractors to any of the above companies. The Directive is unlikely to come into force until 2025 at the earliest.

- **EU SFDR:** In place since March 2021, the EU Sustainable Finance Disclosure Regulation (SFDR) requires ESG disclosure by financial market participants with the objective to re-orient capital flows towards sustainable investments by increasing transparency on sustainability risks, whilst ensuring a more uniform protection of end investors. The SFDR was introduced by the European Commission alongside the Taxonomy Regulation and the Low Carbon Benchmarks Regulation as part of a package of legislative measures arising from the European Commission's Action Plan on Sustainable Finance. The SFDR requires asset managers such as AIFMs and UCITS managers to provide prescript and standardized disclosures on how ESG factors are integrated at both an entity and product level. A significant portion of the SFDR applies to all asset managers, whether or not they have an express ESG or sustainability focus.

● **Stock Exchange ESG disclosure mandates:** Globally, 38 stock exchanges currently mandate ESG disclosure as a listing requirement while 72 provide guidance on ESG reporting, with a clear trend towards growing mandatory requirements. As of January 2024, countries with stock exchanges requiring ESG disclosure as a listing rule currently include Argentina, Austria, Belgium, Hong Kong, Croatia, Egypt, France, Greece, India, Indonesia, Ireland, Italy, Jordan, Kazakhstan, Kenya, Kyrgyzstan, Luxembourg, Malaysia, Morocco, Namibia, Netherlands, Nigeria, Peru, Philippines, Portugal, Singapore, South Africa, Spain, Switzerland, Thailand, Turkey, United Arab Emirates, United Kingdom, United State, Vietnam and Zimbabwe. To illustrate with an example:

○ Hong Kong Stock Exchange: In 2016, the Hong Kong Stock Exchange (HKEX) introduced a requirement for listed companies to publish annual ESG reports including specified mandatory disclosures and requiring other disclosures on a comply or explain basis. These requirements were upgraded in 2020 and 2022, partly to steer issuers and reporting toward more Task Force on Climate Related Financial Disclosures ("TCFD")-aligned climate risk disclosure. As part of the current requirements, companies must report on their approach to ESG management, including the board's oversight of ESG matters, the company's progress towards ESG-related targets, and in particular the impact of significant climate-related issues, risks, and opportunities on their operations. In 2023, the HKEX started preparing an update to their ESG Reporting Code to be implemented in 2025. This latest update seeks to enhance and tighten climate disclosure requirements as well as align those with the IFRS International Sustainability Standards Board (ISSB) S2 climate-focused standard.

● **ISSB**: In November 2021, the International Financial Reporting Standards Foundation (IFRS) —which administers the IFRS financial accounting standards that are used in most jurisdictions other than the United States –established the International Sustainability Standards Board (ISSB) to become the global standard-setter for sustainability disclosures for the financial markets. The ISSB brings together an alphabet soup of organizations under one roof, consolidating the work of earlier initiatives into a single entity. With the endorsement of the G7, G20, and the International Organization of Securities Commissions (IOSCO), regulatory bodies globally are already adopting and aligning with the ISSB/IFRS standards. This development is set to impact and influence the ongoing development and increase in disclosure mandates by stock exchanges globally.

● **SEC Climate Disclosure proposal**: The U.S. Securities and Exchange Commission has proposed regulations that would require rigorous reporting on climate-related information. The proposed rule would require a domestic or foreign registrant to include certain climate-related information in its registration statements and periodic reports, such as on Form 10-K, including: Climate-related risks and their actual or likely material impacts on the registrant's business, strategy, and outlook; The registrant's governance of climate-related risks and relevant risk management processes; The registrant's greenhouse gas ("GHG") emissions (Scopes 1, 2 and in some cases 3), which, for accelerated and large accelerated filers and with respect to certain emissions, would be subject to assurance; certain climate-related financial statement metrics and related disclosures in a note to its audited financial statements; and information about climate-related targets and goals, and transition plan, if any. Progress on the proposed climate disclosure rule is currently delayed and the form and date of its implementation is still unclear.

● **UFLPA:** The Uyghur Forced Labor Prevention Act (UFLPA), directs the Forced Labor Enforcement Task Force to develop a strategy for supporting enforcement of the prohibition on the importation of goods into the United States manufactured wholly or in part with forced labor in the People's Republic of China, especially from the Xinjiang Uyghur Autonomous Region, or Xinjiang. The UFLPA is effective since June 2022, and requires importers to review their supply chains, instate reliable measures to ensure compliance with the UFLPA, and be prepared to respond to inquiries from US Customs and Border Protection (CBP) with sufficient evidence to demonstrate that their goods were not mined, produced, or manufactured wholly or in part by forced labor. This can include documentation showing a due diligence system or process, evidence of tracing the supply chain from raw materials to the imported good, and other credentials demonstrating supply chain management measures.

At the same time, on the investors side, interest in ESG is rising exponentially, reshaping the financial landscape and putting increased pressure on corporates to disclose ESG performance data. ESG-oriented assets under management (AUM) are likely to significantly grow in the EU, more than double in the United States, and triple in the Asia-Pacific (APAC) region by 2026. In turn, the global sustainable lending and bond market size is has multiplied in the last years and is expected to keep its pace.

Consumer demands are also putting additional pressure on transparency and ESG performance. Growing concerns about environmental challenges as well as greater expectations around societal issues have brought sustainability into the mainstream. As a result, consumers increasingly prioritize environmental and social responsibility in their purchasing decisions with a growing demand for sustainable products and companies.

A key characteristic of the ESG movement is its reliance on data and measurable metrics. In contrast to previous corporate sustainability movements (e.g., CSR) which often involved self-regulated practices and policies, ESG is grounded on quantifiable and comparable data based on specific metrics to validate outcomes and performance. As such, regulatory pressures, investor interest and changing consumer demands are putting significant pressure on corporates to produce, manage and disclosure ESG performance data, relating to both their own business as well as their supply chain.

As ESG becomes integral to business strategies, investor criteria, and regulatory compliance, there is a growing need for specialized tools to handle ESG data. As the volume and complexity of ESG data, disclosure and performance requirements increase, tools that can gather, analyze, and present this information in a cohesive manner that adheres to key requirements become indispensable. In an environment where ESG performance and disclosure can directly influence investor decisions, brand reputation, and regulatory compliance, having precise and comprehensive ESG software tools is crucial for businesses. Three prominent examples of ESG software include:

- ESG reporting & data management software, which generally facilitates the systematic collection, organization, and presentation of a company's ESG performance data. It provides a structured platform for businesses to document and report their sustainability and ethical initiatives, ensuring transparency and adherence to established standards. Such software is instrumental in meeting the increasing demands of stakeholders, regulators, and investors for comprehensive and verifiable ESG disclosures.

- Carbon management software, which generally helps businesses to quantify, monitor, and manage their Greenhouse Gas (GHG) emissions. By providing insights into carbon-producing activities and their implications, this type of software typically aids in the formulation of strategies to reduce carbon footprints. Companies use these tools to align with environmental standards, regulatory requirements, and sustainability goals.

- Supply chain sustainability software, which generally assists companies in overseeing the sustainability practices within their supply chain, providing tools to evaluate and ensure that suppliers and partners adhere to prescribed ethical, environmental, and social standards. By providing a holistic view of the supply chain's sustainability performance, this type of software supports companies in maintaining integrity throughout their operations, mitigating risks and reinforcing commitment to responsible sourcing and production.

The market for ESG software is already experiencing rapid growth and is expected to keep its pace over the coming years.

- The ESG reporting & data management software market was estimated to be worth USD 0.7 billion in 2022. Estimates for its projected growth vary from USD 1.5 billion to 4.35 billion by 2027, showcasing robust compound annual growth rates of anywhere between 15.9% and 30% over the next 5 years.

- The carbon management software market reached a size of $343 million in 2021, with growth at a CAGR of 28% to reach $1.4 billion in 2027, influenced by upcoming mandatory climate-related regulations from 2024 to 2026, as well as macroeconomic and voluntary drivers.

- The supply chain sustainability software market was worth over $991 million in 2021 and will grow to nearly $4.3 billion in 2027, at a CAGR of 28%.

As ESG becomes increasingly important, companies are not only looking for software to gain operational efficiencies and streamline their reporting, data management, and compliance processes. Corporates are also increasingly relying on consulting services to support them in their sustainability and ESG programs. ESG consulting covers a wide range of services, including support for ESG & sustainability corporate strategy, digital transformation, corporate reporting and disclosures, operational transformation, product stewardship and supply chain sustainability, among others. In par with the software market, investment in ESG and sustainability consulting reached $6 billion in 2021 and forecasts a global CAGR of 17% to reach $16 billion by 2027.

In 2022, the market was estimated to be worth USD 0.7 billion. Estimates for its projected growth vary from USD 1.5 billion to 4.35 billion by 2027, showcasing robust compound annual growth rates of anywhere between 15.9% and 30% over the next 5 years[2,3].

By some estimates, Europe is expected to become the leading market for ESG reporting and data management digital tools, expanding at a 34% CAGR from 2021 to 2027[4]. This is largely due to the leading role that the EU is playing in passing detailed disclosure regulations. That said, the highlighted trends are global, and markets such as the USA, Canada and Singapore are expected to follow closely. In fact, a 2023 market research study finds that adoption of ESG reporting and data management solutions has so far been strongest in the USA[5].

Going forward, technological innovations like AI and IoT are expected to keep driving market growth, making data collection and analysis more nuanced. Additionally, as ESG becomes a global standard, emerging markets will also substantially contribute to the growth, requiring businesses there to adopt ESG reporting tools.

1. Competitive landscape and pricing

As authorities worldwide write new corporate sustainability regulations, the market for ESG services and software that helps companies with ESG data management and disclosure compliance efforts has blossomed. These solutions typically offer the features and resources required to gather, examine, and report on ESG data, assisting businesses in adhering to regulations and effectively promoting their sustainability initiatives. This ensures that businesses can effectively meet regulatory obligations while also monitoring their progress toward ESG goals.

The ESG reporting and data management software landscape today is somewhat fragmented and quickly evolving. Three key factors provide a useful lens through which to segment and understand the current landscape.

- From a positioning or heritage perspective, the market features a mix of legacy enterprise software companies, dedicated ESG tech start-ups, and consulting companies with ESG tech capabilities.

- Across these companies, ESG providers will typically offer various horizontal functionalities relevant to ESG (e.g. data management, reporting and disclosure, operational performance, etc.) and then apply these vertically across the three E, S, and G verticals, or focus clearly on a sub-area (e.g. waste management).

- Additionally, ESG solution providers can be split according to their target audience, with a clear distinction between solutions targeted at financial institutions and regular corporates, and between those aimed at large and complex enterprises or rather small and medium sized enterprises (SMEs).

[2] Markets & Markets, *2022 ESG Reporting Software Market*

[3] Verdantix, *2023 Get Ready to Report: The ESG Reporting Software Market Will Reach $4.5 Billion by 2027*

[4] Verdantix, *2023 Get Ready to Report: The ESG Reporting Software Market Will Reach $4.5 Billion by 2027*

[5] Research & Markets, *2023. ESG Reporting Software Market Size and Share*

Legacy software: Traditional and typically large software titans emerging from either the environment, health, safety, and quality (EHS&Q), Financial reporting or enterprise resource planning (ERP) software markets, who are now venturing into ESG realms. They generally offer intricate and comprehensive solutions cutting across several horizontal functionalities, specializing in select ESG verticals, aimed at large enterprise customers across industries, with complex structures and needs. The annual cost for these solutions ranges widely, as offerings tend to be highly customizable, but given the target audience it often goes up to the hundreds of thousands dollars a year.

- **EHS&Q software** generally focuses on risk management, workplace health and safety, and quality control within daily operations, mainly catering to industries with significant operational and regulatory risks. Wolters Kluwer's Enablon, Sphera, Quentic, Intelex, Cority, or VelocityEHS, are traditional EHS&Q solution providers strategically repositioning themselves to partially rebrand to focus more broadly on ESG as a material revenue opportunity This segment typically has in-depth knowledge of specific ESG issues (e.g., Health & Safety) but may lack know-how and capabilities across the broad spectrum of ESG and are typically focused on risk management and compliance rather than reporting.

- **Enterprise Resource Planning (ERP) software** solutions are generally comprehensive, integrated systems designed to manage a business's core functions and processes, such as finance, human resources, supply chain, manufacturing, and customer relations. Traditional ERP vendors like SAP, Salesforce, Oracle and even Microsoft are adding ESG data modules to their enterprise solutions. These types of solutions typically shine in capabilities like complex data management and integrations but lack experience and ESG-specific know-how.

- **Financial reporting software**, distinct yet sometimes integrated into ERPs, specifically caters to the generation, analysis, and presentation of financial data and statements, ensuring compliance with accounting standards and regulations. These firms are actively increasing the depth and breadth of non-financial KPIs on offer, integrating ESG into their core product suite (E.g. Cube, Insight Software, or Workiva). Already recognized in their core area, they are now also slowly establishing themselves in the sustainability field.

Legacy consulting and audit firms: This group captures traditional and often large consulting and audit companies that are quickly developing ESG capabilities both in terms of services (E.g., ESG advisory and assurance) and software capabilities. As ESG consulting projects increasingly require granular sustainability data and sophisticated software to amalgamate these data for strategic monitoring and compliance, consultancy firms increasingly need expertise and technical ability to create a suitable offering. As such, many of the major players have partnered with existing, typically legacy solutions to fill the need. These companies tend to offer a large variety of consulting services now in combination with ESG software tools, generally aimed at large multinationals and naturally at high costs.

EY has partnered with Enablon, a legacy global leader in integrated risk, operational risk and EHS management software, to use their technology to help provide organizations with end-to-end management and reporting of ESG data. Bain and Company recently announced[6] the backing of a new venture and ESG data management solution that aims to help industrial and manufacturing companies better achieve their sustainability goals. PwC is working with legacy ESG performance and risk management software provider Sphera, providing PwC's clients with access to Sphera's ESG software solutions. Deloitte has partnered with Workiva to support clients in establishing or enhanced accounting, financial and ESG regulatory reporting[7].

In this group we could also include companies like IBM, a global technology and digital consultancy, which acquired ESG reporting and data management Envizi in January 2022, and is expanding its range of ESG services. As well as ESG specialized consultancies like ERM, which have been acquiring dedicated consultancies and technology providers.

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[6] Bain & Co, *2023 New Bain & Company-Backed Venture Aims to Help Companies Better Trace Data, Achieve Sustainability Goals*
[7] Deloitte, *2022 Deloitte Launches New ESG Accelerators*

Agile start-ups and niche solutions. This group captures a variety of relatively new ESG pure-play companies that are coming into the market, typically specialized as point solutions. DSL belongs to this group in the market, which now makes up the large proportion of firms in this space. Many of these solutions are currently still specializing in customer groups, in particular industries, and are gradually expanding their offerings horizontally and vertically. Pricing for these solutions is highly dependent on the target audience, but our subscriptions are generally less expensive than those offered by legacy software, ranging from under US$5, 000 to over US$25,000 annually.

- **Specialized thematic solutions:** These solutions focus on a particular area of ESG. The environmental area and, in particular, point solutions for carbon management (e.g. measurement, reduction, offsetting) have attracted the most attention in the market. Other notable players in this space are PlanA, Planetly, Normative, Watershed or Greenly. Carbon management platforms are very likely to continue to grow, as firms will increasingly need to deliver on their net-zero pledges and comply with upcoming regulations (e.g., SEC). Our diginexClimate module fits within this group, although we are not a specialized climate or carbon platform as the module is an integrated component of diginexESG.

  Our DiginexLUMEN product fits in this category as well, with a strong focus on the social part of ESG.

- **Functionality-oriented ESG generalists:** These solutions tend to cover a broad spectrum of ESG topics but focus and differentiate themselves by covering key horizontal functionality applicable to ESG reporting and data management processes, including:

  - Data management: mainly includes tools that help to collect, aggregate and manage sustainability and ESG performance metrics within the enterprise, and generate valuable insights.

  - Reporting and disclosure: mostly designed to meet regulatory requirements and is therefore closely aligned with predefined frameworks standards. A number of solutions expand beyond this horizontal into the analytics segment, offering data analytics capabilities that go beyond regulatory requirements.

  - Operational performance & analytics: enables progress towards KPIs and targets by identifying, tracking, and supporting the optimization of key operational metrics of a company and its supply chain. Two prominent aspects to be tracked are emissions and activities along the supply chain.

  - Other key processes, including, as a notable example, materiality assessments. These tools help companies identify the key material topics for their business and industry based on various data sources and may include capabilities to engage key stakeholders.

As disclosure regulations grow and evolve, the demand for ESG reporting software solutions is gaining momentum. Corporates need solutions that help them comply with complex and specific disclosure requirements of different standards and regulatory frameworks while cutting down on time-consuming processes. Most "new" players in the ESG reporting and data management landscape fit in this category, including diginexESG. Within DSL of new players, there is a clear difference between those targeting financial institutions and regular corporates, and those targeting large multinationals and SMEs.

  - Focus on financial institutions: Novata, ClarityAI, Arabesque S-ray, Apiday

  - Focus on non-financial corporates (mostly large multinationals): Greenstone+, Worldfavor, Accuvio (now Diligent ESG), Novisto, Nasdaq's Metrio, Envoria, Celsia, Position Green, ESG Playbook, Brightest, Greenomy.

  - Focus on non-financial corporates (mostly SMEs): diginexESG

2. Outlook

The trajectory of ESG reporting software is clear — it is moving from a niche to a necessity. The future is likely to witness tighter software integrations across business functions, refined AI-driven analytics, and an ever-increasing emphasis on user experience. As SMEs continue to play a pivotal role in global economies, software solutions tailored to their needs, both functional and financial, will take center stage in the ESG narrative.

Our Business Lines

DiginexESG & DiginexClimate

DSL maintains a core hypothesis that companies should spend more time improving their sustainability performance than reporting on it. That is one of the main reasons that we have created an intuitive, fast, and affordable ESG reporting tool that facilitates the entire process and supports companies regardless of their size, industry, or sustainability experience.

diginexESG is an ESG reporting platform that facilitates the key processes involved in corporate ESG reporting journeys through a 5 -step journey. The platform leverages deep data analytics to automate the generation of a "materiality assessment"; the topics which each company should consider reporting on based on their profile This process can be expensive and lengthy if conducted through traditional consultants. It is typical then to engage in a process of "stakeholder engagement" to collect feedback from different groups inside and outside the company on which topics are important to them. These groups could include employees, investors, board members and customers. diginexESG helps facilitate large scale outreach to and data collection from these groups of stakeholders. Within the platform there are up to 17 frameworks and reporting standards from which companies can choose to report against (as of January 2024). The platform then breaks down the reporting process by "indicator" and allows for direct data entry or the assignment of indicators to different data contributors from both inside and outside the company (for example, indicators relating to diversity metrics may be assigned to the company's HR team. This transparent digital workflow process drives efficiency and allows companies to move away from email and excel data collection. Once the data collection process is finalized, companies can seamlessly generate an output from within the platform by leveraging a report generation engine. The last step prior to report finalization and publishing is to seek approval from the appropriate people (i.e. CEO, Board, CFO, external auditor). The blockchain-enabled audit files helps with this sign-off process by allowing approvers to see full data provenance around each indicator. The report is then ready to be issued and shared through PDF, Word or Excel.

diginexCLIMATE, a module of diginexESG, supports a company's broader ESG efforts by allowing businesses to calculate, track and improve their carbon footprint. Companies can also use the platform to collect, benchmark and get a portfolio view on the carbon footprint of their clients, suppliers, or assets.

Sales and Marketing

Commercial efforts are driven by combination of i) inbound leads generated by social media activity primarily on LinkedIn, ii) targeted outbound activity by leveraging lead generation tools focused on specific industries, countries and lead profile (for example, Chief Financial Officers in mid-sized UK based Industrials companies), and iii) referrals through our channel partners such as HSBC. We also actively attend events and conferences both as speakers and also as conference exhibitors, which generates inbound interest. Our social media is mostly concentrated through our company LinkedIn channel with regular postings.

Our Sales team is currently growing, and we expect to increase in the number of sales professionals in multiple locations around the world.

We also rely on active account management of existing customers by our customer success teams through both cross-selling and upselling.

Clients

diginexESG was initially created with a specific client demographic in mind; small to mid-sized enterprises who are new to ESG and climate reporting and with limited budgets or bandwidth to engage in a complex and new process. This continues today, with our core focus on helping to democratize sustainability reporting for companies of all sizes no matter the budget or sophistication. Sustainability reporting encompasses a broad range of economic, environmental, and social disclosures, traditionally with a focus on how a business impacts the world and key stakeholders. ESG reporting, influenced primarily by investor demands, is a subset of sustainability reporting that specifically hones in on how Environmental, Social and Governance aspects impact a company or investment. ESG reporting provides a standardized framework and metrics to assess a company's non-financial performance and risk management, often with a more direct link to financial outcomes. This approach then appealed to much larger organizations such as commercial banks (HSBC), ratings agencies (Fitch Ratings), and insurance companies who increasingly needed to not only report on their own activities but also collect sustainability data from the many SMEs that they worked with, for sustainability linked loans, responsible underwriting, or to better understand regulatory risk. The ability to scale diginexESG easily and affordability by disintermediating potentially expensive consultants from the process continues to be a compelling unique selling point as demonstrated by HSBC's decision to partner with us in order to engage their SME customer base.

Since diginexESG launched in 2020, we have continued to add features which have also appealed to large caps with more complex hierarchical structures and data reporting requirements. This has included private equity funds with multiple portfolio companies and the need to aggregate data reporting up to an LP, as well as conglomerates with separate business units across different industries. Prior to the launch of diginexESG the Company focused primarily on customization projects.

Also included in diginexESG is access to diginexCLIMATE our proprietary carbon footprint calculator based on GHG protocols which is similarly targeted at companies who are new to ESG reporting.

Competition and Pricing

diginexESG is deliberately priced to be accessible to companies of all sizes. Originally starting at US$99/user/month in December 2020, the product now starts from US$5,000 / year, and includes licenses for up to 3 users. This increase reflects the maturation and growing feature sophistication that we are able to offer. Whilst we expect diginexESG pricing to continue to evolve, we will likely maintain a focus on affordable software.

In contrast, many ESG reporting platforms in the markets are characterized by relatively high-cost software designed more for large companies who have both the required budget and also in-house sustainability consultants with the expertise to be able to operate complex sustainability software products.

As a further point of differentiation, we currently offer a self-guided 7-day free trial to diginexESG for prospective clients to try the diginexESG software prior to subscribing for access to the platform whilst most comparable offerings in the market require engagement with a sales representative first.

In addition to being an intuitive and accessible B2B SaaS platform, our underlying ISO-certified infrastructure and architecture means diginexESG can also pass rigorous and time consuming bank-grade technology security review processes, which adds a competitive advantage for the Company.

Government Regulation

The products themselves are not currently regulated but rather DSL offers software solutions so that companies can track and report on the ever-growing sustainability disclosure requirements put in place by many global regulators i.e. stock exchanges;, for example, diginexESG offers several reporting frameworks that allow companies to generate reports that align to either mandatory or recommended public company listing requirements.

diginexLUMEN

diginexLUMEN helps companies to undertake human rights due diligence in complex supply chains at scale. Supplier information is validated against worker feedback and automated risk calculations enables companies to prioritize issues for mitigation and prevention of adverse impacts and improvement efforts.

Traditionally, technologies used by global brands, consultancies, and international organizations to understand, identify, and manage business and human rights have mainly been standalone worker voice (e.g. grievance mechanism case handling), supply chain management or supplier management, or research surveys software. diginexLUMEN Pro is strongly positioned within the market in that it has the capability to bring together these standalone technologies, in order, to map tiers (supply chain management software) identified through a self-assessment questionnaire completed by suppliers (deployed as a survey), which is triangulated against data collected through an interactive, application-based worker voice technology. In addition, diginexLUMEN Pro is powerful in that it highlights human rights risks due to business practices: firstly, through assigning risk-based scoring to responses, and secondly, by triangulating business and worker responses to demonstrate inconsistencies. Suppliers complete a pre-created questionnaire set which typically incorporates scoring, weighting and conditional logic. Answers often require the upload of supporting documentation. diginexLUMEN customers can also create their own customized questionnaires. At the same time, workers are being asked similar questions via diginexAPPRISE which are designed to validate the answers given by the suppliers. Leveraging a proprietary scoring methodology, risk scores are then assigned to suppliers based on their answers as well as the discrepancies, if any, between their answers and the answers of the workers. Lastly, improvement plans are automatically generated which diginexLUMEN customers then deploy to suppliers and can observe the subsequent corrective action. A high level example may be; a supplier declares that they conduct mandatory safety training for all new hires, however data collected via diginexAPPRISE directly from workers indicates that new hires often do not receive any safety training during their onboarding. A high risk score is assigned to this specific indicator and an improvement plan is automatically generated for the supplier to follow and demonstrate corrective action.

diginexAPPRISE as a standalone worker voice technology product is distinct from other survey software as it has been developed to reach informal workers (often seasonal worker without formal employment contracts in place) in complex and opaque supply chains primarily through the use of QR codes which workers scan on their mobile phones. QR codes also help protect worker anonymity which we have observed to be important to encourage broad participation. The lack of anonymity can give rise to a fear of appraisals if workers give negative feedback. It differs from other worker voice technology as it is auditory and visually represented in workers own language, ensuring accessibility for illiterate workers to respond to questions about their employment practices. Similar competitors use telephone-based services for workers to report issues which could result in mobile charges, as diginexAPPRISE is web/application based and can be accessed either through QR codes or mobile messaging (e.g. WhatsApp) so that workers are not charged to access the survey.

Sales and Marketing

Officially launched in April 2022 and given the content-deep nature of diginexLUMEN the sales process typically requires a more targeted commercial approach to specific relevant professionals in a company; these can be procurement or risk professionals as well as sustainability experts. diginexLUMEN's core modules focus on "Conditions at Work" or "Forced Labor" risk, workplace gender risk, and ESG risk This therefore requires specialized DSL professionals who are able to engage with clients on deep content issues around these modules and the regulations that affect them. The sales cycle is also often longer than diginexESG, and can range from 2 months to 6 months.

Additionally, given the high levels of engagement with diginexLUMEN clients this can lead to on-going up-sale opportunities as clients request custom feature development and platform content creation.

Marketing tends to be through attendance and speaking at industry-relevant conferences.

In order to help promote adoption and utilization of our software products, DSL will also increasingly be offering "managed services" to our customers to support their operationalization and roll out needs. This will include services actions such as onboarding, training, learning & development, adoption tracking, and analysis This is expected to increase both revenues and customer stickiness.

Clients

diginexLUMEN was developed together with input from Coca Cola and Reckitt as a software tool to help identify and mitigate cases of forced and child labor in complex global interjurisdictional supply chains. It later expanded to also include gender risk. diginexLUMEN is therefore designed specifically for large multi-national companies with high supply chains and importantly large numbers of people working at those suppliers who no longer want to rely solely on the traditional in-person audits which have tended to be slow and expensive with relatively static data. These companies are also increasingly subject to regulations mandating greater supply chain disclosure with regards to forced labor / modern slavery due diligence.

Initial clients have focused primarily on companies in FMCG (Fast Moving Consumer Goods) and have now expanded to sectors such as agricultural commodities as well as professional services firms working on behalf of their clients.

Competition and Pricing

diginexLUMEN as a software product is unique in having a specific focus on social governance issues (including but not limited to forced labor risk, modern slavery due diligence, child labor risk and gender risk), and leveraging worker voice data to simultaneously validate corporate disclosures.

The pricing for a diginexLUMEN license has been increased recently to a US$40,000 per annum flat fee due to the additional features and functionality that has previously been added to the product. There are no limitations on the number or location of suppliers that a diginexLUMEN customer can onboard In addition to the software license, there are often incremental fees for items such as additional question set design and translation.

diginexADVISORY

Sustainability is a complex topic, and it increasingly requires company-wide, multifaceted approaches. DSL provide a range of services that, in combination with our premium software tools, help companies address their unique ESG challenges.

diginexADVISORY provides strategy and advisory support at every stage of the sustainability journey often alongside a software sale. Our advisory services typically include:

- Developing ESG (reporting) strategies
- Conducting ESG materiality assessments
- Conducing ESG data gap analyses
- Developing custom ESG reporting frameworks
- Conducting tailored carbon footprints
- Drafting and designing sustainability reports
- Conducting workshops and training sessions on a range of ESG topics and processes

Sales and Marketing

diginexADVISORY services are typically tied to an extension of a software license to either diginexESG or diginexLUMEN.

To date, there has been relatively little marketing of diginexADVISORY as a standalone service and sales tend to be organic from existing clients or as part of the onboarding for a new diginexESG or diginexLUMEN client. Given market demand that we have observed, we do expect this to change in 2024 and beyond, with more proactive measures to market diginexADVISORY to a broader base of clients. As of January 2024, DSL is currently hiring for additional members of the advisory team to provide more bandwidth for project execution.

Clients

diginexADVISORY stretches across both diginexESG and diginexLUMEN clients and is offered to companies of all sizes and expertize levels to help them with their sustainability reporting or supply chain disclosures. Contracts are predominantly for a fixed scope and time period and are typically associated alongside a software license sale with additional fees charged.

Competition and Pricing

Whilst there are many players in this market ranging from large global consultancies (i.e. EY, PwC) to specialist and/or low-cost boutique advisory companies, our observation is that there is still a material market supply / demand in balance given a) the ever-increasing number of companies who are newly subjected to regulated or industry disclosure requirements (for example, CRSD) and b) the number of professionals with the required skill sets to meet this growing demand.

Barriers to entry for potential competition to our advisory business are largely dependent on the availability of specialist knowledge.

diginexPARTNERS

diginexPARTNERS also known as Customization is a service whereby DSL develops white label versions of both diginexESG and diginexLUMEN for companies who want to run the product as an extension of their own service offering. This service often requires custom technology work up front which generates one-off lump sum revenue as well as ongoing service and maintenance licenses which generates recurring revenue.

In addition, DSL develops custom software platforms as part of project consortiums for organizations like the United States Department of State, United States Department of Labor, and the United Nations.

Sales and marketing

DSL provides both off-the-shelf white label products with standard customizable features as well as completely bespoke tech builds. We will be focusing on expanding our white label client base, in addition to our original business to business (B2B) software clients, across both diginexESG and diginexLUMEN as the underlying technology infrastructure has already been built and is ready to deploy.

Given the nature of the product, White Label sales require targeted outreach to specific client types (i.e. professional services firms, ratings agencies, banks, insurance companies) who will leverage the product to engage with their own customer base.

Clients

diginexPARTNERS includes the technology customization work that we typically do for some of our larger clients. This can include white labels of either our diginexESG or diginexLUMEN software platforms or entirely bespoke multi-year technology projects for large government agencies (such as the United States Department of Labor) or inter-governmental agencies (such as the United Nations).

Competition and Pricing

There are a large number of custom development solutions in the marketplace covering a full price range and sophistication level. DSL is able to combine both significant technical expertise with deep subject matter experts, which sets us apart from the majority of the market. For this reason, DSL has been chosen as a specialist technology partner for a number of government and inter-governmental sponsored projects looking at both modern slavery and child labor issues across Asia and the Middle East. DSL's research and development into technology-enabled solutions helps to create a competitive advantage to our offering. The pricing of customization is based on the scope of the project.

Organizational Structure

Diginex Limited was incorporated as an exempted company with limited liability under the laws of the Cayman Islands on January 26, 2024. Prior to our initial public offering, Diginex Limited and DSL will undergo the Restructuring pursuant to the Share Exchange Agreement, whereby the then existing shareholders of DSL (the "**Original Shareholders**") will transfer all of their respective shares in DSL to Diginex Limited, in exchange for Diginex Limited's issuance of its new shares to the Original Shareholders in proportion to their existing shareholdings in DSL. Immediately after the consummation of the Share Exchange Agreement, the Original Shareholders will be shareholders of Diginex Limited and DSL will be a wholly owned subsidiary of Diginex Limited.

In connection with the Share Exchange Agreement, prior to our initial public offering, Diginex Limited will also (i) issue new convertible loan notes to certain Original Shareholders in consideration for the cancellation of the then existing convertible loan notes issued by DSL held by such Original Shareholders; (ii) grant certain share options under the new equity incentive plan expected to be adopted by Diginex Limited to the holders of the unexercised share options granted by DSL (the "**Original Share Options**"), in consideration for the cancellation of the Original Share Options held by such holders and (iii)) grant certain warrants to purchase Ordinary Shares of Diginex Limited to the holders of the similar warrants to purchase ordinary shares of DSL (the "**Original Warrants**"), in consideration for the cancellation of the Original Warrants held by such holders.

Prior to the incorporation of Diginex Limited in January 2024, the parent company was Diginex Solutions (HK) Limited, a company incorporated in Hong Kong.

Significant Subsidiaries

Below is a list of our significant subsidiaries as of February 1, 2024:

Name	Country of Incorporation	% of Equity Interest
Diginex Solutions (HK) limited	Hong Kong	100%
Diginex Services Limited	United Kingdom	100%
Diginex USA LLC	United States of America	100%

Property, Plants, and Equipment

The following is a list of our principal facilities as of September 30, 2023:

Location	Square Footage	Main Use	Own/Lease
Smart-Space Fintech 2, Room 3, Unit 401-404, Core C, Cyberport, Telegraph Bay, Hong Kong Hong Kong	*	Main center of employment for DSL.	Lease
Avenue des Papalins a Monaco portant le numero D2/D3	1,507	Executive office	Lease

* office space is measured by number of seats rather than square footage. The office has 9 seats and many employees work remotely.

While the office facilities are adequate for the time being, there will be a need to secure additional office space as the business grows.

Employees

As of January 2024, DSL has a current headcount of 30, 23 are employees in Hong Kong and United Kingdom and 7 are contractors based in France, Germany, Spain, USA, Canada and Australia.

MANAGEMENT

Directors and Senior Management of Diginex Limited

As of February 1, 2024, the directors and officers of Diginex Limited are as follows:

Name	Age	Position
Miles Pelham	45	Chairman and Director
Mark Blick	47	Chief Executive Officer and Director
( )		
( )		
( )		

Directors and Senior Management of DSL

As of February 1, 2024, the directors and officers of DSL are as follows:

Name	Age	Position
Miles Pelham	45	Chairman and Director
Mark Blick	47	Chief Executive Officer and Director
Paul Ewing	50	Chief Financial Officer
Shea Wallon	52	Director
Tomiach Tillemann	45	Director

Miles Pelham is the founding Chairman of DSL and is a director of Diginex Limited. Prior to founding Diginex Limited Miles was a 21-year finance veteran, during which time he managed substantial investments and businesses for leading global banks. Since leaving investment banking Miles founded Eqonex Ltd, a financial services company dedicated to digital asset infrastructure, and became the chairman of a sustainable forestry, reforestation and carbon offset company.

Mark Blick has served as CEO and director of DSL since June 2020, and is expected to be the Chief Executive Officer and director of Diginex Limited following the closing of the Restructuring. Previously, Mark was Managing Director, Head of Client Services APAC for Gerson Lehrman Group ("GLG"), an online digital platform for insights. Over his tenure at GLG, he helped build, scale and lead the Asia franchise. Prior to GLG, Mark launched a joint-venture start up with a leading industrial technology company, and spent 7 years in Beijing working in the oil & gas industry. He has a bachelor's degree in Development Economics as well as a master's degree in Finance and Financial Law from the University of London.

Paul Ewing has served as the Chief Financial Officer of DSL since May 2023 and is expected to be the Chief Financial Officer of Diginex Limited following the closing of the Restructuring. Mr. Ewing has spent more than a decade working in Asia and was the regional Chief Financial Officer at ICAP Electronic Broking ("ICAP") from November 2006 to November 2010, as well as Chief Operating Officer for ICAP's electronic broking division from November 2010 to December 2013. From December 2013 to August 2017, Mr. Ewing was Chief Financial Officer of APAC Broking for ICAP plc. From September 2017 to July 2018, Mr. Ewing served as the Chief Financial Officer for RKR Capital, a proprietary trading business with a focus on financial markets and Digital Assets. Mr. Ewing also served as Chief Financial Officer of Nasdaq listed, Eqonex Limited from August 2018 to May 2022. From May 2022 to November 2022 Mr. Ewing served as Chief Operating Officer of Eqonex Limited. Mr. Ewing holds a degree from Manchester University and is a member of the Institute of Chartered Accountants of England and Wales.

Shea Wallon is a non- executive director of DSL. He is currently Managing Director at Fitch Group, has over 25 years of financial services expertise. He currently leads the Fitch Ventures team, which makes investments in innovative and emerging technology companies in the financial services industry while bringing new learnings to Fitch Group and its parent company, Hearst Communications, Inc. Shea is the nominated director for HBM IV, Inc.

Tomicah Tillemann is a non-executive director of DSL. He was Global Head of Policy and a Partner at Andreessen Horowitz and is the current President of Project Liberty, a far-reaching effort to develop socially responsible architecture for the next generation of the internet. Previously, he served as former executive director of the Digital Impact and Governance Initiative at New America, where he worked in collaboration with the Rockefeller Foundation, the World Bank, MIT and governments around the world to develop open source digital infrastructure platforms to power the public sector. He also oversaw the work of the Blockchain Trust Accelerator, which works with organizations to deploy decentralized technology solutions that address governance and social impact challenges worldwide and the Responsible Asset Allocator Initiative, which ranked sovereign wealth and pension funds of $20+ trillion based on strategies for managing ESG risks.

Compensation

Executive Officer and Director Compensation

For the year ended March 31, 2023, Diginex Limited paid its executive officers for services in all capacities an aggregate compensation of approximately $550,000. The compensation was paid in cash. The executive officers did not receive performance bonuses for the year ended March 31, 2023. At the date of filing this document, the executive officers also hold an aggregate of 770 shares options that have vested but yet to be exercised along with 1.2% of the outstanding share capital of the Company on a fully diluted basis in unvested share options that will vest 36 months after commencement of employment or upon listing at the discretion of the board. The share options convert into shares of the Company on a one-to-one basis. The share options have a zero exercise price.

The executive members of DSL board of directors did not receive any compensation in the year ended March 31, 2023 in their capacity as directors, and going forward, Diginex Limited does not expect to have a compensation plan for executive directors. During the year ended March 2023 the non-executive directors to DSL did not receive compensation.

DSL does and Diginex Limited expects to contribute to mandatory government pension schemes. Pension contributions for the year ended March 31, 2023 are included in the aggregate compensation noted above.

There are no plans to change the compensation of executive directors and officers once DSL and Diginex Limited consummate the Restructuring and Diginex Limited goes public. It is expected that non-executive directors will be compensated by Diginex Limited.

Diginex Limited Employee Share Option Plan (the "Incentive Plan")

Purpose; Types of Awards.

The purpose of the Incentive Plan is (i) to encourage profitability and growth through short-term and long-term incentives that are consistent with Diginex Limited's objectives; (ii) to give participants an incentive for individual performance; (iii) to promote teamwork among participants; and (iv) to give Diginex Limited an advantage in attracting and retaining key employees, directors, and consultants. To accomplish this purpose, the Incentive Plan permits the granting of awards in the form of options, share appreciation rights ("SARs"), restricted shares, restricted share units, performance based awards (including performance shares, performance units and performance bonus awards), and other share-based or cash-based awards.

Shares Subject to the Incentive Plan.

A total of 15% of the total number of the ordinary shares, issued subject to compliance with all applicable law and calculated on the basis of the total number of ordinary shares assuming all convertible securities are converted or exchanged and all rights, options or warrants to subscribe for or acquire shares are exercised and including all ordinary shares authorized for future issuance or grant under any equity incentive, share option or similar plan of Diginex Limited, as of the date of our initial public offering, will be available for issuance under the Incentive Plan. The maximum number of shares subject to Incentive Plan awards granted during any fiscal year to any non-employee director, when taken together with any cash fees paid to the director during the year in respect of his or her service as a director, may not exceed $250,000 in total value. If an award granted under the Incentive Plan is forfeited, canceled, settled, or otherwise terminated without a distribution of shares, the shares underlying that award will again become available for issuance under the Incentive Plan. However, none of the following shares will be available for issuance under the Incentive Plan: (i) shares delivered to or withheld to pay withholding taxes, (ii) shares used to pay the exercise price of an option, or (iii) shares subject to any exercised share-settled SARs. Any substitute awards shall not reduce the shares authorized for grant under the Incentive Plan.

Administration of the Incentive Plan.

The Incentive Plan will be administered by the plan administrator, who is the Diginex Limited board of directors or a committee that it designates. The plan administrator has the power to determine the terms of the awards granted under the Incentive Plan, including the exercise price, the number of shares subject to each award, and the exercisability of the awards. The plan administrator also has the power to determine the persons to whom and the time or times at which awards will be made and to make all other determinations and take all other actions advisable for the administration of the Incentive Plan.

Participation.

Participation in the Incentive Plan will be open to employees, contractors and consultants, who have been selected as an eligible recipient under the Incentive Plan by the plan administrator.

Types of Awards.

The types of awards that may be made under the Incentive Plan are described below. All of the awards described below are subject to the conditions, limitations, restrictions, vesting and forfeiture provisions determined by the plan administrator, subject to certain limitations provided in the Incentive Plan.

Performance-Based Awards.

Diginex Limited may grant an award conditioned on satisfaction of certain performance criteria. Such performance-based awards include performance-based restricted shares and restricted share units.

Performance Goals.

If the plan administrator determines that the performance-based award to an employee is subject to performance goals, then the performance-based criteria upon which the awards will be based shall be by reference to any one or more of the following: earnings before interest and taxes; earnings before interest, taxes, depreciation and amortization; net operating profit after tax; cash flow; revenue; net revenues; sales; days sales outstanding; scrap rates; income; net income; operating income; net operating income, operating margin; earnings; earnings per share; return on equity; return on investment; return on capital; return on assets; return on net assets; total shareholder return; economic profit; market share; appreciation in the fair market value, book value or other measure of value of ordinary shares; expense/cost control; working capital; volume/production; new products; customer satisfaction; brand development; employee retention or employee turnover; employee satisfaction or engagement; environmental, health, or other safety goals; individual performance; strategic objective milestones; days inventory outstanding; or any other performance goals or a combination of performance goals selected by the plan administrator. Performance goals may be measured either in absolute terms or as compared to any incremental increase or decrease or as compared to results of a peer group or to market performance indicators.

Restricted Shares.

A restricted share award is an award of ordinary shares that vests in accordance with the terms and conditions established by the plan administrator. The plan administrator will determine in the award agreement whether the participant will be entitled to vote the restricted shares and/or receive dividends on such shares.

Restricted Share Units.

A restricted share unit is a right to receive shares or the cash equivalent of ordinary shares at a specified date in the future, subject to forfeiture of such right.

Share Options.

A share option entitles the recipient to purchase ordinary shares at a fixed exercise price. The exercise price per share will be determined by the plan administrator in the applicable award agreement in its sole discretion at the time of the grant. The maximum term of each option shall be fixed by the plan administrator, but in no event shall an option be exercisable more than (i) ten (10) years after the date such option is granted to an employee of Diginex Limited or its affiliates on the date of grant, or (ii) five (5) years after the date such option is granted to a person who is not an employee of Diginex Limited or its affiliates on the date of grant.

Share Appreciation Rights.

A SAR entitles the holder to receive an amount equal to the difference between the fair market value of an ordinary share on the exercise date and the exercise price of the SAR (which may not be less than 100% of the fair market value of an ordinary share on the grant date), multiplied by the number of shares subject to the SAR (as determined by the plan administrator).

Other Share-Based Awards.

Diginex Limited may grant or sell to any participant unrestricted ordinary shares under the Incentive Plan or a dividend equivalent. A dividend equivalent is a right to receive payments, based on dividends with respect to ordinary shares.

Other Cash-Based Awards.

Diginex Limited may grant cash awards under the Incentive Plan, including cash awards as a bonus or upon the attainment of certain performance goals.

Equitable Adjustments.

In the event of a merger, consolidation, reclassification, recapitalization, spin-off, spin-out, repurchase or other reorganization or corporate transaction or event, extraordinary dividend, stock/share split or reverse share split, combination or exchange of shares, or other change in corporate structure or payment of any other distribution, the maximum number and kind of shares reserved for issuance or with respect to which awards may be granted under the Incentive Plan will be adjusted to reflect such event, and the plan administrator will make such adjustments as it deems appropriate and equitable in the number, kind and exercise price of ordinary shares covered by outstanding awards made under the Incentive Plan, and in any other matters that relate to awards and that are affected by the changes in the shares referred to in this section.

Change in Control.

In the event of any proposed change in control (as defined in the Incentive Plan), the plan administrator will take any action as it deems appropriate and equitable to effectuate the purposes of the Incentive Plan and to protect the participants who hold outstanding awards under the Incentive Plan, which action may include, without limitation, the following: (i) the continuation of any award, if Diginex Limited is the surviving corporation; (ii) the assumption of any award by the surviving corporation or its parent or subsidiary; (iii) the substitution by the surviving corporation or its parent or subsidiary of equivalent awards for any award; or (iv) settlement of any award for the change in control price (less, to the extent applicable, the per share exercise or grant price), or, if the per share exercise or grant price equals or exceeds the change in control price or if the plan administrator determines that the award cannot reasonably become vested pursuant to its terms, such award shall terminate and be canceled without consideration.

Amendment and Termination.

The plan administrator may alter, amend, modify, or terminate the Incentive Plan at any time. In addition, no modification of an award will, without the prior written consent of the participant, adversely alter or impair any rights or obligations under any award already granted under the Incentive Plan.

Board Practices

Board Composition

Diginex Limited's business affairs are managed under the direction of its board of directors. Diginex Limited's board of directors consists of XXX members. Our external directors serve for a three-year term which began on XXXX, 2024

Director Independence

Diginex Limited's board of directors consists of XXX members, XXX of whom qualify as independent within the meaning of the independent director guidelines of Nasdaq. XXX are "independent directors" as defined in the rules of Nasdaq and applicable SEC rules.

Committees of the Board of Directors

Diginex Limited's board of directors has established an audit committee, a risk committee, and a nomination committee and a compensation committee. XXX serves as the chair of the audit committee; XXX serves as the chair of the risk committee and XXX serves as the chair of the nomination and compensation committee. Members will serve on these committees until their resignation or until otherwise determined by Diginex Limited's board of directors.

Audit Committee

The Company's audit committee oversees Diginex Limited's corporate accounting and financial reporting process. Among other matters, the audit committee:

- appoints Diginex Limited's independent registered public accounting firm;
- evaluates the independent registered public accounting firm's qualifications, independence and performance;
- determines the engagement of the independent registered public accounting firm;
- reviews and approves the scope of the annual audit and the audit fee;
- discusses with management and the independent registered public accounting firm the results of the annual audit and the review of the Diginex Limited's interim financial statements;
- approves the retention of the independent registered public accounting firm to perform any proposed permissible non-audit services;

- monitors the rotation of partners of the independent registered public accounting firm on DSL's engagement team in accordance with requirements established by the SEC;

- is responsible for reviewing Diginex Limited's financial statements and the Company's management's discussion and analysis of financial condition and results of operations to be included in the Company's annual and interim reports to be filed with the SEC;

- reviews the Company's critical accounting policies and estimates; and

- reviews the audit committee charter and the committee's performance at least annually.

The chair of the audit committee is XXX and XXX are also members of the audit committee. Diginex Limited believes that XXX qualify as an "audit committee financial expert," as such term is defined in Item 401(h) of Regulation S-K. Diginex Limited's board of directors has adopted a written charter for the audit committee.

- oversees the development and maintenance of the risk management framework, including the risk management policies, risk appetite and risk strategy;

- ensures adequate processes and systems for identifying, reporting and mitigating all relevant risk exposures, including regulatory, commercial, financial and operational risks;

- reviews key risk reports and risk registers and provides oversight of the key risks Diginex is exposed to; and

- reviews reports on any material breaches of risk limits and adequacy of actions being taken, and where necessary, institute and oversee special investigations.

Nomination and Compensation Committee

Diginex Limited's nomination and compensation committee will review and recommend policies relating to compensation and benefits of Diginex Limited's officers and employees. Among other matters, the nomination and compensation committee will:

- assist the board in overseeing Diginex Limited's employee compensation policies and practices, including approving the compensation of the CEO and other executive officers and reviewing and approving incentive and equity compensation policies and programs;

- produce the annual report of the committee required by the rules of the SEC; and

- consider and make recommendations relating to the selection and qualification of directors and candidates nominated to serve as directors.

The chair of the Company's nomination and compensation committee is XXX. XXX are also members of the compensation committee. Diginex Limited's board of directors has adopted a written charter for the nomination and compensation committee.

Foreign Private Issuer Status

As a foreign private issuer, Diginex Limited is exempt from the rules under the Exchange Act, prescribing the furnishing and content of proxy statements, and its officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, Diginex Limited is not required under the Exchange Act to file quarterly periodic reports and financial statements with the SEC as frequently or as promptly as U.S. domestic issuers, and is not required to disclose in its periodic reports all of the information that U.S. domestic issuers are required to disclose. Diginex Limited is permitted to follow corporate governance practices in accordance with Cayman Islands law in lieu of most of the corporate governance rules set forth by Nasdaq. As a result, Diginex Limited corporate governance practices differ in some respects from those required to be followed by U.S. companies listed on a national securities exchange.

DESCRIPTION OF SECURITIES

The following summary of the material terms of our securities is not intended to be a complete summary of the rights and preferences of such securities. Reference is made to our Memorandum and Articles, copies of which are filed as an exhibit to the registration statement of which this prospectus is a part (and which is referred to in this section as, respectively, the "memorandum" and the "articles"). We urge you to read our Amended and Restated Memorandum and Articles in its entirety for a complete description of the rights and preferences of our securities.

Diginex Limited

Diginex Limited was incorporated as an exempted company with limited liability under the Companies Act on January 26, 2024. A Cayman Islands exempted company:

- is a company that conducts its business mainly outside the Cayman Islands;
- is prohibited from trading in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the exempted company carried on outside the Cayman Islands (and for this purpose can effect and conclude contracts in the Cayman Islands and exercise in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands);
- does not have to hold an annual general meeting;
- does not have to make its register of members open to inspection by shareholders of that company;
- may obtain an undertaking against the imposition of any future taxation;
- may register by way of continuation in another jurisdiction and be deregistered in the Cayman Islands;
- may register as an exempted limited duration company; and
- may register as a segregated portfolio company.

As of the date of this prospectus, we had (i) one (1) ordinary share issued and outstanding, (ii) no preference shares issued and outstanding, (iii) no outstanding warrants, (iv) no convertible loan notes and (v) no options issued to employees and contractors.

Ordinary Shares

Our Ordinary Shares are issued in registered form, and are issued when registered in our register of members. Unless the board of directors determine otherwise, each holder of our Ordinary Shares will not receive a certificate in respect of such Ordinary Shares. Our shareholders who are non-residents of the Cayman Islands may freely hold and vote their Ordinary Shares. We may not issue shares or warrants to bearer.

As of the date of this prospectus, our authorized share capital is US$50,000 divided into (i) 480,000,000 ordinary shares of par value $0.0001 each (the "Ordinary Shares") and (ii) 20,000,000 preferred shares of par value $0.0001 each (the "Preferred Shares") Subject to the provisions of the Companies Act and our articles regarding redemption and purchase of the shares, our directors have general and unconditional authority to allot (with or without confirming rights of renunciation), grant options over or otherwise deal with any unissued shares to such persons, at such times and on such terms and conditions as they may decide. The directors may deal with unissued shares either at a premium or at par, or with or without preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise. No share may be issued at a discount except in accordance with the provisions of the Companies Act. The directors may refuse to accept any application for shares, and may accept any application in whole or in part, for any reason or for no reason.

At the completion of this offering, there will be [●] Ordinary Shares issued and outstanding. Shares sold in this offering will be delivered against payment from the underwriters upon the closing of the offering in New York, New York, on or about [●].

Preferred Shares

Each Preferred Share carries a number of votes equal to that of the Ordinary Shares then issuable upon its conversion into Ordinary Shares at the record date for determination of the shareholders entitled to vote on such matters. The holders of Preferred Shares and Ordinary Shares shall vote together as a single class unless it is required by applicable law or the Company's Article of Association that Preferred Shares to vote separately as a class.

Each issued Preferred Share shall automatically be converted into Ordinary Shares, at the conversion price (i) immediately upon the Company's registration statement on Form F-1 filed with the SEC being declared effective (the "F-1 Effectiveness") or (ii) upon the prior written approval of the holders of majority of Preferred Shares (voting together as a single class).

Unless converted earlier pursuant to above said, each holder of Preferred Shares shall have the right, at such holder's sole discretion, to convert all or any portion of the Preferred Shares into Ordinary Shares at any time.

Each holder of Preferred Shares shall be entitled to receive dividends, out of any funds legally available therefor, prior and in preference to any declaration or payment of any dividend on the Ordinary Shares or any other class or series of shares issued by the Company, at the rate of four percent per annum of the applicable issue price of the Preferred Shares, on a non-cumulative basis, for each Preferred Share held by such holder.

The Preferred Shares are redeemable at the request of the holders of a majority of the Preferred Shares at earlier of (i) F-1 Effectiveness has not taken place on or before the fifth anniversary of the date on which the first Preferred Share was issued; or (ii) a redemption right held by holder of Preferred Shares under the Articles and any shareholders agreement between Diginex Limited and its shareholders which Diginex Limited is bound to observe from time to time (the "*Shareholder Agreement*") has been triggered by a materially breach of the Articles and such Shareholder Agreement; or (iii) where the Company materially fails to comply with applicable laws and regulations.

The Capitalization of DSL

DSL was incorporated as a corporation in Hong Kong on January 18, 2018.

Ordinary Shares

DSL has 11,626 ordinary shares issued and outstanding as of the date of this prospectus. The ordinary shares of DSL will be transferred to Diginex Limited by the holders thereof in exchange for Diginex Limited's ordinary shares in connection with the closing of the Restructuring.

Preferred Shares

DSL issued 3,000 Preferred Shares for $6 million in July 2021. The preferred shares will be transferred to Diginex Limited by the holders thereof in exchange for Diginex Limited's preferred shares in connection with the closing of the Restructuring.

Warrants

DSL entered into an $8 million share subscription agreement with Rhino Ventures Limited on 28 September 2023 (the "RVL Subscription Agreement"), pursuant to which DSL shall issue Rhino Ventures Limited 5,086 ordinary shares and 10,172 warrants. The warrants will be exercisable for a period of three years from the date they are issued and shall be exercisable at a valuation of $50 million. As of the date of this filing the transaction contemplated by the RVL Subscription Agreement has not closed and DSL has not issued the 5,086 ordinary shares and 10,172 warrants. The ordinary shares and warrants to be issued pursuant to the RVL Subscription Agreement will be transferred to Diginex Limited in exchange for Diginex Limited's ordinary shares and warrants in connection with the closing of the Restructuring.

Convertible Loan Notes

During the year ended 31 March 2023 DSL issued $3.2 million of 8% Convertible Loan Notes ("Notes") and a further $0.1 million in July 2023.

The Notes shall automatically convert into ordinary shares at the conversion price on the earlier of the following events, (i) a relevant fund raising above $10 million, (ii) change of control, or (iii) F1 being declared effective. Such ordinary class of shares to be issued to investors in connection with the relevant fund raising or issued at the completion of the change of control or this prospectus on Form F-1 being declared effective. The Notes will convert at a valuation of $60 million. DSL expects to transfer the Notes to Diginex Limited in exchange for similar convertible loan notes from Diginex Limited in connection with the closing of the Restructuring.

Diginex Limited's Transfer Agent

The transfer agent and registrar for the ordinary shares is [●], at [●].

Diginex Limited's Dividends

Subject to the provisions of the Companies Act and any rights attaching to any class or classes of shares under and in accordance with the articles:

- the directors may declare dividends or distributions out of our funds which are lawfully available for that purpose; and
- our shareholders may, by ordinary resolution, declare dividends but no such dividend shall exceed the amount recommended by the directors.

Subject to the requirements of the Companies Act regarding the application of a company's share premium account and with the sanction of an ordinary resolution, dividends may also be declared and paid out of any share premium account. The directors when paying dividends to shareholders may make such payment either in cash or in specie.

Unless provided by the rights attached to a share, no dividend shall bear interest.

Diginex Limited's Voting Rights

Subject to any rights or restrictions as to voting attached to any shares, unless any share carries special voting rights, on a show of hands every shareholder who is present in person and every person representing a shareholder by proxy shall have one vote per share. On a poll, every shareholder who is present in person and every person representing a shareholder by proxy shall have one vote for each share of which he or the person represented by proxy is the holder. In addition, all shareholders holding shares of a particular class are entitled to vote at a meeting of the holders of that class of shares. Votes may be given either personally or by proxy.

Variation of Rights of Diginex Limited's Shares

Whenever our capital is divided into different classes of shares, the rights attaching to any class of share (unless otherwise provided by the terms of issue of the shares of that class) may be varied either with the consent in writing of the holders of not less than two-thirds of the issued shares of that class, or with the sanction of a resolution passed by a majority of not less than two-thirds of the holders of shares of the class present in person or by proxy at a separate general meeting of the holders of shares of that class.

Unless the terms on which a class of shares was issued state otherwise, the rights conferred on the shareholder holding shares of any class shall not be deemed to be varied by the creation or issue of further shares ranking *pari passu* with the existing shares of that class.

Alteration of Diginex Limited's Share Capital

Subject to the Companies Act, our shareholders may, by ordinary resolution:

- increase our share capital by new shares of the amount fixed by that ordinary resolution and with the attached rights, priorities and privileges set out in that ordinary resolution;

- consolidate and divide all or any of our share capital into shares of larger amount than our existing shares;

- convert all or any of our paid-up shares into stock, and reconvert that stock into paid up shares of any denomination;

- sub-divide our shares or any of them into shares of an amount smaller than that fixed, so, however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived; and

- cancel shares which, at the date of the passing of that ordinary resolution, have not been taken or agreed to be taken by any person and diminish the amount of our share capital by the amount of the shares so cancelled or, in the case of shares without nominal par value, diminish the number of shares into which our capital is divided.

Subject to the Companies Act and to any rights for the time being conferred on the shareholders holding a particular class of shares, our shareholders may, by special resolution, reduce its share capital in any way.

Calls on Diginex Limited's Shares and Forfeiture

Subject to the terms of allotment, the directors may make calls on the shareholders in respect of any monies unpaid on their shares including any premium and each shareholder shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made), pay to us the amount called on his shares as required by notice. Shareholders registered as the joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or if no rate is fixed, at the rate of ten percent per annum. The directors may waive payment of the interest wholly or in part.

We have a first and paramount lien on all shares (whether fully paid up or not) registered in the name of a shareholder (whether solely or jointly with others). The lien is for all monies payable to us by the shareholder or the shareholder's estate:

- either alone or jointly with any other person, whether or not that other person is a shareholder; and

- whether or not those monies are presently payable.

At any time the directors may declare any share to be wholly or partly exempt from the lien on shares provisions of the articles.

We may sell, in such manner as the directors may determine, any share on which the sum in respect of which the lien exists is presently payable, if due notice that such sum is payable has been given (as prescribed by the articles) and, within 14 clear days of the date on which the notice is deemed to be given under the articles, such notice has not been complied with.

Diginex Limited's Unclaimed Dividend

A dividend that remains unclaimed for a period of six years after it became due for payment shall be forfeited to, and shall cease to remain owing by, the company.

Forfeiture or Surrender of Diginex Limited's Shares

If a shareholder fails to pay any capital call, the directors may give to such shareholder not less than 14 clear days' notice requiring payment and specifying the amount unpaid including any interest which may have accrued, any expenses which have been incurred by us due to that person's default and the place where payment is to be made. The notice shall also contain a warning that if the notice is not complied with, the shares in respect of which the call is made will be liable to be forfeited and the place where payment is to be made.

If such notice is not complied with, the directors may, before the payment required by the notice has been received, resolve that any share the subject of that notice be forfeited (which forfeiture shall include all dividends or other monies payable in respect of the forfeited share and not paid before such forfeiture).

A forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the directors think fit.

A person whose shares have been forfeited shall cease to be a shareholder in respect of the forfeited shares, but shall, notwithstanding such forfeiture, remain liable to pay to us all monies which at the date of forfeiture were payable by him to us in respect of the shares, together with all expenses and interest from the date of forfeiture or surrender until payment.

A declaration, whether statutory or under oath, made by a director or the secretary shall be conclusive evidence that the person making the declaration is our director or secretary and that the particular shares have been forfeited or surrendered on a particular date.

Diginex Limited's Share Premium Account

The directors shall establish a share premium account in accordance with the Companies Act and shall carry the credit of such account from time to time to a sum equal to the amount or value of the premium paid on the issue of any share or capital contributed or such other amounts required by the Companies Act.

Redemption and Purchase of Own Diginex Limited's Shares

Subject to the Companies Act and any rights for the time being conferred on the shareholders holding a particular class of shares, we may by action of our directors:

- issue shares that are to be redeemed or liable to be redeemed, at our option or the shareholder holding those redeemable shares, on the terms and in the manner our directors determine before the issue of those shares;

- with the consent by special resolution of the shareholders holding shares of a particular class, vary the rights attaching to that class of shares so as to provide that those shares are to be redeemed or are liable to be redeemed at our option on the terms and in the manner which the directors determine at the time of such variation; and

- purchase all or any of our own shares of any class including any redeemable shares on the terms and in the manner which the directors determine at the time of such purchase.

We may make a payment in respect of the redemption or purchase of its own shares in any manner authorized by the Companies Act, including out of any combination of capital, our profits and the proceeds of a fresh issue of shares.

When making a payment in respect of the redemption or purchase of shares, the directors may make the payment in cash or in specie (or partly in one and partly in the other) if so authorized by the terms of the allotment of those shares or by the terms applying to those shares, or otherwise by agreement with the shareholder holding those shares.

Transfer of Diginex Limited's Shares

Subject to any applicable requirements set forth in the articles and provided that a transfer of shares complies with applicable rules of the Nasdaq Capital Market, and where the shares in question are not listed on or subject to the rules of any designated stock exchange, further subject to any provisions of the Shareholder Agreement and provided that the directors shall approve and register any transfer of Shares made in accordance with the Shareholder Agreement and shall refuse to register any transfer of Shares made otherwise than in accordance with the Shareholder Agreement, a shareholder may transfer shares to another person by completing an instrument of transfer in a usual or common form or in any other form approved by the directors, executed:

- where the shares are fully paid, by or on behalf of that shareholder; and

- where the shares are nil or partly paid, by or on behalf of that shareholder and the transferee.

The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered into our register of members.

Where the shares in question are not listed on or subject to the rules of the Nasdaq Capital Market, our board of directors may, in its absolute discretion, decline to register any transfer of any share that has not been fully paid up or is subject to a company lien. Our board of directors may also decline to register any transfer of such share, without giving any reason, unless:

- the instrument of transfer is lodged with us, accompanied by the certificate for the shares to which it relates and such other evidence as our board of directors may reasonably require to show the right of the transferor to make the transfer;
- the instrument of transfer is in respect of only one class of shares;
- the instrument of transfer is properly stamped, if required;
- the share transferred is fully paid and free of any lien in favor of us;
- any applicable fee as the board of the directors may from time to time require related to the transfer has been paid to us; and
- the transfer is not more than four joint holders.

If our directors refuse to register a transfer, they are required, within two months after the date on which the instrument of transfer was lodged, to send to each of the transferor and the transferee notice of such refusal.

Inspection of Diginex Limited's Books and Records

Holders of our shares will have no general right under the Companies Act to inspect or obtain copies of our register of members or our corporate records (except for the memorandum and articles of association of our Company, any special resolutions passed by our Company and the register of mortgages and charges of our Company).

General Meetings of Diginex Limited's Shareholders

As a Cayman Islands exempted company, we are not obligated by the Companies Act to call shareholders' annual general meetings; accordingly, we may, but shall not be obliged to, in each year hold a general meeting as an annual general meeting. Any annual general meeting held shall be held at such time and place as may be determined by our board of directors. All general meetings other than annual general meetings shall be called extraordinary general meetings.

The directors may convene general meetings whenever they think fit. General meetings shall also be convened on the written requisition of one or more of the shareholders entitled to attend and vote at our general meetings who (together) hold not less than ten percent of the rights to vote at such general meeting in accordance with the notice provisions in the articles, specifying the purpose of the meeting and signed by each of the shareholders making the requisition. If the directors do not convene such meeting within 21 clear days' from the date of receipt of the written requisition, those shareholders who requested the meeting or any of them may convene the general meeting themselves within three months after the end of such period of 21 clear days in which case reasonable expenses incurred by them as a result of the directors failing to convene a meeting shall be reimbursed by us.

At least seven (7) clear days' notice of an extraordinary general meeting and fourteen (14) clear days' notice of an annual general meeting shall be given to shareholders entitled to attend and vote at such meeting. The notice shall specify the place, the day and the hour of the meeting and the general nature of that business. In addition, if a resolution is proposed as a special resolution, the text of that resolution shall be given to all shareholders. Notice of every general meeting shall also be given to the directors and our auditors.

Subject to the Companies Act and with the consent of the shareholders who, individually or collectively, hold at least 90 percent of the voting rights of all those who have a right to vote at a general meeting, a general meeting may be convened on shorter notice.

A quorum shall consist of the presence (whether in person or represented by proxy) of one or more shareholders holding shares that represent not less than one-third of the outstanding shares carrying the right to vote at such general meeting and where the shares of the Company are not listed on a designated stock exchange, two shareholders.

If, within 15 minutes from the time appointed for the general meeting, or at any time during the meeting, a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be cancelled. In any other case it shall stand adjourned to the same time and place seven days hence, or to such other time or place as is determined by the directors.

The chairman may, with the consent of a meeting at which a quorum is present, adjourn the meeting. When a meeting is adjourned for more than seven clear days, notice of the adjourned meeting shall be given in accordance with the articles.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before, or on, the declaration of the result of the show of hands) demanded by the chairman of the meeting or by at least two shareholders having the right to vote on the resolutions or one or more shareholders present who together hold not less than ten percent of the voting rights of all those who are entitled to vote on the resolution. Unless a poll is so demanded, a declaration by the chairman as to the result of a resolution and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the outcome of a show of hands, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.

If a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.

Directors of Diginex Limited

We may by ordinary resolution, from time to time, fix the maximum and minimum number of directors to be appointed. Under the articles, we are required to have a minimum of one director and the maximum number of Directors shall be unlimited.

A director may be appointed by ordinary resolution or by the directors. Any appointment may be to fill a vacancy or as an additional director.

Unless the remuneration of the directors is determined by the shareholders by ordinary resolution, the directors shall be entitled to such remuneration as the directors may determine.

The shareholding qualification for directors may be fixed by our shareholders by ordinary resolution and unless and until so fixed no share qualification shall be required.

A director may be removed by ordinary resolution.

A director may at any time resign from office by giving us notice in writing. Unless the notice specifies a different date, the director shall be deemed to have resigned on the date that the notice is delivered to us.

Subject to the provisions of the articles, the office of a director may be terminated forthwith if:

- he is prohibited by the law of the Cayman Islands from acting as a director;
- he is made bankrupt or makes an arrangement or composition with his creditors generally;
- he resigns his office by notice to us;
- he only held office as a director for a fixed term and such term expires;
- in the opinion of a registered medical practitioner by whom he is being treated he becomes physically or mentally incapable of acting as a director;

- he is given notice by the majority of the other directors (not being less than two in number) to vacate office (without prejudice to any claim for damages for breach of any agreement relating to the provision of the services of such director);
- he is made subject to any law relating to mental health or incompetence, whether by court order or otherwise; or
- without the consent of the other directors, he is absent from meetings of directors for continuous period of six months.

Each of the audit committee and the nomination and compensation committee shall consist of at least three directors and the majority of the committee members shall be independent within the meaning of Section 5605(a)(2) of the Nasdaq listing rules. The audit committee shall consist of at least three directors, all of whom shall be independent within the meaning of Section 5605(a)(2) of the Nasdaq listing rules and will meet the criteria for independence set forth in Rule 10A-3 or Rule 10C-1 of the Exchange Act.

Powers and Duties of Diginex Limited's Directors

Subject to the provisions of the Companies Act and our Amended and Restated Memorandum and Articles, our business shall be managed by the directors, who may exercise all our powers. No prior act of the directors shall be invalidated by any subsequent alteration of our memorandum or articles. To the extent allowed by the Companies Act, however, shareholders may by special resolution validate any prior or future act of the directors which would otherwise be in breach of their duties.

The directors may delegate any of their powers to any committee consisting of one or more persons who need not be shareholders and may include non-directors so long as the majority of those persons are directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Upon the initial closing of this offering, our board of directors will have established an audit committee, compensation committee, and nomination and corporate governance committee.

The board of directors may establish any local or divisional board of directors or agency and delegate to it its powers and authorities (with power to sub-delegate) for managing any of our affairs whether in the Cayman Islands or elsewhere and may appoint any persons to be members of a local or divisional board of directors, or to be managers or agents, and may fix their remuneration.

The directors may from time to time and at any time by power of attorney or in any other manner they determine appoint any person, either generally or in respect of any specific matter, to be our agent with or without authority for that person to delegate all or any of that person's powers.

The directors may from time to time and at any time by power of attorney or in any other manner they determine appoint any person, whether nominated directly or indirectly by the directors, to be our attorney or our authorized signatory and for such period and subject to such conditions as they may think fit. The powers, authorities and discretions, however, must not exceed those vested in, or exercisable, by the directors under the articles.

The board of directors may remove any person so appointed and may revoke or vary the delegation.

The directors may exercise all of our powers to borrow money and to mortgage or charge its undertaking, property and assets both present and future and uncalled capital or any part thereof, to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of ours or our parent undertaking (if any) or any subsidiary undertaking of us or of any third party.

A director shall not, as a director, vote in respect of any contract, transaction, arrangement or proposal in which he has an interest which (together with any interest of any person connected with him) is a material interest (otherwise than by virtue of his interests, direct or indirect, in shares or debentures or other securities of, or otherwise in or through, us) and if he shall do so his vote shall not be counted, nor in relation thereto shall he be counted in the quorum present at the meeting, but (in the absence of some other material interest than is mentioned below) none of these prohibitions shall apply to:

(a) the giving of any security, guarantee or indemnity in respect of:

(i) money lent or obligations incurred by him or by any other person for our benefit or any of our subsidiaries; or

(ii) a debt or obligation of ours or any of our subsidiaries for which the director himself has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(b) where we or any of our subsidiaries is offering securities in which offer the director is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which the director is to or may participate;

(c) any contract, transaction, arrangement or proposal affecting any other body corporate in which he is interested, directly or indirectly and whether as an officer, shareholder, creditor or otherwise howsoever, provided that he (together with persons connected with him) does not to his knowledge hold an interest representing one percent or more of any class of the equity share capital of such body corporate (or of any third body corporate through which his interest is derived) or of the voting rights available to shareholders of the relevant body corporate;

(d) any act or thing done or to be done in respect of any arrangement for the benefit of the employees of us or any of our subsidiaries under which he is not accorded as a director any privilege or advantage not generally accorded to the employees to whom such arrangement relates; or

(e) any matter connected with the purchase or maintenance for any director of insurance against any liability or (to the extent permitted by the Companies Act) indemnities in favor of directors, the funding of expenditure by one or more directors in defending proceedings against him or them or the doing of anything to enable such director or directors to avoid incurring such expenditure.

A director may, as a director, vote (and be counted in the quorum) in respect of any contract, transaction, arrangement or proposal in which he has an interest which is not a material interest or as described above.

Capitalization of Diginex Limited's Profits

Subject to the Memorandum and Articles, the directors may resolve to capitalize:

- any part of our profits not required for paying any preferential dividend (whether or not those profits are available for distribution); or
- any sum standing to the credit of our share premium account or capital redemption reserve, if any.

The amount resolved to be capitalized must be appropriated to the shareholders who would have been entitled to it had it been distributed by way of dividend and in the same proportions.

Liquidation Rights of Diginex Limited's Shareholders

If we are wound up, the shareholders may, subject to the articles and any other sanction required by the Companies Act, pass a special resolution allowing the liquidator to do either or both of the following:

- to divide in specie among the shareholders the whole or any part of our assets and, for that purpose, to value any assets and to determine how the division shall be carried out as between the shareholders or different classes of shareholders; and
- to vest the whole or any part of the assets in trustees for the benefit of shareholders and those liable to contribute to the winding up.

The directors have the authority to present a petition for our winding up to the Grand Court of the Cayman Islands on our behalf without the sanction of a resolution passed at a general meeting.

Diginex Limited's Register of Members

Under the Companies Act, we must keep a register of members and there should be entered therein:

- the names and addresses of our shareholders, and, a statement of the shares held by each member, which:
  - distinguishes each share by its number (so long as the share has a number);
  - confirms the amount paid, or agreed to be considered as paid, on the shares of each member;
  - confirms the number and category of shares held by each member; and
  - confirms whether each relevant category of shares held by a member carries voting rights under the articles of association of the company, and if so, whether such voting rights are conditional;
- the date on which the name of any person was entered on the register as a shareholder; and
- the date on which any person ceased to be a shareholder.

Under the Companies Act, the register of members of our Company is prima facie evidence of the matters set out therein (that is, the register of members will raise a presumption of fact on the matters referred to above unless rebutted) and a shareholder registered in the register of members is deemed as a matter of the Companies Act to have legal title to the shares as set against its name in the register of members. Upon the completion of this offering, the register of members will be immediately updated to record and give effect to the issuance of shares by us to the custodian or its nominee. Once our register of members has been updated, the shareholders recorded in the register of members will be deemed to have legal title to the shares set against their name.

If the name of any person is incorrectly entered in or omitted from our register of members, or if there is any default or unnecessary delay in entering on the register the fact of any person having ceased to be a shareholder of our Company, the person or shareholder aggrieved (or any shareholder of our Company or our Company itself) may apply to the Grand Court of the Cayman Islands for an order that the register be rectified, and the Court may either refuse such application or it may, if satisfied of the justice of the case, make an order for the rectification of the register.

Certain Differences in Corporate Law

The Companies Act is derived, to a large extent, from the older Companies Acts of England and Wales but does not follow recent United Kingdom statutory enactments, and accordingly there are significant differences between the Companies Act and the current Companies Act of the UK. In addition, the Companies Act differs from laws applicable to United States corporations and their shareholders. Set forth below is a summary of certain significant differences between the provisions of the Companies Act applicable to us and the comparable laws applicable to companies incorporated in the State of Delaware in the United States and companies incorporated in Hong Kong.

	Delaware	Cayman Islands
Title of Organizational Documents	Certificate of Incorporation and Bylaws	Certificate of Incorporation and Memorandum and Articles of Association
Duties of Directors	Under Delaware law, the business and affairs of a corporation are managed by or under the direction of its board of directors. In exercising their powers, directors are charged with a fiduciary duty of care to protect the interests of the corporation and a fiduciary duty of loyalty to act in the best interests of its shareholders. The duty of care requires that directors act in an informed and deliberative manner and inform themselves, prior to making a business decision, of all material information reasonably available to them. The duty of care also requires that directors exercise care in overseeing and investigating the conduct of the corporation's employees. The duty of loyalty may be summarized as the duty to act in good faith, not out of self-interest, and in a manner which the director reasonably believes to be in the best interests of the shareholders.	As a matter of Cayman Islands law, a director owes three types of duties to the company: (i) statutory duties, (ii) fiduciary duties, and (iii) common law duties. The Companies Act imposes a number of statutory duties on a director. A Cayman Islands director's fiduciary duties are not codified, however the courts of the Cayman Islands have held that a director owes the following fiduciary duties (a) a duty to act in what the director bona fide considers to be in the best interests of the company, (b) a duty to exercise their powers for the purposes they were conferred, (c) a duty to avoid fettering his or her discretion in the future and (d) a duty to avoid conflicts of interest and of duty. The common law duties owed by a director are those to act with skill, care and diligence that may reasonably be expected of a person carrying out the same functions as are carried out by that director in relation to the company and, also, to act with the skill, care and diligence in keeping with a standard of care commensurate with any particular skill they have which enables them to meet a higher standard than a director without those skills. In fulfilling their duty of care to us, our directors must ensure compliance with our amended articles of association, as amended and restated from time to time. We have the right to seek damages where certain duties owed by any of our directors are breached.
Limitations on Personal Liability of Directors	Subject to the limitations described below, a certificate of incorporation may provide for the elimination or limitation of the personal liability of a director to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director. Such provision cannot limit liability for breach of loyalty, bad faith, intentional misconduct, unlawful payment of dividends or unlawful share purchase or redemption. In addition, the certificate of incorporation cannot limit liability for any act or omission occurring prior to the date when such provision becomes effective.	The Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of Officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime.

Indemnification of Directors, Officers, Agents, and Others	A corporation has the power to indemnify any director, officer, employee, or agent of corporation who was, is, or is threatened to be made a party who acted in good faith and in a manner he believed to be in the best interests of the corporation, and if with respect to a criminal proceeding, had no reasonable cause to believe his conduct would be unlawful, against amounts actually and reasonably incurred.	Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of directors and officers, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against the consequences of committing a crime, or against the indemnified person's own fraud or dishonesty. Our amended and restated articles of association provide to the extent permitted by law, we shall indemnify each existing or former secretary, director (including alternate director), and any of our other officers (including an investment adviser or an administrator or liquidator) and their personal representatives against: (a) all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by the existing or former director (including alternate director), secretary or officer in or about the conduct of our business or affairs or in the execution or discharge of the existing or former director (including alternate director), secretary's or officer's duties, powers, authorities or discretions; and (b) without limitation to paragraph (a) above, all costs, expenses, losses or liabilities incurred by the existing or former director (including alternate director), secretary or officer in defending (whether successfully or otherwise) any civil, criminal, administrative or investigative proceedings (whether threatened, pending or completed) concerning us or our affairs in any court or tribunal, whether in the Cayman Islands or elsewhere.

		No such existing or former director (including alternate director), secretary or officer, however, shall be indemnified in respect of any matter arising out of his own actual fraud, willful default or willful neglect.
		To the extent permitted by law, we may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by an existing or former director (including alternate director), secretary or any of our officers in respect of any matter identified in above on condition that the director (including alternate director), secretary or officer must repay the amount paid by us to the extent that it is ultimately found not liable to indemnify the director (including alternate director), the secretary or that officer for those legal costs.
Interested Directors	Under Delaware law, a transaction in which a director who has an interest in such transaction would not be voidable if (i) the material facts as to such interested director's relationship or interests are disclosed or are known to the board of directors and the board in good faith authorizes the transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum, (ii) such material facts are disclosed or are known to the shareholders entitled to vote on such transaction and the transaction is specifically approved in good faith by vote of the shareholders, or (iii) the transaction is fair as to the corporation as of the time it is authorized, approved or ratified. Under Delaware law, a director could be held liable for any transaction in which such director derived an improper personal benefit.	Interested director transactions are governed by the terms of a company's memorandum and articles of association.

Voting Requirements	The certificate of incorporation may include a provision requiring supermajority approval by the directors or shareholders for any corporate action. In addition, under Delaware law, certain business combinations involving interested shareholders require approval by a supermajority of the non-interested shareholders.	For the protection of shareholders, certain matters must be approved by special resolution of the shareholders as a matter of Cayman Islands law, including alteration of the memorandum or articles of association, appointment of inspectors to examine company affairs, reduction of share capital (subject, in relevant circumstances, to court approval), change of name, authorization of a plan of merger or transfer by way of continuation to another jurisdiction or consolidation or voluntary winding up of the company. The Companies Act requires that a special resolution be passed by a majority of at least two-thirds or such higher percentage as set forth in the memorandum and articles of association, of shareholders being entitled to vote and do vote in person or by proxy at a general meeting, or by unanimous written consent of shareholders entitled to vote at a general meeting. The Companies Act defines "special resolutions" only. A company's memorandum and articles of association can therefore tailor the definition of "ordinary resolutions" as a whole, or with respect to specific provisions.
Voting for Directors	Under Delaware law, unless otherwise specified in the certificate of incorporation or bylaws of the corporation, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.	Director election is governed by the terms of the memorandum and articles of association.

Cumulative Voting	No cumulative voting for the election of directors unless so provided in the certificate of incorporation.	There are no prohibitions in relation to cumulative voting under the Companies Act but our amended and restated articles of association do not provide for cumulative voting.
Directors' Powers Regarding Bylaws	The certificate of incorporation may grant the directors the power to adopt, amend or repeal bylaws.	The memorandum and articles of association may only be amended by a special resolution of the shareholders.
Nomination and Removal of Directors and Filling Vacancies on Board	Shareholders may generally nominate directors if they comply with advance notice provisions and other procedural requirements in company bylaws. Holders of a majority of the shares may remove a director with or without cause, except in certain cases involving a classified board or if the company uses cumulative voting. Unless otherwise provided for in the certificate of incorporation, directorship vacancies are filled by a majority of the directors elected or then in office.	Nomination and removal of directors and filling of board vacancies are governed by the terms of the memorandum and articles of association.

Mergers and Similar Arrangements	Under Delaware law, with certain exceptions, a merger, consolidation, or sale of all or substantially all of the assets of a corporation must be approved by the board of directors and by a majority of the outstanding voting power of the shares entitled to vote thereon. Under Delaware law, a shareholder of a corporation participating in certain mergers are entitled to appraisal rights pursuant to which such shareholder may receive cash in the amount of the fair value (as determined by the Delaware Court of Chancery) of the shares held by such shareholder in lieu of the consideration such shareholder would otherwise receive in the transaction.	The Companies Act provides for the merger or consolidation of two or more companies into a single entity. The legislation makes a distinction between a "consolidation" and a "merger." In a consolidation, a new entity is formed from the combination of each participating company, and the separate consolidating parties, as a consequence, cease to exist and are each stricken by the Registrar of Companies. In a merger, one company remains as the surviving entity, having in effect absorbed the other merging parties that are then stricken and cease to exist.
	Delaware law also provides that a parent entity, by resolution of its board of directors, may merge with any subsidiary corporation, of which it owns at least 90% of each class of capital stock without a vote by shareholders of such subsidiary. Upon any such merger, dissenting shareholders of the subsidiary would have appraisal rights unless the subsidiary is wholly owned.	Two or more Cayman-registered companies may merge or consolidate. Cayman-registered companies may also merge or consolidate with foreign companies provided that the laws of the foreign jurisdiction permit such merger or consolidation. Under the Companies Act, a plan of merger or consolidation shall be authorized by each constituent company by way of (i) a special resolution of the members of each such constituent company; and (ii) such other authorization, if any, as may be specified in such constituent company's memorandum and articles of association.

A merger between a Cayman parent company and its Cayman subsidiary or subsidiaries does not require authorization by a resolution of shareholders of that Cayman subsidiary if a copy of the plan of merger is given to every member of that Cayman subsidiary to be merged unless that member agrees otherwise. For this purpose a subsidiary is a company of which at least ninety percent (90%) of the votes are owned by the parent company.

The consent of each holder of a fixed or floating security interest over a constituent company is required unless this requirement is waived by a court in the Cayman Islands.

Save in certain circumstances, a dissentient shareholder of a Cayman constituent company is entitled to payment of the fair value of his shares upon dissenting to a merger or consolidation. The exercise of appraisal rights will preclude the exercise of any other rights save for the right to seek relief on the grounds that the merger or consolidation is void or unlawful.

In addition, there are statutory provisions that facilitate the reconstruction and amalgamation of companies, provided that the arrangement is approved by seventy-five percent (75%) in value of the shareholders or class of shareholders, as the case may be, that are present and voting either in person or by proxy at a meeting, or meetings, convened for that purpose. The convening of the meetings and subsequently the arrangement must be sanctioned by the Grand Court of the Cayman Islands. While a dissenting shareholder has the right to express to the court the view that the transaction ought not to be approved, the court can be expected to approve the arrangement if it determines that:

- the statutory provisions as to the required majority vote have been met;

- the shareholders have been fairly represented at the meeting in question;

- the arrangement is such that may be reasonably approved by an intelligent and honest man of that class acting in respect of his interest; and

- the arrangement is not one that would more properly be sanctioned under some other provision of the Companies Act or that would amount to a "fraud on the minority".

When a takeover offer is made and accepted by holders of not less than 90.0% of the shares affected within four (4) months, the offeror may, within a two (2) month period commencing on the expiration of such four (4) month period, require the holders of the remaining shares to transfer such shares on the terms of the offer. An objection can be made to the Grand Court of the Cayman Islands, but this is unlikely to succeed in the case of an offer which has been so approved unless there is evidence of fraud, bad faith or collusion.

If an arrangement and reconstruction is thus approved, the dissenting shareholder would have no rights comparable to appraisal rights, which would otherwise ordinarily be available to dissenting shareholders of Delaware corporations, providing rights to receive payment in cash for the judicially determined value of the shares.

Shareholder Suits	Class actions and derivative actions generally are available to shareholders under Delaware law for, among other things, breach of fiduciary duty, corporate waste and actions not taken in accordance with applicable law. In such actions, the court generally has discretion to permit the winning party to recover attorneys' fees incurred in connection with such action but such discretion is rarely used. Generally, Delaware follows the American rule under which each party bears its own costs.	In principle, we will normally be the proper plaintiff and as a general rule a derivative action may not be brought by a minority shareholder. However, based on English authorities, which would in all likelihood be of persuasive authority in the Cayman Islands, there are exceptions to the foregoing principle, including when: ● a company acts or proposes to act illegally or ultra vires; ● the act complained of, although not ultra vires, could only be effected duly if authorized by more than a simple majority vote that has not been obtained; and ● those who control the company are perpetrating a "fraud on the minority.
Inspection of Corporate Records	Under Delaware law, shareholders of a corporation, upon written demand under oath stating the purpose thereof, have the right during normal business hours to inspect for any proper purpose, and to make copies and extracts of list(s) of shareholders and other books and records of the corporation and its subsidiaries, if any, to the extent the books and records of such subsidiaries are available to the corporation.	Shareholders of a Cayman Islands exempted company have no general right under Cayman Islands law to inspect or obtain copies of a list of shareholders or other corporate records (other than copies of our memorandum and articles, the register of mortgages or charges, and any special resolutions passed by our shareholders) of the company. However, these rights may be provided in the company's memorandum and articles of association.

Shareholder Proposals	Under Delaware law, a shareholder has the right to put any proposal before the annual meeting of shareholders, provided it complies with the notice provisions in the corporation's governing documents. A special meeting may be called by the board of directors or any other person authorized to do so in the corporation's governing documents, but shareholders may be precluded from calling special meetings.	The Companies Act does not provide shareholders any right to bring business before a meeting or requisition a general meeting. However, these rights may be provided in the company's memorandum and articles of association.
Approval of Corporate Matters by Written Consent	Delaware law permits shareholders to take action by written consent signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of shareholders unless otherwise provided in the corporation's certificate of incorporation. A corporation must send prompt notice of the taking of the corporate action approved by shareholders without a meeting by less than unanimous written consent to those shareholders who have not consented in writing and who would have otherwise been entitled to notice of the meeting at which such action would have been taken.	The Companies Act allows a special resolution to be passed in writing if signed by all the voting shareholders (if authorized by the memorandum and articles of association).
Calling of Special Shareholders Meetings	Delaware law permits the board of directors or any person who is authorized under a corporation's certificate of incorporation or bylaws to call a special meeting of shareholders.	The Companies Act does not have provisions governing the proceedings of shareholders meetings which are usually provided in the memorandum and articles of association.

Anti-money Laundering — Cayman Islands

In order to comply with legislation or regulations aimed at the prevention of money laundering, we are required to adopt and maintain anti-money laundering procedures and may require subscribers to provide evidence to verify their identity and source of funds. Where permitted, and subject to certain conditions, we may also delegate the maintenance of our anti-money laundering procedures (including the acquisition of due diligence information) to a suitable person.

We reserve the right to request such information as is necessary to verify the identity of a subscriber. In some cases the directors may be satisfied that no further information is required since an exemption applies under the Anti-Money Laundering Regulations (Revised) of the Cayman Islands, as amended and revised from time to time (the "Regulations"). Depending on the circumstances of each application, a detailed verification of identity might not be required where:

- the subscriber makes the payment for their investment from an account held in the subscriber's name at a recognized financial institution; or

- the subscriber is regulated by a recognized regulatory authority and is based or incorporated in, or formed under the law of, a recognized jurisdiction; or

- the application is made through an intermediary which is regulated by a recognized regulatory authority and is based in or incorporated in, or formed under the law of a recognized jurisdiction and an assurance is provided in relation to the procedures undertaken on the underlying investors.

For the purposes of these exceptions, recognition of a financial institution, regulatory authority, or jurisdiction will be determined in accordance with the Regulations by reference to those jurisdictions recognized by the Cayman Islands Monetary Authority as having equivalent anti-money laundering regulations.

In the event of delay or failure on the part of the subscriber in producing any information required for verification purposes, we may refuse to accept the application, in which case any funds received will be returned without interest to the account from which they were originally debited.

We also reserve the right to refuse to make any redemption payment to a shareholder if our directors or officers suspect or are advised that the payment of redemption proceeds to such shareholder might result in a breach of applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or if such refusal is considered necessary or appropriate to ensure our compliance with any such laws or regulations in any applicable jurisdiction.

If any person resident in the Cayman Islands knows or suspects or has reason for knowing or suspecting that another person is engaged in criminal conduct or is involved with terrorism or terrorist property and the information for that knowledge or suspicion came to their attention in the course of their business in the regulated sector, or other trade, profession, business or employment, the person will be required to report such knowledge or suspicion to (i) a nominated officer (appointed in accordance with the Proceeds of Crime Act (Revised) of the Cayman Islands) or the Financial Reporting Authority of the Cayman Islands, pursuant to the Proceeds of Crime Act (Revised), if the disclosure relates to criminal conduct or money laundering or (ii) to a police constable or a nominated officer (pursuant to the Terrorism Act (Revised) of the Cayman Islands) or the Financial Reporting Authority, pursuant to the Terrorism Act (Revised), if the disclosure relates to involvement with terrorism or terrorist financing and terrorist property. Such a report shall not be treated as a breach of confidence or of any restriction upon the disclosure of information imposed by any enactment or otherwise.

Data Protection in the Cayman Islands — Privacy Notice

This privacy notice explains the manner in which we collect, process, and maintain personal data about our investors pursuant to the Data Protection Act (Revised) of the Cayman Islands, as amended from time to time and any regulations, codes of practice, or orders promulgated pursuant thereto (the "DPA**"**).

We are committed to processing personal data in accordance with the DPA. In our use of personal data, we will be characterized under the DPA as a "data controller," whilst certain of our service providers, affiliates, and delegates may act as "data processors" under the DPA. These service providers may process personal information for their own lawful purposes in connection with services provided to us.

By virtue of your investment in our Company, we and certain of our service providers may collect, record, store, transfer, and otherwise process personal data by which individuals may be directly or indirectly identified.

Your personal data will be processed fairly and for lawful purposes, including (a) where the processing is necessary for us to perform a contract to which you are a party or for taking pre-contractual steps at your request, (b) where the processing is necessary for compliance with any legal, tax, or regulatory obligation to which we are subject, or (c) where the processing is for the purposes of legitimate interests pursued by us or by a service provider to whom the data are disclosed. As a data controller, we will only use your personal data for the purposes for which we collected it. If we need to use your personal data for an unrelated purpose, we will contact you.

We anticipate that we will share your personal data with our service providers for the purposes set out in this privacy notice. We may also share relevant personal data where it is lawful to do so and necessary to comply with our contractual obligations or your instructions or where it is necessary or desirable to do so in connection with any regulatory reporting obligations. In exceptional circumstances, we will share your personal data with regulatory, prosecuting, and other governmental agencies or departments, and parties to litigation (whether pending or threatened), in any country or territory including to any other person where we have a public or legal duty to do so (e.g. to assist with detecting and preventing fraud, tax evasion, and financial crime or compliance with a court order).

Your personal data shall not be held by our Company for longer than necessary with regard to the purposes of the data processing.

We will not sell your personal data. Any transfer of personal data outside of the Cayman Islands shall be in accordance with the requirements of the DPA. Where necessary, we will ensure that separate and appropriate legal agreements are put in place with the recipient of that data.

We will only transfer personal data in accordance with the requirements of the DPA, and will apply appropriate technical and organizational information security measures designed to protect against unauthorized or unlawful processing of the personal data and against the accidental loss, destruction, or damage to the personal data.

If you are a natural person, this will affect you directly. If you are a corporate investor (including, for these purposes, legal arrangements such as trusts or exempted limited partnerships) that provides us with personal data on individuals connected to you for any reason in relation to your investment into our Company, this will be relevant for those individuals and you should inform such individuals of the content.

You have certain rights under the DPA, including (a) the right to be informed as to how we collect and use your personal data (and this privacy notice fulfils our obligation in this respect), (b) the right to obtain a copy of your personal data, (c) the right to require us to stop direct marketing, (d) the right to have inaccurate or incomplete personal data corrected, (e) the right to withdraw your consent and require us to stop processing or restrict the processing, or not begin the processing of your personal data, (f) the right to be notified of a data breach (unless the breach is unlikely to be prejudicial), (g) the right to obtain information as to any countries or territories outside the Cayman Islands to which we, whether directly or indirectly, transfer, intend to transfer, or wish to transfer your personal data, general measures we take to ensure the security of personal data, and any information available to us as to the source of your personal data, (h) the right to complain to the Office of the Ombudsman of the Cayman Islands, and (i) the right to require us to delete your personal data in some limited circumstances.
If you consider that your personal data has not been handled correctly, or you are not satisfied with our responses to any requests you have made regarding the use of your personal data, you have the right to complain to the Cayman Islands' Ombudsman. The Ombudsman can be contacted by calling +1 (345) 946-6283 or by email at info@ombudsman.ky.

Legislation of the Cayman Islands

The Cayman Islands, together with several other non-European Union jurisdictions, have recently introduced legislation aimed at addressing concerns raised by the Council of the European Union as to offshore structures engaged in certain activities which attract profits without real economic activity. With effect from January 1, 2019, the International Tax Co-operation (Economic Substance) Act (Revised) (the "Substance Act") came into force in the Cayman Islands introducing certain economic substance requirements for in-scope Cayman Islands entities which are engaged in certain "relevant activities," which in the case of exempted companies incorporated before January 1, 2019, applies in respect of financial years commencing July 1, 2019, onwards. However, it is anticipated that our Company may remain out of scope of the legislation or else be subject to more limited substance requirements.

Certain Anti-Takeover Provisions in our Charter

Rule 144

Pursuant to Rule 144 under the Securities Act ("Rule 144"), a person who has beneficially owned restricted ordinary shares or warrants for at least six months would be entitled to sell their securities, provided that (i) such person is not deemed to have been one of our affiliates at the time of, or at any time during the three months preceding, a sale and (ii) we are subject to the Exchange Act periodic reporting requirements for at least three months before the sale and have filed all required reports under Section 13 or 15(d) of the Exchange Act during the 12 months (or such shorter period as we were required to file reports) preceding the sale.

Persons who have beneficially owned restricted ordinary shares or warrants for at least six months but who are our affiliates at the time of, or at any time during the three months preceding, a sale, would be subject to additional restrictions, by which such person would be entitled to sell within any three-month period only a number of securities that does not exceed the greater of:

- one percent (1%) of the total number of shares of ordinary shares then issued and outstanding; or
- the average weekly reported trading volume of the ordinary shares during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

Sales by our affiliates under Rule 144 are also limited by manner of sale provisions and notice requirements and to the availability of current public information about us.

Listing of Securities

The Company's plans to apply to list its Ordinary Shares on The Nasdaq Stock Market under the symbol "XXXX".

PRINCIPAL SECURITYHOLDERS

Rhino Ventures Limited is the sole owner of 100% of the issued and outstanding Ordinary Shares of Diginex Limited. Prior to the consummation of the Restructuring, Diginex Limited has only one shareholder. Following the consummation of the Restructuring, Diginex Limited assume the capitalization of DSL

As of February 1, 2024, the ordinary shares of DSL are held as follows:

Name and Address of Beneficial Owner	Number of DSL Ordinary Shares	%
Executive Officers and Directors		
Miles Pelham(1)	9,945	68.0
Rhino Ventures Limited(1)	9,945	68.0
All Directors and Executive Officers as a Group (One Individual)	9,945	68.0
Five Percent Holders:		
HBM IV, Inc. (2)	3,000	20.5
Nalimz Holding Limited(3)	1,111	7.6

(1) Rhino Ventures Limited, a British Virgin Islands limited liability company, is wholly-owned and managed by Miles Pelham, who has voting and dispositive control over the DSL ordinary shares held by Rhino Ventures Limited. The business address of Rhino Ventures Limited is Craigmuir Chambers, Road Town, Tortola, VS 1110, British Virgin Islands.

(2) HBM IV, Inc. is incorporated in the State of Delaware. The business address is 300 West 57th Street, New York, NY, 10019, United States. HBM IV, Inc. owns 3,000 shares of DSL Series A Convertible Preferred Shares which are convertible into 3,000 ordinary shares of DSL.

(3) Nalimz Holdings Limited is a Hong Kong Limited Company. The business address is Unit 915, 9F, North Tower, Concordia, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong

Following the consummation of the Restructuring we shall set forth information regarding the beneficial ownership based of Diginex Limited's outstanding securities,

As of ____________ [ ], 2024, based on information obtained from the persons named below, with respect to the beneficial ownership of our shares by:

- each of our executive officers;
- each of our directors;
- all of our directors and executive officers as a group; and
- each person known by us to be the beneficial owner of more than 5% of the outstanding shares of our common stock; and the number of shares of our common.

Beneficial ownership includes voting or investment power with respect to the securities. Except as indicated below, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all Ordinary Shares shown as beneficially owned by them. Percentage of beneficial ownership of each listed person prior to this offering is based on [ ] Ordinary Shares outstanding as of the date of this prospectus.

The percentage of Ordinary Shares beneficially owned after the offering is based on [ ] Ordinary Shares outstanding following the sale of [ ] Ordinary Shares, assuming no exercise of the over-allotment option by the underwriters. Information with respect to beneficial ownership has been furnished by each director, officer or beneficial owner of 5% or more of our Ordinary Shares. Beneficial ownership is determined in accordance with the rules of the SEC and generally requires that such person have voting or investment power with respect to securities. In computing the number of Ordinary Shares beneficially owned by a person listed below and the percentage ownership of such person, Ordinary Shares underlying options, warrants or convertible securities held by each such person that are exercisable or convertible within 60 days of the date of this prospectus are deemed outstanding, but are not deemed outstanding for computing the percentage ownership of any other person. As of the date of this prospectus, we have [ ] shareholders of record, [none of which are located in the United States]. All of our officers, directors and 5% or greater shareholders are subject to lock-up agreements. See "Shares Eligible For Future Sale — Lock-Up Agreements."

Name and Address of Beneficial Owner(1)	Number of Ordinary Shares	%
Executive Officers and Directors		

All Directors and Executive Officers as a Group

Five Percent Holders:

Certain Relationships and Related Party Transactions for DSL

Solutions Business Acquisition

On May 15, 2020, Diginex Limited, a company incorporated in Hong Kong, an entity related to the Company ("Diginex HK"), together with Diginex Solutions Limited, sold the legal entities of Diginex Solutions (HK) Limited and Diginex USA LLC, together with the trademarks associated with the Diginex name, to a related party, Rhino Ventures Limited, an entity controlled by Miles Pelham, the founder and former chairman of Diginex HK. The consideration of $6,000,000, that was paid by Rhino Ventures Limited for Diginex Solutions (HK) Limited and Diginex USA LLC, was netted against the shareholder loan between Diginex HK and Pelham Limited, another entity controlled by Miles Pelham. In addition, Diginex HK agreed to fund the business for six months post the sale at a 25% discount to the projected costs.

Diginex Services Limited Acquisition

On September 20, 2021, Diginex Solutions (HK) Limited acquired Diginex Services Limited, a company incorporated in the United Kingdom and controlled by Rhino Ventures Limited for no cash payment. Prior to the acquisition Diginex Solutions (HK) Limited had been funding Diginex Services Limited for, primarily, the provision of IT maintenance and development services.

Rhino Ventures Loan

Rhino Ventures Limited advanced a loan to Diginex Solutions (HK) limited. At 31 March 2023 the outstanding balance was $2.3 million and charged interest of 8% per annum. At September 30, 2023 the outstanding balance was $3.0 million.

Diginex Holdings Loan

On June 28, 2022 Diginex Holdings Limited, a company controlled by Rhino Ventures Limited advanced a loan of $1 million to Diginex Solutions (HK) Limited, bearing an 8% interest coupon. The Loan was still outstanding at March 31, 2023 and September 30, 2023.

Convertible Loan Notes

Between August 2022 and July 2023 DSL raised $3.35 million through the issuance of Convertible Loan Notes to existing DSL shareholders. The Convertible Loan Notes mature on the second anniversary of the effective date, bear an 8% coupon and convert into Ordinary Shares into equity upon the Company becoming publicly listed. The purchasers of Convertible Loan Notes included certain holders of more than 5% of the Company's capital stock and certain directors or their respective affiliates. The following table sets forth the Convertible Loan Notes issued to these related parties:

Stockholder	Principal Amount of Convertible Loan Notes
HBM IV, Inc.	$ 2,000,000
Nalimz Holdings Limited	$ 1,000,000

Miles Pelham compensation

During the years ended March 31, 2022 and 2023, Miles Pelham, the owner of Rhino Ventures Limited was paid $250,000 per annum for the provision of management services to DSL. For the six months ended September 30, 2023, Miles Pelham was paid $125,000 also for the provision of management services.

Related Party Revenue

During the years ended March 31, 2022 and 2023, DSL provided commercial services to certain shareholders. During the period, DSL engaged with Sustainable Fitch Limited, a related party with HBM IV, Inc. and Hafnia SG Pte. Ltd earning $387,751 and $75,638 respectively. During the six months ended September 2023, DSL earned revenues of $48,468 from Hafnia SG Pte. Ltd.

SHARES ELIGIBLE FOR FUTURE SALE

Prior to this offering, there was no public market for our ordinary shares, and while we have applied to list our ordinary shares on the Nasdaq Capital Market, we cannot assure you that an active trading market for our ordinary shares will develop. All of the ordinary shares sold in this offering will be freely transferable by persons other than our "affiliates" without restriction or further registration under the Securities Act. Sales of substantial amounts of our ordinary shares in the public market could have a material adverse effect on the prevailing market prices of our ordinary shares. Future sales of substantial amounts of our ordinary shares in the public market could adversely affect prevailing market prices of our ordinary shares from time to time and could impair our ability to raise equity capital in the future.

Upon the closing of this offering, we will have [____] ordinary shares issued and outstanding. In addition, we will have [____] ordinary shares issuable upon the exercise of the outstanding options and we will have [____] ordinary shares issuable upon the exercise of the representative's warrants.

Lock-up agreements

For further details on the lock-up agreements, see the section entitled "Underwriting– Lock Up Agreements."

Rule 144

In general, under Rule 144 as currently in effect, a person who has beneficially owned our "restricted securities" within the meaning of Rule144 for at least six months is entitled to sell the restricted securities without registration under the Securities Act, subject to certain restrictions. Persons who are our affiliates may sell within any three-month period a number of restricted securities that does not exceed the greater of the following:

1% of the number of shares of ordinary shares then outstanding, which will equal approximately [____]ordinary shares based on the number of ordinary shares outstanding as of March 31, 2023, or

The average weekly trading volume of our ordinary shares on the Nasdaq Capital Market during the four calendar weeks preceding the date on which notice of the sale is filed with the SEC.

Sales under Rule 144 by persons who are deemed our affiliates are subject to manner-of-sale provisions, notice requirements and the availability of current public information about us. Persons who are not our affiliates and have beneficially owned our restricted securities for more than six months but not more than one year may sell the restricted securities without registration under the Securities Act, subject to the availability of current public information about us. Persons who are not our affiliates and have beneficially owned our restricted securities for more than one year may freely sell the restricted securities without registration under the Securities Act.

In addition, in each case, any shares that are subject to lock-up arrangements would only become eligible for sale when the lock-up period expires.

TAXATION

U.S. Federal Income Tax Considerations

The following discussion is a summary of U.S. federal income tax considerations generally applicable to U.S. Holders (as defined below) of the ownership and disposition of our Ordinary Shares. This summary applies only to U.S. Holders that hold our Ordinary Shares as capital assets (generally, property held for investment) and that have the U.S. dollar as their functional currency. This summary is based on U.S. tax laws in effect as of the date of this prospectus, on U.S. Treasury regulations in effect or, in some cases, proposed as of the date of this prospectus, and judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which could apply retroactively and could affect the tax consequences described below. No ruling has been sought from the IRS with respect to any U.S. federal income tax considerations described below, and there can be no assurance that the IRS or a court will not take a contrary position.

This summary does not address the Medicare tax on certain investment income, U.S. federal estate, gift, backup withholding, and alternative minimum tax considerations, or any state, local, and non-U.S. tax considerations, relating to the ownership and disposition of our Ordinary Shares. The following summary does not address all aspects of U.S. federal income taxation that may be important to particular investors in light of their individual circumstances or to persons in special tax situations such as:

- financial institutions or financial services entities;
- underwriters;
- insurance companies;
- pension plans;
- cooperatives;
- regulated investment companies;
- real estate investment trusts;
- grantor trusts;
- broker-dealers;
- traders that elect to use a mark-to-market method of accounting;
- governments or agencies or instrumentalities thereof;
- certain former U.S. citizens or long-term residents;
- tax-exempt entities (including private foundations);
- persons liable for alternative minimum tax;
- persons holding stock as part of a straddle, hedging, conversion or other integrated transaction;
- persons whose functional currency is not the U.S. dollar;
- passive foreign investment companies;
- controlled foreign corporations;
- persons that actually or constructively own 5% or more of the total combined voting power of all classes of our voting stock;
- partnerships or other entities taxable as partnerships for U.S. federal income tax purposes, or persons holding Ordinary Shares through such entities
- the Company’s officers or directors; or
- holders who are not U.S. Holders.

For purposes of this discussion, a "U.S. Holder" is a beneficial owner of our Ordinary Shares that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions, or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of our Ordinary Shares, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. Partnerships holding our Ordinary Shares and their partners are urged to consult their tax advisors regarding an investment in our Ordinary Shares.

PERSONS CONSIDERING AN INVESTMENT IN OUR ORDINARY SHARES SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES APPLICABLE TO THEM RELATING TO THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES INCLUDING THE APPLICABILITY OF U.S. FEDERAL, STATE AND LOCAL TAX LAWS AND NON-U.S. TAX LAWS.

Taxation of Dividends and Other Distributions on Our Ordinary Shares

Subject to the PFIC rules discussed below, a U.S. Holder generally will be required to include in gross income, in accordance with such U.S. Holder's method of accounting for United States federal income tax purposes, as dividends the amount of any distribution paid on the Ordinary Shares to the extent the distribution is paid out of our current or accumulated earnings and profits (as determined under United States federal income tax principles). Such dividends paid by us will be taxable to a corporate U.S. Holder as dividend income and will not be eligible for the dividends-received deduction generally allowed to domestic corporations in respect of dividends received from other domestic corporations. Dividends received by certain non-corporate U.S. Holders (including individuals) may be "qualified dividend income," which is taxed at the lower capital gains rate, provided that our Ordinary Shares are readily tradable on an established securities market in the United States and the U.S. Holder satisfies certain holding periods and other requirements. In this regard, shares generally are considered to be readily tradable on an established securities market in the United States if they are listed on Nasdaq, as our Ordinary Shares are expected to be.

Distributions in excess of such earnings and profits generally will be applied against and reduce the U.S. Holder's basis in its Ordinary Shares (but not below zero) and, to the extent in excess of such basis, will be treated as gain from the sale or exchange of such Ordinary Shares. In the event that we do not maintain calculations of our earnings and profits under United States federal income tax principles, a U.S. Holder should expect that all cash distributions will be reported as dividends for United States federal income tax purposes. U.S. Holders should consult their own tax advisors regarding the availability of the lower rate for any cash dividends paid with respect to our Ordinary Shares.

Dividends will generally be treated as income from foreign sources for U.S. foreign tax credit purposes and will generally constitute passive category income. Depending on the U.S. Holder's individual facts and circumstances, a U.S. Holder may be eligible, subject to a number of complex limitations, to claim a foreign tax credit not in excess of any applicable treaty rate in respect of any foreign withholding taxes imposed on dividends received on our Ordinary Shares. A U.S. Holder who does not elect to claim a foreign tax credit for foreign tax withheld may instead claim a deduction, for U.S. federal income tax purposes, in respect of such withholding, but only for a year in which such U.S. Holder elects to do so for all creditable foreign income taxes. The rules governing the foreign tax credit are complex and their outcome depends in large part on the U.S. Holder's individual facts and circumstances. Accordingly, U.S. Holders are urged to consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

Taxation of Sale or Other Disposition of Ordinary Shares

Subject to the discussion below under "*Passive Foreign Investment Company Rules*," a U.S. Holder will generally recognize capital gain or loss upon the sale or other disposition of Ordinary Shares in an amount equal to the difference between the amount realized upon the disposition and the U.S. Holder's adjusted tax basis in such Ordinary Shares. Any capital gain or loss will be long term if the Ordinary Shares have been held for more than one year and will generally be U.S.-source gain or loss for U.S. foreign tax credit purposes. Long-term capital gains of non-corporate taxpayers are currently eligible for reduced rates of taxation. The deductibility of a capital loss may be subject to limitations. U.S. Holders are urged to consult their tax advisors regarding the tax consequences if a foreign tax is imposed on a disposition of our Ordinary Shares, including the availability of the foreign tax credit under their particular circumstances.

Passive Foreign Investment Company Rules

A non-U.S. corporation, such as our company, will be classified as a PFIC, for U.S. federal income tax purposes for any taxable year, if either (i) 75% or more of its gross income for such year consists of certain types of "passive" income or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For this purpose, cash and cash equivalents are categorized as passive assets and the company's goodwill and other unbooked intangibles are taken into account as non-passive assets. Passive income generally includes, among other things, dividends, interest, rents, royalties, and gains from the disposition of passive assets. We will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

No assurance can be given as to whether we may be or may become a PFIC, as this is a factual determination made annually that will depend, in part, upon the composition of our income and assets. Furthermore, the composition of our income and assets may also be affected by how, and how quickly, we use our liquid assets and the cash raised in this Offering. Under circumstances where our revenue from activities that produce passive income significantly increase relative to our revenue from activities that produce non-passive income, or where we determine not to deploy significant amounts of cash for active purposes, our risk of becoming classified as a PFIC may substantially increase. In addition, because there are uncertainties in the application of the relevant rules, it is possible that the Internal Revenue Service may challenge our classification of certain income and assets as non-passive or our valuation of our tangible and intangible assets, each of which may result in our becoming a PFIC for the current or subsequent taxable years. If we were classified as a PFIC for any year during which a U.S. Holder held our Ordinary Shares, we generally would continue to be treated as a PFIC for all succeeding years during which such U.S. Holder held our Ordinary Shares even if we cease to be a PFIC in subsequent years, unless certain elections are made. Our U.S. counsel expresses no opinion with respect to our PFIC status for any taxable year.

If we are classified as a PFIC for any taxable year during which a U.S. Holder holds our Ordinary Shares, and unless the U.S. Holder makes a mark-to-market election (as described below), the U.S. Holder will generally be subject to special tax rules that have a penalizing effect, regardless of whether we remain a PFIC, on (i) any excess distribution that we make to the U.S. Holder (which generally means any distribution paid during a taxable year to a U.S. Holder that is greater than 125 percent of the average annual distributions paid in the three preceding taxable years or, if shorter, the U.S. Holder's holding period for the Ordinary Shares), and (ii) any gain realized on the sale or other disposition of Ordinary Shares. Under these rules,

- the U.S. Holder's gain or excess distribution will be allocated ratably over the U.S. Holder's holding period for the Ordinary Shares;
- the amount allocated to the current taxable year and any taxable years in the U.S. Holder's holding period prior to the first taxable year in which we are classified as a PFIC (each, a "pre-PFIC year"), will be taxable as ordinary income;
- the amount allocated to each prior taxable year, other than a pre-PFIC year, will be subject to tax at the highest tax rate in effect for individuals or corporations, as appropriate, for that year; and

- an additional tax equal to the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each prior taxable year, other than a pre-PFIC year, of the U.S. Holder.

If we are treated as a PFIC for any taxable year during which a U.S. Holder holds our Ordinary Shares, or if any of our subsidiaries is also a PFIC, such U.S. Holder would be treated as owning a proportionate amount (by value) of the shares of any lower-tier PFICs for purposes of the application of these rules. U.S. Holders are urged to consult their tax advisors regarding the application of the PFIC rules to any of our subsidiaries.

As an alternative to the foregoing rules, a U.S. Holder of "marketable stock" in a PFIC may make a mark-to-market election with respect to such stock, provided that such stock is "regularly traded" within the meaning of applicable U.S. Treasury regulations. If our Ordinary Shares qualify as being regularly traded, and an election is made, the U.S. Holder will generally (i) include as ordinary income for each taxable year that we are a PFIC the excess, if any, of the fair market value of Ordinary Shares held at the end of the taxable year over the adjusted tax basis of such Ordinary Shares and (ii) deduct as an ordinary loss the excess, if any, of the adjusted tax basis of the Ordinary Shares over the fair market value of such Ordinary Shares held at the end of the taxable year, but such deduction will only be allowed to the extent of the amount previously included in income as a result of the mark-to-market election. The U.S. Holder's adjusted tax basis in the Ordinary Shares would be adjusted to reflect any income or loss resulting from the mark-to-market election. If a U.S. Holder makes a mark-to-market election in respect of a corporation classified as a PFIC and such corporation ceases to be classified as a PFIC, the U.S. Holder will not be required to take into account the gain or loss described above during any period that such corporation is not classified as a PFIC. If a U.S. Holder makes a mark-to-market election, any gain such U.S. Holder recognizes upon the sale or other disposition of our Ordinary Shares in a year when we are a PFIC will be treated as ordinary income and any loss will be treated as ordinary loss, but such loss will only be treated as ordinary loss to the extent of the net amount previously included in income as a result of the mark-to-market election.

Because a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a U.S. Holder may continue to be subject to the PFIC rules with respect to such U.S. Holder's indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes.

Furthermore, as an alternative to the foregoing rules, a U.S. Holder that owns stock of a PFIC generally may make a "qualified electing fund" election regarding such corporation to elect out of the PFIC rules described above regarding excess distributions and recognized gains. However, we do not intend to provide information necessary for U.S. Holders to make qualified electing fund elections which, if available, would result in tax treatment different from the general tax treatment for PFICs described above.

If a U.S. Holder owns our Ordinary Shares during any taxable year that we are a PFIC, the U.S. Holder must generally file an annual Internal Revenue Service Form 8621 and provide such other information as may be required by the U.S. Treasury Department, whether or not a mark-to-market election is or has been made. If we are or become a PFIC, you should consult your tax advisor regarding any reporting requirements that may apply to you.

You should consult your tax advisors regarding how the PFIC rules apply to your investment in our Ordinary Shares.

Information Reporting and Backup Withholding

Certain U.S. Holders are required to report information to the Internal Revenue Service relating to an interest in "specified foreign financial assets," including shares issued by a non-United States corporation, for any year in which the aggregate value of all specified foreign financial assets exceeds $50,000 (or a higher dollar amount prescribed by the Internal Revenue Service), subject to certain exceptions (including an exception for shares held in custodial accounts maintained with a U.S. financial institution). These rules also impose penalties if a U.S. Holder is required to submit such information to the Internal Revenue Service and fails to do so.

In addition, dividend payments with respect to our Ordinary Shares and proceeds from the sale, exchange or redemption of our Ordinary Shares may be subject to additional information reporting to the IRS and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification on IRS Form W-9 or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status generally must provide such certification on IRS Form W-9. U.S. Holders are urged to consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS and furnishing any required information. We do not intend to withhold taxes for individual shareholders. However, transactions effected through certain brokers or other intermediaries may be subject to withholding taxes (including backup withholding), and such brokers or intermediaries may be required by law to withhold such taxes.

EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR REGARDING THE PARTICULAR U.S. FEDERAL, STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES OF AN INVESTMENT IN OUR ORDINARY SHARES, INCLUDING THE CONSEQUENCES OF ANY PROPOSED CHANGE IN APPLICABLE LAWS.

Cayman Islands Tax Considerations

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us or holders levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or, after execution, brought within the jurisdiction of the Cayman Islands. No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands. The Cayman Islands is a party to a double tax treaty entered with the United Kingdom in 2010 but is otherwise not a party to any double tax treaties that are applicable to any payments made to or by our Company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

Payments of dividends and capital in respect of the Ordinary Shares will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of a dividend or capital to any holder of the Ordinary Shares, nor will gains derived from the disposal of the Ordinary Shares be subject to Cayman Islands income or corporation tax.

The Cayman Islands enacted the International Tax Co-operation (Economic Substance) Act (As Revised) together with the Guidance Notes published by the Cayman Islands Tax Information Authority from time to time. The Company is required to comply with the economic substance requirements from July 1, 2019 and make an annual report in the Cayman Islands as to whether or not it is carrying on any relevant activities and if it is, it must satisfy an economic substance test.

UNDERWRITING

Under the terms and subject to the conditions of an underwriting agreement dated the date of this prospectus, the underwriter, Chardan Capital Markets, LLC (“Chardan”), has agreed to purchase, and we have agreed to sell to it, the number of ordinary shares indicated below:

Underwriter	Number of Ordinary Shares
Chardan Capital Markets, LLC	[__]
Total	[__]

The underwriter is offering the ordinary shares subject to its acceptance of the ordinary shares from us and subject to prior sale. The underwriting agreement provides that the obligations of the underwriter to pay for and accept delivery of the ordinary shares offered by this prospectus are subject to the approval of certain legal matters by its counsel and to other conditions. The underwriter is obligated to take and pay for all of the ordinary shares offered by this prospectus if any such ordinary shares are taken. However, the underwriter is not required to take or pay for the ordinary shares covered by the underwriter’s option to purchase additional ordinary shares described below.

Over-Allotment Option

We have granted to the underwriter an option, exercise for 45 days after the closing of this offering, to purchase up to 15% additional ordinary shares at the initial public offering price listed on the cover page of this prospectus, less underwriting discounts. The underwriter may exercise this option solely for the purpose of cover over-allotments, if any, made in connection with the offering contemplated by this prospectus. To the extent the option is exercised, each underwriter will become obligated, subject to certain conditions, to purchase about the same percentage of the additional ordinary shares as the number listed next to the underwriter’s name in the preceding table bears to the total number of ordinary shares listed next to the name of the underwriter in the preceding table.

Discounts and Expenses

The underwriter will offer the ordinary shares to the public at the initial public offering price set forth on the cover of this prospectus and to selected dealers at the initial public offering price less a selling concession not in excess of $ per ordinary share. After this offering, the initial public offering price, concession, and reallowance to dealers may be reduced by the underwriter. No change in those terms will change the amount of proceeds to be received by us as set forth on the cover of this prospectus. The securities are offered by the underwriter as stated herein, subject to its receipt and acceptance and subject to its right to reject any order in whole or in part.

The underwriting discounts are equal to 6.0% of the initial public offering price set forth on the cover page of this prospectus, provided however, that underwriting discounts are 2.5% of the initial public offering price for the ordinary shares purchased by investors with whom we have prior relationships. Notwithstanding the foregoing, Chardan shall be entitled to receive gross underwriting discounts of no less than $450,000 upon completion of the offering, regardless the amount purchased by investors with prior relationships.

The following table shows the per ordinary share and total initial public offering price, underwriting discounts, and proceeds before expenses to us. These amounts are shown assuming both no exercise and full exercise of the underwriter's option to purchase up to an additional ordinary shares.

	Per Share	Total Without Exercise of Over-Allotment Option	Total With Full Exercise of Over-Allotment Option
Initial public offering price			
Underwriting discounts to be paid by us			
Proceeds, before expenses, to us			

We have agreed to bear all fees, disbursements and expenses in connection with the proposed offering, including, without limitation: the reasonable and documented fees and expenses of the Company's legal and accounting advisors; the costs of preparing, printing, mailing and delivering the Registration Statement, the preliminary and final prospectus contained therein and amendments thereto, post-effective amendments and supplements thereto, the underwriting agreement and related documents (all in such quantities as Chardan may reasonably require); preparing and printing stock certificates; the costs of any "due diligence," and up to $20,000 of Chardan's actual accountable expenses from "road show" meetings and presentations; filing fees (including SEC filing fees), costs and expenses (including third party expenses and disbursements) incurred in registering this offering, FINRA filing fees, preparation of leather bound volumes and Lucite cube mementos in such quantities as Chardan may reasonably request, transfer taxes and transfer agent and registrar fees. We have also agreed to reimburse the underwriter up to a maximum of $300,000 for out-of-pocket accountable expenses (including underwriter's reasonable and documented out-of-pocket expenses paid to third parties relating to due diligence, and the fees and expenses of any independent experts, including counsel, retained by the underwriter) incurred by the underwriter and its designated affiliates. In addition to the underwriting discount, we paid Chardan $50,000 as an advance against out-of-pocket accountable expenses actually anticipated to be incurred by Chardan. In the event this offering is terminated, the advance payment received against reasonable out-of-pocket expenses incurred in connection with the offering will be returned to us to the extent not actually incurred in accordance with FINRA Rule 5110(g)(4)(A). Chardan shall be entitled to receive no less than $750,000 minimum cash compensation, including the gross underwriter discounts and expenses reimbursement, provided the offering is consummated.

We intend to apply to list our ordinary shares on Nasdaq Stock Market under the symbol "DGNX" There is no assurance that such application will be approved, and if our application is not approved, this offering may not be completed.

Representative Purchase Option

We have agreed to sell to Chardan (and/or its designees), for $100, an option to purchase [__] ordinary shares of the Company, equal to two-and-one-half percent (2.5%) of the aggregate number of ordinary shares issued in the offering (the "Representative Purchase Option"). The Representative Purchase Option will be exercisable, in whole or in part, at a price at an exercise price of $[__], equal to 120% of the offering price of ordinary shares offered in this offering. The Representative Purchase Option is exercisable commencing on [__] and expires [__] from the commencement of sales of this offering.

We have registered the Representative Purchase Option and underlying ordinary shares in connection with this offering. In the event this registration were to become unavailable, we have also agreed to grant the holders of the Representative Purchase Option [__] demand and [unlimited] "piggy-back" rights for periods of [__] and [__] years, respectively, from the commencement of sales of this offering with respect to the registration under the Securities Act of the securities directly and indirectly issuable upon exercise of the Representative Purchase Option. We will bear all fees and expenses attendant to registering the securities, other than underwriting discounts, if any, which would be paid for by the holders themselves. The exercise price and number of ordinary shares issuable upon exercise of the option may be adjusted in certain circumstances including our recapitalization, reorganization, merger or consolidation. However, the Representative Purchase Option will not be adjusted for issuances of ordinary shares at a price below its exercise price. We will have no obligation to net cash settle the exercise of the Representative Purchase Option or the rights underlying the Representative Purchase Option. The holder of the Representative Purchase Option will not be entitled to exercise the Representative Purchase Option unless a registration statement covering the securities underlying the Representative Purchase Option is effective or an exemption from registration is available. If the holder is unable to exercise the Representative Purchase Option, the Representative Purchase Option will expire worthless.

The Representative Purchase Option and such ordinary shares purchased pursuant to the Representative Purchase Option have been deemed compensation by FINRA and are therefore subject to a lock-up for a period of 180 days beginning on the date of commencement of sales in this offering pursuant to FINRA Rule 5110(e)(1), during which time the option may not be sold, transferred, assigned, pledged or hypothecated, or be subject of any hedging, short sale, derivative or put or call transaction that would result in the economic disposition of the securities, except as permitted under FINRA Rule 5110(e)(2).

Right of First Refusal

We have granted Chardan a right of first refusal, for a period of twelve (12) months from the closing of the offering, to act as lead underwriter, book-running manager, and/or placement agent for each and every future public and private equity and public debt offering, including all equity linked financings (each being referred to as a subject transaction), during such twelve (12) month period, on terms and conditions as mutually agreed by the Company and Chardan. Even in cases where there are three or more underwriters or placement agents in a subject transaction, Chardan shall be entitled to receive as its compensation no less than thirty percent (30%) of the compensation payable to the full underwriting or placement agent group for that subject transaction.

Lock-Up Agreements

Each of our directors and executive officers and 1% or greater shareholders as of the effectiveness of the registration statement of which this prospectus forms a part will enter into a lock-up agreement for a period of twelve (12) months from the date of the closing of this offering, subject to certain exceptions, with respect to our securities, pursuant to which such persons and entities will agree, for the lock-up period, that they will neither offer, issue, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any of our securities without the underwriter's prior written consent.

Indemnification

We have agreed to indemnify Chardan and its affiliates against certain liabilities, including certain liabilities under the Securities Act. If we are unable to provide this indemnification, we have agreed to contribute to payments the underwriters may be required to make in respect of those liabilities.

Pricing of the Offering

Prior to the completion of this offering, there has been no public market for our ordinary shares. The initial public offering price of the ordinary shares has been negotiated between us and the underwriter. Among the factors considered in determining the initial public offering price of the ordinary shares, in addition to the prevailing market conditions, are our historical performance, estimates of our business potential and earnings prospects, an assessment of our management, and the consideration of the above factors in relation to market valuation of companies in related businesses.

Electronic Offer, Sale, and Distribution of Ordinary Shares

A prospectus in electronic format may be made available on the websites maintained by the underwriter or selling group members, if any, participating in this offering and the underwriter may distribute prospectuses electronically. The underwriter may agree to allocate a number of ordinary shares to selling group members for sale to its online brokerage account holders. The ordinary shares to be sold pursuant to internet distributions will be allocated on the same basis as other allocations. Other than the prospectus in electronic format, the information on these websites is not part of, nor incorporated by reference into, this prospectus or the registration statement of which this prospectus forms a part, has not been approved or endorsed by us or the underwriter, and should not be relied upon by investors.

Price Stabilization, Short Positions, and Penalty Bids

In connection with this offering, the underwriter may engage in transactions that stabilize, maintain, or otherwise affect the price of our ordinary shares. Specifically, the underwriter may sell more ordinary shares than it is obligated to purchase under the underwriting agreement, creating a short position. A short sale is covered if the short position is no greater than the number of ordinary shares available for purchase by the underwriter under option to purchase additional ordinary shares. The underwriter can close out a covered short sale by exercising the option to purchase additional ordinary shares or purchasing ordinary shares in the open market. In determining the source of ordinary shares to close out a covered short sale, the underwriter will consider, among other things, the open market price of ordinary shares compared to the price available under the option to purchase additional ordinary shares. The underwriter may also sell ordinary shares in excess of the option to purchase additional ordinary shares, creating a naked short position. The underwriter must close out any naked short position by purchasing ordinary shares in the open market. A naked short position is more likely to be created if the underwriter is concerned that there may be downward pressure on the price of the ordinary shares in the open market after pricing that could adversely affect investors who purchase in the offering.

The underwriter may also impose a penalty bid. This occurs when an underwriter or dealer repays selling concessions allowed to it for distributing our ordinary shares in this offering because such underwriter repurchases those ordinary shares in stabilizing or short covering transactions.

Finally, the underwriter may bid for, and purchase, our ordinary shares in market making transactions, including “passive” market making transactions as described below.

These activities may stabilize or maintain the market price of our ordinary shares at a price that is higher than the price that might otherwise exist in the absence of these activities. The underwriter is not required to engage in these activities, and may discontinue any of these activities at any time without notice. These transactions may be effected on Nasdaq Stock Market, in the over-the-counter market, or otherwise.

Passive Market Making

In connection with this offering, the underwriter may engage in passive market making transactions in our ordinary shares on Nasdaq in accordance with Rule 103 of Regulation M under the Exchange Act, during a period before the commencement of offers or sales of the ordinary shares and extending through the completion of the distribution. A passive market maker must display its bid at a price not in excess of the highest independent bid of that security. However, if all independent bids are lowered below the passive market maker’s bid, then that bid must then be lowered when specified purchase limits are exceeded.

Potential Conflicts of Interest

The underwriter and its affiliates may, from time to time, engage in transactions with and perform services for us in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In the ordinary course of their various business activities, the underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own accounts and for the accounts of their customers and such investment and securities activities may involve securities and/or instruments of our Company. The underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Selling Restrictions

No action has been taken in any jurisdiction (except in the United States) that would permit a public offering of the ordinary shares, or the possession, circulation or distribution of this prospectus or any other material relating to us or the ordinary shares, where action for that purpose is required. Accordingly, the ordinary shares may not be offered or sold, directly or indirectly, and neither this prospectus nor any other offering material or advertisements in connection with the ordinary shares may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of any such country or jurisdiction.

Stamp Taxes

If you purchase ordinary shares offered in this prospectus, you may be required to pay stamp taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus.

EXPENSES RELATED TO THE OFFERING

Set forth below is an itemization of the total expenses which are expected to be incurred by us in connection with the offer and sale of our ordinary shares by the Company. With the exception of the SEC registration fee, all amounts are estimates.

	USD
SEC registration fee	$
Legal fees and expenses	
Accounting fees and expenses	
Printing expenses	
Miscellaneous expenses	
Total	$

LEGAL MATTERS

Loeb & Loeb LLP our U.S. and Hong Kong legal counsel. The validity of the Ordinary Shares has been passed upon for us by Ogier. Robinson & Cole LLP is acting as counsel to the underwriters.

EXPERTS

The financial statements of Diginex Solution (HK) Limited as of March 31, 2023, and 2022, and for the years then ended, included in this registration statement have been audited by UHY LLP, an independent registered public accounting firm, as stated in their report thereon and included in this registration statement, in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

ENFORCEMENT OF CIVIL LIABILITIES

We are incorporated under the laws of the Cayman Islands as an exempted company with limited liability. We are incorporated in the Cayman Islands in order to enjoy the following benefits: (a) political and economic stability; (b) an effective judicial system; (c) a favorable tax system; (d) the absence of exchange control or currency restrictions; and (e) the availability of professional and support services. However, certain disadvantages accompany incorporation in the Cayman Islands. These disadvantages include:

- the Cayman Islands has a less exhaustive body of securities laws than the United States and these securities laws provide significantly less protection to investors; and

- Cayman Islands companies may not have standing to sue before the federal courts of the United States.

Our constitutional documents do not contain provisions requiring that disputes, including those arising under the securities laws of the United States, among us, our officers, directors and shareholders, be arbitrated.

We have been advised by our Cayman Islands legal counsel that there is uncertainty as to whether the courts of the Cayman Islands would:

- recognize or enforce against us judgments of courts of the United States based on certain civil liability provisions of U.S. securities laws; and
- entertain original actions brought in each respective jurisdiction against us or our directors or officers predicated upon the securities laws of the United States or any state in the United States.

There is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, although the courts of the Cayman Islands will in certain circumstances recognize and enforce a foreign judgment, without any re-examination or re-litigation of matters adjudicated upon, provided such judgment:

(a) is given by a foreign court of competent jurisdiction;

(b) imposes on the judgment debtor a liability to pay a liquidated sum for which the judgment has been given;

(c) is final;

(d) is not in respect of taxes, a fine or a penalty;

(e) was not obtained by fraud; and

(f) is not of a kind the enforcement of which is contrary to natural justice or the public policy of the Cayman Islands.

Subject to the above limitations, in appropriate circumstances, a Cayman Islands court may give effect in the Cayman Islands to other kinds of final foreign judgments such as declaratory orders, orders for performance of contracts and injunctions.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement (including amendments and exhibits to the registration statement) on Form F-1 under the Securities Act. This prospectus, which is part of the registration statement, does not contain all of the information set forth in the registration statement and the exhibits and schedules to the registration statement. For further information, we refer you to the registration statement and the exhibits and schedules filed as part of the registration statement. If a document has been filed as an exhibit to the registration statement, we refer you to the copy of the document that has been filed. Each statement in this prospectus relating to a document filed as an exhibit is qualified in all respects by the filed exhibit.

We are subject to the informational requirements of the Exchange Act that are applicable to foreign private issuers. Accordingly, we are required to file or furnish reports and other information with the SEC. The SEC maintains an internet website at http://www.sec.gov, from which you can electronically access the registration statement and our other materials.

As a foreign private issuer, we are exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements, and our executive officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we will not be required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

Our corporate website is *https://www.diginex.com*. The information contained on our website is not a part of this prospectus.

DIGINEX SOLUTIONS (HK) LIMITED

INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 SEPTEMBER 2023 AND 2022

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Interim condensed consolidated financial statements (unaudited) as of and for the six months ended 30 September 2023 and 2022

DIGINEX SOLUTIONS (HK) LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the six months ended 30 September 2023 and 2022 (unaudited)

	Notes	Six months ended 30 September 2023	Six months ended 30 September 2022
		USD	USD
Revenue	5	643,267	987,367
General and administrative expenses	6	(4,436,104)	(4,803,136)
OPERATING LOSS		(3,792,837)	(3,815,769)
Other income, gains or (losses)	7	4,944,428	(790,831)
Finance cost, net	8	(279,516)	(37,502)
PROFIT (LOSS) FOR THE YEAR		872,075	(4,644,102)
OTHER COMPREHENSIVE (LOSS) INCOME			
Items that may be reclassified subsequently to profit or loss:			
Exchange (loss) gain on translation of foreign operations		(1,869)	12,621
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR		870,206	(4,631,481)
EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic earnings (loss) per share	10	75.30	(400.98)
Diluted loss per share	10	(256.10)	(400.98)

The above interim condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

DIGINEX SOLUTIONS (HK) LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
At 30 September 2023 (Unaudited) and 31 March 2023 (Audited)

	Notes	At 30 September 2023	At 31 March 2023
		USD	USD
ASSETS			
Right-of-use assets	12	448,947	-
Rental deposit	13	34,579	-
Plant and equipment	11	-	3,696
Total non-current assets		483,526	3,696
Trade receivables, net	13	141,459	289,788
Contract assets	13	74,185	26,989
Other receivables, deposit and prepayments	13	134,338	43,392
Due from a related company	16	45,092	41,532
Cash and cash equivalents		41,903	1,183,176
Total current assets		436,977	1,584,877
LIABILITIES			
Trade payables	14	(711,481)	(187,584)
Other payables and accruals	14	(509,172)	(349,197)
Deferred revenue	15	(175,315)	(335,666)
Due to immediate holding company	16	(235,085)	(506)
Lease liabilities, current	19	(126,503)	-
Convertible loan notes, current	18	(1,148,835)	-
Loans from immediate holding company	16	(2,994,080)	(2,328,926)
Total current liabilities		(5,900,471)	(3,201,879)
Lease liabilities, net of current portion	19	(325,633)	-
Loan from a related company	16	(1,100,822)	(1,060,712)
Preferred shares	17	(8,416,000)	(13,460,000)
Convertible loan notes, net of current portion	18	(2,559,140)	(3,349,822)
Total non-current liabilities		(12,401,595)	(17,870,534)
Net current (liabilities) assets		(5,463,494)	(1,617,002)
Net liabilities		(17,381,563)	(19,483,840)
DEFICIT			
Share Capital	20	3,725,301	3,725,301
Exchange reserve	21	4,134	6,003
Share option reserve	21	2,316,347	1,084,270
Accumulated losses	21	(23,427,339)	(24,299,414)
Total deficit		(17,381,563)	(19,483,840)

The above interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

DIGINEX SOLUTIONS (HK) LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the six months ended 30 September 2023 and 30 September 2022 (Unaudited)

	Notes	Share Capital		Exchange	Share option	Accumulated	
		Shares	Amount	reserve	reserve	losses	Total
			USD	USD	USD	USD	USD
Balance at 1 April 2022		11,582	3,725,301	4,323	499,808	(15,204,150)	(10,974,718)
Loss for the year		-	-	-	-	(4,644,102)	(4,644,102)
Exchange gain on translation of foreign operations		-	-	12,621	-	-	12,621
Total comprehensive loss for the year		-	-	12,621	-	(4,644,102)	(4,631,481)
Share option awards	23	-	-	-	230,424	-	230,424
Balance at 30 September 2022		**11,582**	**3,725,301**	**16,944**	**730,232**	**(19,848,252)**	**(15,375,775)**
Balance at 1 April 2023		11,582	3,725,301	6,003	1,084,270	(24,299,414)	(19,483,840)
Loss for the year		-	-	-	-	872,075	872,075
Exchange gain on translation of foreign operations		-	-	(1,869)	-	-	(1,869)
Total comprehensive income for the year		-	-	(1,869)	-	872,075	870,206
Share option awards	23	-	-	-	1,232,071	-	1,232,071
Balance at 30 September 2023		**11,582**	**3,725,301**	**4,134**	**2,316,341**	**(23,427,339)**	**(17,381,563)**

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

DIGINEX SOLUTIONS (HK) LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the six months ended 30 September 2023 and 30 September 2022 (Unaudited)

	Six months ended 30 September 2023	Six months ended 30 September 2022
	USD	USD
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) for the year	872,075	(4,644,102)
Adjustments for:		
Amortization – right-of-use asset	33,672	-
Depreciation – plant and equipment	3,696	503
Impairment losses recognized in respect of trade receivables	10,840	-
Finance costs	279,516	37,502
Share option awards	1,232,071	232,938
Net fair value loss of convertible loan notes	126,000	(50,000)
Net fair value loss of preferred shares	(5,044,000)	884,000
Operating cash flows before movements in working capital	(2,486,130)	(3,539,159)
Movements in working capital:		
Trade receivables	137,489	34,371
Other receivables, deposit, and prepayment	(90,946)	65,455
Contract assets	(47,196)	(68,488)
Amount due from a related company	(3,560)	-
Trade and other payables	682,003	28,487
Deferred revenue	(160,351)	53,096
Net cash used in operating activities	(1,968,691)	(3,426,238)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of convertible loan notes	100,000	1,000,000
Advances from immediate holding company	200,000	-
Loans from immediate holding company	564,483	1,300,000
Loan from a related company	-	1,000,000
Repayment of lease liabilities	(37,065)	-
Net cash generated from financing activities	827,418	3,300,000
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,141,273)	(126,238)
Cash and cash equivalents at the beginning of the period	1,183,176	1,274,494
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER	41,903	1,148,256

Except as disclosed below, there were no other material non-cash investing and financing activities during the six months ended 30 September 2023 and 30 September 2022:

- During the six months ended 30 September 2023, the Group entered into new lease agreements for the use of office space that expires on 1 July 2027. On the lease commencement, the Group recognized right-of-use assets and lease liabilities of $482,619 and $482,619, respectively.
- The deposit for the lease of $34,579 was paid by the immediate holding company and included within the amount due to the immediate holding company.

The above unaudited interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1 COMPANY ORGANIZATION AND PRINCIPAL ACTIVITIES

Diginex Solutions (HK) Limited (the "Company") is a company incorporated in Hong Kong on 8 January 2018 and has its registered office and principal place of business at Smart-Space Fintech 2, Room 3, Units 401-404, Core C, Cyberport 3, 3 Cyberport Road, Telegraph Bay, Hong Kong. The substantial shareholder, Rhino Ventures Limited ("Rhino Ventures") which a limited company incorporated in the British Virgin Islands, is regarded as the immediate and ultimate holding company of the Company.

The principal activities of the Company and its subsidiaries (collectively, the "Group") are the provision of Environmental, Social and Governance ("ESG") reporting solution services, advisory services and developing customization solutions.

These unaudited interim condensed consolidated financial statements are presented in US dollars ("USD"), which is the same as the functional currency of the Company.

These unaudited interim condensed consolidated financial statements for six months ended 30 September 2023 and 30 September 2022 were authorized for issue by the Board of Directors on 8 February, 2024. The Company's board of directors has the power to amend these unaudited interim condensed consolidated financial statements after issue.

2 BASIS OF PREPARATION

These unaudited interim condensed consolidated financial statements as of and for the six months ended 30 September 2023 and 30 September 2022 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the audited consolidated financial statements of the Company for the year ended 31 March 2023.

Operating results for the six months ended 30 September 2023 are not necessarily indicative of the results that may be expected for the year ending 31 March 2024.

In the opinion of management, the unaudited interim condensed consolidated financial statements include all adjustments necessary to make the financial statements not misleading, and all adjustments are of a normal recurring nature unless otherwise stated.

2.1 Going concern basis of accounting

The unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to meet its financial obligations, working capital requirements and capital expenditures as and when they fall due. Future cash flow projections have been analyzed to establish the cash requirements over the coming 12 months which highlight a need for the Group to raise additional capital and/or reduced expenses as necessary.

Since incorporation of the Company, the Group has incurred losses but has been able to fund itself via raising funds from investors, issuance of debt instruments and funding by way of shareholders' loans. In February 2024, the Group anticipates concluding an $8.0 million capital raise, of which $5.3 million has been received to date. The Group also has convertible loan notes and preferred shares, classified as liabilities on the interim condensed consolidated statement of financial position, which will be mandatorily converted into equity upon the Form F-1 being declared effective. The founder has provided assurances that Rhino Ventures Limited, a company controlled by the founder, will continue to support the Company via the shareholder loans for the earlier of the next 12 months from the date of these unaudited interim condensed consolidated financial statements were issued or the Form F-1 being declared effective. In addition to the above options to raise capital, management also has the ability to control or reduce cash outflows by reducing the cost base of the Group.

Taking into account the ability for the Group to raise finances and management's ability to control costs, management has alleviated the doubt about the Group's ability to continue as a going concern.

2.2 Application of new and amendments to IFRSs

New IFRS standards adopted during the periods

The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2023.

3 SIGNIFICANT ACCOUNTING POLICIES

The preparation of the Group's unaudited interim condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

In preparing these unaudited interim condensed consolidated financial statements, other than additional accounting policy resulting from application of IFRS 16 "Leases" in connection with a rental agreement entered into by the Group during the six months ended 30 September 2023 as set out below, the accounting policies and methods of computation used in the unaudited interim condensed consolidated financial statements for the six months ended 30 September 2023 are the same as those applied to the audited consolidated financial statements as at and for the year ended 31 March 2023.

Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

In applying IFRS 16, the Group elected a simplified approach for leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Group considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

Right-of use assets

The right-of-use asset is initially recognized at cost comprising of:

- amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the unaudited interim condensed consolidated statement of financial position.

Lease liabilities

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

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

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the unaudited interim condensed consolidated statement of financial position.

4 KEY SOURCES OF JUDGEMENTS AND ESTIMATION UNCERTAINTY

In preparing these unaudited interim condensed consolidated financial statements, other than additional estimation resulting from application of IFRS 16 “Leases”, the Group’s key sources of judgements and estimation uncertainty are the same as those applied to the audited consolidated financial statements as at and for the year ended 31 March 2023.

Discount rate used for initial measurement of lease liability

The Group, as a lessee, measures the lease liability at the present value of the unpaid lease payments at the commencement date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group on initial recognition of the lease uses its incremental borrowing rate. Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in similar economic environment.

5 REVENUE

An analysis of the Group's revenue from continuing operations for the reporting periods are as follows:

	Six months ended 30 September 2023	Six months ended 30 September 2022
	USD	USD
At a point in time:		
Customization income	345,158	713,040
Over time:		
Advisory service income	63,512	115,390
License fee income	234,597	158,937
	298,109	274,327
	643,267	987,367

All service provided by the Group are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to the remaining performance obligations is not disclosed.

6 GENERAL AND ADMINISTRATIVE EXPENSES

	Notes	Six months ended 30 September 2023	Six months ended 30 September 2022
		USD	USD
Employees' benefits	(a)	3,022,939	2,443,496
IT development and maintenance support	(b)	1,112,213	1,565,190
Advertising and marketing expenses	(c)	19,781	344,273
Professional fees	(d)	75,377	140,240
Consultancy fees	(e)	39,118	88,820
Rent	(f)	17,446	65,724
Audit fees	(g)	15,000	11,147
Others	(h)	134,230	144,246
		4,436,104	4,803,136

	Six months ended 30 September 2023	Six months ended 30 September 2022
	USD	USD
Basic salaries, allowances and other benefits	1,737,844	2,134,131
Pension costs – defined contribution plans	53,024	76,427
Share-based payments	1,232,071	232,938
	3,022,939	2,443,496

(a) The above includes the cost of both employees and contractors. At 30 September 2023 the Company had 21 employees and 10 contractors (30 September 2022: 29 employees and 11 contractors).

(b) IT development and maintenance support costs relate, primarily, to those associated with a third party that contribute to developing and maintaining the Group commercial products. The costs also include server expenses for hosting the products.

(c) Advertising and marketing fees were limited during the six months ended 30 September 2023. During the six months ended 30 September 2022 the expenses related promoting the product suite via various channels ie social media, conference attendance.

(d) Professional fees are primarily related to third party accounting support and legal fees incurred to support fund raises and general business growth.

(e) Consultancy fees, primarily relate to third party human resources support.

(f) During the year ended 31 March 2023 the Group reduced office size in Hong Kong, the reduction was a follow on from a change in working practices during Covid.

(g) Audit fees are primarily related to statutory audits of group entities in different jurisdictions.

(h) Other costs include travel and entertainment, insurance, bank charges, general office expenses and others.

7 OTHER INCOME, GAINS OR LOSSES

	Notes	Six months ended 30 September 2023	Six months ended 30 September 2022
		USD	USD
Fair value change			
Preferred shares	(a)	5,044,000	(884,000)
Convertible loan notes	(b)	(126,000)	50,000
Bank interest income		19,230	42,973
Subsidies from government authorities		332	-
Other		6,866	196
		4,944,428	(790,831)

(a) In July 2021, the Group issued preferred shares for $6,000,000. The preferred shares were fair valued, using an equity allocation model, at the end of each reporting period, which resulted in gain of $5,044,000 for the period ended 30 September 2023 (30 September 2022: a loss of $884,000).

(b) The Group has issued 8% convertible loan notes. At 30 September 2023, there was $3,350,000 notes outstanding (31 March 2023: $3,250,000). The notes were fair valued at the end of each reporting period, resulting in a loss of $126,000 during the period ended 30 September 2023 (30 September 2022: gain of $50,000).

8 FINANCE COSTS, NET

	Six months ended 30 September 2023	Six months ended 30 September 2022
	USD	USD
Interest on		
Convertible loan notes	132,153	11,836
Loan from immediate holding company	100,671	4,844
Loan from a related company	40,110	20,822
Lease liabilities	6,582	-
	279,516	37,502

9 INCOME TAXES

Whilst the Group reported a profit for the six months ended September 30, 2023, there was no income tax charge for the Group following the utilization of brought forward losses. Due to losses reported in the six months ended September 30,2022, there is no income tax charge for the Group.

9.1 Current income taxes

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK$2 million (c.$250,000) of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million (c.$250,000) will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Taxes charged on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The tax charge for the year can be reconciled to the loss for the year from per the unaudited interim condensed consolidated statement of profit or loss and other comprehensive income as follows:

	Six months ended 30 September 2023	Six months ended 30 September 2022
	USD	USD
Profit (loss) for the period	872,075	(4,644,102)
Notional tax calculated at the rates applicable to profits in the tax jurisdictions concerned	128,682	(792,141)
Tax effect of expenses that are not deductible	262,498	191,074
Tax effect of income that are not taxable	(832,260)	-
(Utilization of) tax effect of tax losses previously not recognized	441,080	601,067
Income tax expense	-	-

9.2 Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset tax recoverable against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The Group has accumulated tax losses of $17,915,183 at 30 September 2023 (30 September 2022: $12,298,511) that are available indefinitely for offsetting against future taxable profits of the respective group companies in which the losses arose.

Deferred tax asset in respect of accumulated tax losses of $Nil (30 September 2022: $4,200) has been recognized to offset deferred tax liability arising from accelerated depreciation of the Group's plant and equipment. No deferred tax asset has been recognized in respect of the remaining tax losses of $17,915,183 (2022: $12,294,311).

The ultimate realization of unused tax losses is dependent upon the generation of sufficient future taxable profits during the periods in which those temporary differences become deductible. In determining the recognition of a deferred tax asset, management considered the future profitability of the Group. While management expects the Group to return profits in the future, there is still an element of uncertainty and as such, no deferred tax asset has been recognized.

10 LOSS PER SHARE

	Six months ended 30 September 2023	Six months ended 30 September 2022
	USD	USD
Profit (loss) for the period for the purpose of basic loss per share	872,075	(4,644,102)
Effect of dilutive potential ordinary shares:		
Fair value change of preferred shares	(5,044,000)	NA
Loss for the period for the purpose of diluted loss per share	(4,171,925)	(4,644,102)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	11,582	10,962
Effect of dilutive potential ordinary shares:		
Share option awards	1,708	N/A
Preferred shares	3,000	N/A
	16,290	10,962

Due to the losses during the period ended 30 September 2022, anti-dilutive instruments were excluded from the calculation of diluted loss per share. The excluded anti-dilutive instruments include:

- Share option awards of 1,581 at 30 September 2022. Share option awards convert into one ordinary share, see note 23;
- Preferred shares of 3,000 shares at both 30 September 2022, see note 17; and
- Convertible loan notes with aggregate face value of $3,350,000 at 30 September 2023 and $1,000,000 at 30 September 2022, see note 18.

11 PLANT AND EQUIPMENT

	Computer equipment USD
Cost:	
At 1 April 2022, 31 March 2023 and 30 September 2023	5,038
Accumulated depreciation:	
At 1 April 2022	(839)
Charge for six months	(503)
31 March 2023	(1,342)
Charge for six months	(3,696)
At 30 September 2023	(5,038)
Net carrying amount:	
At 30 September 2023	-
At 31 March 2023	3,696

12 RIGHT-OF-USE ASSETS, NET

Right-of-use assets relate to office space leased by the Group. The amount in respect of lease are as follows:

	Properties
	USD
At 1 April 2023	-
Additions (a)	482,619
Depreciation	(33,672)
Closing net book amount	448,947
At 30 September 2023:	448,947

Note (a) – In June 2023, the Group entered into a lease agreement in Monaco which expires in January 2027. The lease has an annual break clause.

13 TRADE RECEIVABLES, CONTRACT ASSETS, PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

13.1 Trade receivables

	At 30 September 2023	At 31 March 2023
	USD	USD
Trade receivables	157,331	294,820
Less: loss allowance	(15,872)	(5,032)
Trade receivables total	141,459	289,788

Trade receivables are non-interest bearing and generally have credit terms of 30 days.

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss provision, is as follows:

	At 30 September 2023	At 31 March 2023
	USD	USD
Less than 1 month	38,831	74,078
Between 1 month and 3 months	19,265	135,691
Over 3 months	83,362	80,019
	141,459	289,788

The movements in the loss allowance for impairment of trade receivables are as follows:

	Six months ended 30 September 2023	Year ended 31 March 2023
	USD	USD
At the beginning of the period	5,032	-
Provision for the year	10,840	5,032
At the end of the period	15,872	5,032

There were no trade receivables written during each of the six months ended 30 September 2023 and 2022. The carrying amounts of trade receivables are approximate their fair values.

13.2 Contract Assets

	At 30 September 2023	At 31 March 2023
	USD	USD
Contract Assets	74,185	26,989

Contract assets relate to client contracts that have been complete, revenue recognized but yet to be invoiced.

13.3 Prepayment, deposits and other receivables

	Note	At 30 September 2023	At 31 March 2023
		USD	USD
Current:			
Deposits	(a)	35,261	-
Prepayments		84,231	43,250
Other receivables		14,846	142
		134,338	43,392
Non-current:			
Deposit	(a)	34,579	-

(a) Current deposits represent amounts paid to an employment agency in Germany. Non-current deposit represents deposit for a long-term lease for office space in Monaco taken on via amount due to immediate holding company.

14 TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	Note	At 30 September 2023	At 31 March 2023
		USD	USD
Trade payables		711,481	187,584
Other payables		-	5,081
Accruals	(a)	509,172	344,116
		1,220,653	536,781

(a) Accruals include audit fee, salaries and holiday pay accruals for employees, consultancy fee associated with accounting, taxation and human resources services, and others associated with the on-going running of the Group.

15 DEFERRED REVENUES

	At 30 September 2023	At 31 March 2023
	USD	USD
Advisory service income	2,633	35,533
Customization income	21,674	82,608
License fee income	151,008	217,525
	175,315	335,666

Deferred revenue relates to revenues that have been invoiced to the client but not yet earned. The deferred revenues are expected to be recognized as revenue in the next 12 months.

16 RELATED PARTY TRANSACTIONS

16.1 Transactions with other related parties

In addition to those related party transactions and balances disclosed elsewhere in the unaudited interim condensed consolidated financial statements, the Group had the following transactions with its related parties during the reporting period:

	Notes	Six months ended 30 September 2023	Six months ended 30 September 2022
		USD	USD
License fee income	(a)	48,468	273,544
Contractor fee	(b)	125,000	125,000
Finance charges on:			
Loan from a related company	(c)	40,110	20,822
Loan from immediate holding company	(d)	100,671	4,844
Convertible loan notes	(e)	132,153	11,836

(a) During the six months ended 30 September 2023, the Group generated revenue from shareholders amounting to $48,468 (six months ended 30 September 2022: $273,544)

(b) During the six months ended 30 September 2023, Miles Pelham, controller of the immediate holding company Rhino Ventures Limited, engaged as a contractor to provide management services in return for a fee of $125,000 (six months ended 30 September 2022: $125,000)

(c) At 30 September 2023, the Group had an outstanding loan of $1,100,822 due to Diginex Holdings Limited, a company controlled by Rhino Ventures Limited (31 March 2023: $1,060,712). The loan bears an 8% annual interest charge and interest of $40,110 accrued during the six months ended 30 September 2023 (six months ended 30 September 2022: $20,822)

(d) At 30 September 2023, the Group had a loan outstanding from the immediate holding company, Rhino Ventures Limited, with an amount of $2,994,080 (31 March 2023: $2,328,926). The loan bears an 8% annual interest charge and interest of $100,671 accrued during the six months ended 30 September 2023 (six months ended 30 September 2022: $4,844)

(e) At 30 September 2023, the Group had convertible loan notes issued to existing shareholders amounting to $3,707,975 (31 March 2023: $3,349,822). The loan note bears an 8% annual interest charge and interest of $132,153 accrued during the six months ended 30 September 2023 (six months ended 30 September 2022: $11,836). These loans are fair valued at each reporting period.

16.2 Amounts due from(to) a related company/ immediate holding company

The amounts due from a related company, Diginex (Holdings) Limited of $45,092 (31 March 2023: 41,532), and amounts due to immediate holding company, Rhino Ventures of $235,085 (31 March 2023: $506) are unsecured, interest-free and repayable on demand.

16.3 Loans from a related company/ immediate holding company

As of 30 September 2023, loans from immediate holding company, Rhino Ventures Limited, are unsecured, charging at an interest rate of 8% per annum and is repayable on 31 December 2023. At 30 September 2023, the outstanding principal amount was $2,814,483 (31 March 2023: $2,250,000). At 30 September 2023, interest accrued on the loan amounted to $179,597 (31 March 2023: $78,926) resulting in a total outstanding of $2,994,080 (31 March 2023: $2,328,926). The loan repayment date was extended to 31 March 2024 as detailed in note 27.

As of 30 September 2023, loans from a related company, Diginex (Holdings) Limited, a company controlled by Rhino Ventures Limited, are unsecured, charging at an interest rate of 8% per annum and are repayable on 31 December 2024. At 30 September 2023, the outstanding principal amount was $1,000,000 (31 March 2023: $1,000,000). At 30 September 2023, interest accrued on the loan amounted to $100,822 (31 March 2023: $60,712) resulting in a total outstanding of $1,100,822 (31 March 2023: $1,060,712)

16.4 Key management compensation

	Six months ended 30 September 2023	Six months ended 30 September 2022
	USD	USD
Basic salaries, allowances and all benefits-in-kind	710,836	683,076
Pension costs - defined contribution plans	3,846	3,462
Share-based payments	1,220,923	165,619
	1,935,605	852,157

Key management personnel are considered as senior representatives of the Group.

16.5 Amounts due to key management

At 30 September 2023, salaries of $153,716 were outstanding to key management personnel (31 March 2023: $Nil).

17 PREFERRED SHARES

In July 2021, the Company allotted 3,000 Series A Preferred Shares to a new shareholder for a consideration of $6,000,000.

Each Preferred Share carries a number of votes equal to that of the ordinary shares then issuable upon its conversion into ordinary shares at the record date for determination of the shareholders entitled to vote on such matters. The holders of Series A Preferred Shares and ordinary shares shall vote together as a single class unless it is required by applicable law or the Company's Article of Association that Series A Preferred Shares to vote separately as a class.

Each Preferred Share shall automatically be converted into ordinary shares, at the conversion price (i) immediately upon the closing of a qualified initial public offering or (ii) upon the prior written approval of the holders of majority of Series A Preferred Shares (voting together as a single class).

Unless converted earlier pursuant to abovesaid, each holder of Series A Preferred Shares shall have the right, at such holder's sole discretion, to convert all or any portion of the Series A Preferred Shares into ordinary shares at any time.

Each holder of Series A Preferred Shares shall be entitled to receive dividends, prior and in preference to any declaration or payment of any dividend on the ordinary shares or any other class or series of shares issued by the Company, at the rate of four percent per annum of the applicable issue price of the Series A Preferred Shares, on a non-cumulative basis, for each Series A Preferred Share held by such holder.

The preferred shares are redeemable at the request of the holders at earlier of (i) a qualified initial public offering has not been consummated on or before the fifth anniversary of the date on which the first Series A Preferred Share was issued; or (ii) a redemption right has been triggered by a materially breach of certain transaction documents by the Company; or (iii) the Company materially fails to comply with applicable laws and regulations.

As at 30 September 2023, the carrying amount of preferred shares is $8,416,000 (31 March 2023: $13,460,000) with fair value gain of $5,044,000 recognized during the six months ended 30 September 2023 (six months ended 30 September 2022: loss of $884,000). Up to the date of these unaudited interim condensed consolidated financial statements, the redemption right of the preferred shareholders is not triggered.

18 CONVERTIBLE LOAN NOTES (THE "NOTES")

	At 30 September 2023	At 31 March 2023
Total	USD	USD
Fair value of the Notes	3,495,000	3,269,000
Accrued interest	212,975	80,822
	3,707,975	3,349,822
Classified as:		
Current:		
Fair value of the Notes	1,057,000	-
Accrued interest	91,835	-
	1,148,835	-
Non-current:		
Fair value of the Notes	2,438,000	3,269,000
Accrued interest	121,140	80,822
	2,559,140	3,349,822

During the year ended 31 March 2023, the Company issued a convertible loan note instrument to create unsecured convertible loan notes of up to USD10,000,000 in aggregate, bears fixed interest rate of 8% per annum. Loan Notes have different maturity dates which are either on 31 December 2024 or on the second anniversary of the effective date of the subscription.

The Notes shall automatically convert into ordinary shares at the conversion price on the earlier of the following events, (i) a relevant fund raising, (ii) change of control, or (iii) an initial public offering ("IPO"). Such senior class of shares to be issued to investors in connection with the relevant fund raising or issued at the completion of the change of control or IPO.

During the year ended 31 March 2023, Notes with face values of $1,000,000, $1,000,000, $1,000,000 and $250,000 were issued in August 2022, January 2023, March 2023 and March 2023, respectively, with aggregate face value of $3,250,000 issued. A further loan note of $100,000 was issued in July 2023. During the six months ended 30 September 2023, a fair value loss of $126,000 was recognized (six months ended 30 September 2022: gain $50,000) and interest accrued on the Notes amounted to $132,153 (six months ended 30 September 2022: $11,836).

19 LEASE LIABILITIES

During the six months ended 30 September 2023, the Company entered into a lease that expires on 1 January 2027. The quarterly rent is Euro 33,565 ($37,065). The lease is adjusted annually by an indexation factor and has an annual break clause.

Changes in lease liability is as follows:

	At 30 September 2023	At 31 March 2023
	USD	USD
At 1 April	-	-
Increase in lease liability	482,619	-
Interest expense (note 8)	6,582	-
Reduction in lease liability	(37,065)	-
	452,136	-

Classified in the unaudited interim condensed consolidated statements of financial position as follows:

	At 30 September 2023	At 31 March 2023
	USD	USD
Current	126,503	-
Non-current	325,633	-
	452,136	-

Maturity of lease liabilities is as follows:

	At 30 September 2023	At 31 March 2023
	USD	USD
Not later than one year	148,260	-
Later than one year and not later than five years	345,939	-
Later than five years	-	-
	494,199	-
Finance costs	(42,063)	-
Present value of minimum lease payments	452,136	-

The lease commitments have been discounted to calculate a present value of commitments using a cost of capital rate of 5.88%.

20 SHARE CAPITAL

As a Hong Kong incorporated company, the Company's shares do not have a par value.

	Share Capital	
	Shares	Amount
		USD
At 1 April 2022, 30 September 2023 and 31 March 2023	11,582	3,725,301

The ordinary shares of the Company rank pari passu in all respects.

21 OTHER RESERVES

Nature and purpose of reserves

21.1 Share option reserve

The share option reserve comprises of the fair value of share options that have yet to vest.

21.2 Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statement of foreign operation. The reserve is dealt with in accordance with the accounting policies set out in note 4.

21.3 Accumulated losses

Accumulated losses are the cumulative net loss of the Group sustained in the business.

22 DIVIDEND

No dividends were paid in the six months ended 30 September 2023 and 30 September 2022.

23 SHARE-BASED PAYMENTS

The board of directors of the Company (the “Board”) approved and adopted the Share Option Award Scheme (the “Scheme”) which outlines the grant of share option award (the “Award”) to selected employees and/or consultants of the Group (the “Participant”) to subscribe ordinary shares of the Company (the “Share”). The Board may determine the Participant and grant Shares under the Scheme not exceeding 15% of issued shares in the Company on a fully diluted basis. Purpose of the Scheme is to attract and retain the best available talent for the Company to benefit its business operations.

The Company may grant the Participant an Award consisting in the right to acquire or receive a certain number, or a percentage, of Shares (the “Ownership Stake”) determined in the Scheme (each event being an “Award Grant”). The Award Grant shall vest after thirty-six (36) calendar months of continuous employment with, or service to, the Company or of any of its affiliates (the “Vesting Date”). Unless exercised, the Award will lapse and expire after six (6) calendar months from the Vesting Date (“Long Stop Date”).

The number of Shares the Participant is entitled to under an Award Grant shall be determined at the Vesting Date. The vesting of the Award Grant shall confer to the Participant the same shareholding percentage in the Company as the Ownership Stake. Unless determined at the time of the Award Grant, such shareholding shall be calculated based on the total number of Shares issued at the Vesting Date.

Prior to the Long Stop Date, should the Company give notice of: 1) merger or acquisition or similar event involving change of control of the Company; or 2) listing of its shares on a recognized and regulated stock exchange, all Awards, whether vested or unvested, shall be: 1) (i) automatically exchanged for equivalent options over or in relation to shares in the acquirer entity or listed Company; or (ii) cancelled in exchange for, and automatically converted to, shares in the acquiring entity or listed Company in equivalent value as the value under the Option Grant, which will be locked-up for a period of 15 months from the date of change of control or listing, respectively, (the “Lock-up Period”) and will be released in three (3) equal instalments over a period of six (6) months following the expiration of such Lock-up Period.

The Award Grant shall be forfeited and cancelled if before the Vesting Date: (a) the Participant hands in a notice of resignation; (b) the Participant gives notice of termination of service; or (c) the Participant’s employment or service with the Company is terminated for any reason, unless otherwise determined by the Board in its sole and absolute discretion.

Details of the Awards granted during each of the period ended 30 September 2023 and 2022:

Grant date		% of share option award to vest	Vesting period		Fair value per option at grant date
			From	To	USD
25-Apr-2022		0.10%	25-Apr-2022	31-Mar-2023	3,218
25-May-2022		0.10%	25-May-2022	5-Nov-2023	3,218
26-Sep-2022		1.00%	26-Sep-2022	25-Sep-2025	3,488
18-Oct-2022	*	0.10%	18-Oct-2022	1-Sep-2024	3,515
23-Nov-2022	*	0.20%	23-Nov-2022	1-Jul-2023	3,570
12-Jan-2023	*	0.05%	12-Jan-2023	1-Jul-2023	3,646
1-May-2023	**	1.00%	1-May-2023	30-Apr-2026	3,543
8-Aug-2023	**	2.40%	8-Aug-2023	8-Aug-2023	2,837
1-Sep-2023	**	0.20%	1-Sep-2023	30-Apr-2026	2,666

* Fair values of the Awards as of 18 October 2022, 23 November 2022 and 1 January 2023 are determined using interpolation method between the fair values determined on 30 September 2022 and 31 March 2023.

** Fair values of the Awards as of 1 May 2023, 8 August 2023 and 1 September 2023 are determined using interpolation method between the fair values determined on 31 March 2023 and 30 September 2023.

Number of unvested shares (based on number of the Company's shares-in-issue at the end of each reporting period and movement of share option reserve:

	Number of unvested shares	Share option reserve
		USD
At 31 April 2022	1,404	499,808
Additions	177	230,424
At 30 September 2022	1,581	730,232
At 31 April 2023	1,545	1,084,270
Additions	535	1,232,071
At 30 September 2023	2,080	2,316,341

The fair value of the Awards granted is estimated at the grant date using discounted cash flow ("DCF"), Backsolve model ("BM") and equity allocation model ("EAM"). The following table lists the inputs to those models at respective grant date:

Dates of fair value	**Valuation approach**	**Discount rate**	**Terminal growth rate**	**Lack of marketability discount**	**Lack of control discount**	**Volatility**
25-Apr-2022	DCF & EAM	17%	3%	15%	20%	41.16%
25-May-2022	DCF & EAM	17%	3%	15%	20%	41.16%
1-Sep-2022	DCF & EAM	17%	3%	15%	20%	44.16%
30-Sep-2022	DCF & EAM	17%	3%	15%	20%	44.16%
31-Mar-2023	DCF & EAM	17%	3%	15%	20%	46.62%
30-Sep-2023	DCF & EAM	18%	3%	10%	20%	42.41%

The equity value at 100% basis is determined using DCF method based on the estimates of cash flows as of the grant date discounted using an appropriate discount rate, having considered relevant risk factors.

24 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Preferred shares	Convertible loan notes	Amount due from immediate holding company	Loan from immediate holding company	Loan from a related company	Total
	US$	US$	US$	US$	US$	US$
At 1 April 2022	11,619,000	-	506	-	-	11,619,506
Financing cash flows						
Additions	-	1,000,000	600,000	1,300,000	1,000,000	3,900,000
Repayments	-	-	(600,000)	-	-	(600,000)
Interest expenses	-	11,836	-	4,844	20,822	37,502
Fair value adjustments	884,000	(50,000)	-	-	-	834,000
At 30 September 2022	12,503,000	961,836	506	1,304,844	1,020,822	15,791,008
At 1 April 2023	13,460,000	3,349,822	506	2,328,926	1,060,712	20,199,966
Additions	-	100,000	200,000	564,483	-	864,483
Repayments	-	-	-	-	-	-
Non-cash transaction	-	-	34,579	-	-	34,579
Interest expenses	-	132,153	-	100,671	40,110	272,934
Fair value adjustments	(5,044,000)	126,000	-	-	-	(4,918,000)
At 30 September 2023	8,416,000	3,707,975	235,085	2,994,080	1,100,822	16,453,962

25 SUBSIDIARIES

The Group's subsidiaries on 30 September, 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group. The country of incorporation or registration is also their principal business place of business. Particulars of the subsidiaries as of 30 September, 2023 are as follows:

Name of entity	Place of Incorporation and operation	Principal activities	Particulars of issued/registered share capital	Percentage of ownership interest
Diginex USA, LLC	United States of America	Provision of ESG reporting solutions services	1,000 Class A Units of $10 each	Direct 100%
Diginex Services Limited	United Kingdom	Provision of ESG reporting solutions services	Ordinary shares of 1 pence each	Direct 100%

26 FINANCIAL RISK MANAGEMENT

26.1 Market risk factors

The Group's activities expose it to a variety of market risks: foreign currency risk, interest rate risk and liquidation risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

The risks are minimized by the financial management policies and practices described below.

26.1.2 Foreign currency risk

The Group operates primarily in USD and HKD, albeit there is an increasing exposure to GBP. Given USD and HKD are pegged within a range, the Group had a reduced exposure to foreign currency risk during the year. Given the increasing exposure to other currencies, the Group is formalizing a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure to manage the risk. The material balance sheet items are denominated in USD and as such no sensitivity analysis on the impact of foreign exchange movements has been performed.

26.1.3 Interest rate risk

The Group has minimal interest rate risk because there are no significant borrowings at variable interest rates. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated. The Group's cash flow interest rate risk relates primarily to variable-rate bank balances. The exposure to the interest rate risk for variable rate bank balances is insignificant as the bank balances have a short maturity period.

26.2 Credit risk

The Group has exposure to credit risk arising from deposits in banks as well as trade receivables. Credit risk is managed on a Group basis.

The amount of the Group's maximum exposure to credit risk is the amount of the Group's carrying value of the related financial assets and liabilities as of the end of the reporting period.

26.2.1 Deposits with bank

With respect to the Group's deposit with bank, the Group limits its exposure to credit risk by placing deposits with financial institution with high credit rating and no recent history of default. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations. Management will continue to monitor the position and will take appropriate action if their ratings are changed. As at 30 September 2023 and 31 March 2023, the Group had a concentration of deposits with one bank but does have additional banking relationships to mitigate any concentration risk.

Despite the Group having a banking relationship with Signature Bank, the collapse of the bank in March 2023 did not significantly affect the Group's finances. This is due to the fact that the Group had a minimal bank balance held at Signature Bank.

26.3 Liquidity risk

26.3.1 Financing arrangement

The Group monitors its cash position on a regular basis and manages cash and cash equivalents to finance the Group's operations. The Group has been primarily financed via the proceeds from the issuance of equity, issuance of convertible loan notes and access to a shareholder loan.

As of 30 September 2023, the Group's current liabilities exceeded its current assets by $4,314,659 and the Group was in net liabilities of $17,381,563. Despite the need for the Group to raise additional capital and/or reduced expenses as necessary based on the future cash flow projections over the coming 12 months, as mentioned in note 2.1, management believe that the Group will be able to raise finances and management is able to control or reduce cash outflows by reducing cost base of the Group in order to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period.

26.3.2 Maturities of financial liabilities

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of each financial reporting period to the contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Within 1 year	1-5 years	Total
	USD	USD	USD
At 30 September 2023			
Accounts payable	711,481	-	711,481
Other payables and accruals	509,172	-	509,172
Deferred revenue	175,315	-	175,315
Amount due to immediate holding company	235,085	-	235,085
Loan from immediate holding company	2,994,080	-	2,994,080
Lease liabilities	126,503	325,633	452,136
Loans from related company	-	1,100,822	1,100,822
Preferred shares	-	8,416,000	8,416,000
Convertible loan notes	1,148,835	2,559,140	3,707,975
	5,900,471	12,401,595	18,302,066
At 31 March 2023			
Accounts payable	187,584	-	187,584
Other payables and accruals	349,197	-	349,197
Deferred revenue	335,666	-	335,666
Amount due to immediate holding company	506	-	506
Loan from immediate holding company	2,328,926	-	2,328,926
Loans from related company	-	1,060,712	1,060,712
Preferred shares	-	13,460,000	13,460,000
Convertible loan notes	-	3,349,822	3,349,822
	3,201,879	17,870,534	21,072,413

26.4 Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximize the return to the shareholders through the optimization of the debt and equity balance.

The Group manages its capital structure and adjusts it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may issue new shares or other instruments. No changes were made in the objectives, policies or processes for managing capital during the periods ended 30 September 2023 and 2022.

26.5 Fair values measurements

26.5.1 Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of financial instruments in the unaudited interim condensed consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments and non-financial assets into the three levels prescribed under the accounting standards. An explanation of each level is set out in Note 3. There is no transfer between level 1, 2 or 3 during both years.

Fair value measurements using level 3	At 30 September 2023	At 31 March 2023
	USD	USD
Recurring fair value		
Preferred shares	8,416,000	13,460,000
Convertible loan notes	3,495,000	3,269,000

26.5.2 Valuation techniques used to determine fair values

Below lists the valuation techniques and key inputs used by the Group to value its Level 3 financial instruments. There has been no change in valuation technique during the year ended 30 September 2023 and 31 March 2023.

Investment	Amount as at 30 September 2023	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value and sensitivity
Preferred shares	$8,416,000 (31 March 2023: $13,460,000)	Discounted cash flows and equity allocation model	Discount rate, revenue growth rate	A slight increase in the discount rate or decrease in revenue growth rate used in isolation would result in a decrease in the fair value
Convertible loan notes	$3,495,000 (31 March 2023: $3,269,000)	Binomial Model	Discount rate	A slight increase in the discount rate used in isolation would result in a decrease in the fair value

26.5.3 Reconciliation of Level 3 fair value measurements

	At 30 September 2023	At 31 March 2023
	USD	USD
At the beginning of the reporting period	16,729,000	11,619,000
Additions	100,000	3,250,000
Fair value adjustments	(4,918,000)	1,860,000
At the end of the reporting period	11,911,000	16,729,000

26.5.4 Financial assets and financial liabilities measured at amortized cost

The financial assets and financial liabilities in the table below are measured at amortized cost. Management believes the carrying amounts of these financial assets and liabilities measured at amortized cost approximate their fair values.

	At 30 September 2023	At 31 March 2023
	USD	USD
Financial assets		
Trade receivables	141,459	289,788
Other receivables	14,846	142
Contract assets	74,185	26,989
Amount due from related company	45,092	41,532
Cash and cash equivalents	41,903	1,183,176
	317,485	1,541,627
Financial liabilities		
Trade payables	711,481	187,584
Other payables	-	5,081
Lease liabilities	452,136	-
Amount due to immediate holding company	235,085	506
Loan from a related company	1,100,822	1,060,712
Loans from immediate holding company	2,994,080	2,328,926
	5,493,604	3,582,809

27 SUBSEQUENT EVENTS

In accordance with IAS 10 "Events after the Reporting Period", which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, the Company has evaluated all events or transactions that occurred after the balance sheet date, up through the date the Company issued the financial statements.

- On 28 September 2023, the Company entered into a share subscription agreement with Rhino Ventures Limited. Pursuant to the share subscription agreement, Rhino Ventures Limited agreed to subscribe for and purchase and the Company agreed to issue, allot and sell 5,086 ordinary shares and 10,172 warrants of the Company to Rhino Ventures Limited with total consideration by cash of $8 million. Each warrant can purchase one ordinary share and are exercisable for a period of three years from the date they are issued and shall be exercisable at a valuation of $50 million. Up to the date of these unaudited interim condensed consolidated financial statements, the Company has received $5.3 million of the total subscription amount. The shares and warrants will be issued when the subscription is paid in full.

- On 5 October 2023, the Company issued 44 shares to an employee via the exercising of vesting employee share options.

- On 30 December 2023, the Company and Rhino Ventures Limited extended the repayment terms of the loan agreement between both parties to 31 March 2024. Also refer to note 16.3.

- On 25 January 2024, the Company signed an engagement letter with Chardan Capital Markets LLC ("Chardan") to act as lead underwriter, financial advisor, sole bookrunner and investment banker with respect to U.S. investors in connection with the proposed initial public offering of the Company. The Company shall pay to Chardan an underwriting discount or spread of six percent (6.0%) (the "Gross Spread") or the aggregate gross proceeds actually received from the issuance of Securities (the "Gross Proceeds"), it being understood that two and one-half percent (2.5%) shall be paid to Chardan with respect to any Shares (or other Securities) sold in the Offering to investors with whom the Company has prior relationship with (the "Excluded Investors"). The Gross Spread is subject to a minimum cash compensation of four hundred and fifty thousand ($450,000) dollars. Other expenses incurred by Chardan that the Company will reimburse Chardan for shall not exceed $300,000 in aggregate. In addition, the Company will sell to Chardan and/or their designees, at the time of Closing, for an aggregate of $100, an option ("Representatives' Option") to purchase two-and-one-half percent (2.5%) of the aggregate number of Securities issued in the Offering. The Representatives' Option will be exercisable, in whole or in part, at a price at an exercise price of the Offering Price. The securities in the Representatives' Option will be identical to the IPO Securities. There is a minimum cash compensation of $750,000 of which at the time of issuance of the interim condensed consolidated financial statements for the six months ended 30 September 2023 and 2022 the Company had paid $50,000.

DIGINEX SOLUTIONS (HK) LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

31 MARCH 2023 AND 2022

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
of Diginex Solutions (HK) Limited

Opinion

We have audited the accompanying consolidated financial statements of Diginex Solutions (HK) Limited (the “Company”), which comprise the consolidated statements of financial position as of March 31, 2023 and 2022, and the related consolidated statements of profit or loss and other comprehensive income or loss, changes in equity, and cash flows for the years then ended, and the related notes to the financial statements (collectively referred to as the “financial statements”)

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Diginex Solutions (HK) Limited as of March 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

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 audits. 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 the 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 and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit 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.

Emphasis of Matter – Going Concern

As discussed in Note 2 to the financial statements, the Company has incurred net loss and experienced negative cash flows from operating activities in each of the years in the two-year period ended March 31, 2023 and has a working capital deficit as of March 31, 2023. The Company’s ability to continue as a going concern is dependent, in part, on receiving financial support from its founder, Chairman of the Board of Directors, and significant shareholder. Management’s evaluation of the events and conditions and management’s plans to mitigate these matters are also described in Note 2. Our opinion is not modified with respect to this matter.

We have served as the Company’s auditor since 2023.

/s/ UHY LLP
New York, New York
February 12, 2024

DIGINEX SOLUTIONS (HK) LIMITED
CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the years ended 31 March 2023 and 2022

	Notes	Year ended 31 March 2023 USD	Year ended 31 March 2022 USD
Revenue	5	1,625,763	1,120,083
General and administrative expenses	6	(8,900,491)	(8,477,118)
OPERATING LOSS		(7,274,728)	(7,357,035)
Other income, gains or (losses)	7	(1,762,410)	(5,609,825)
Finance cost, net	8	(220,460)	-
LOSS FOR THE YEAR		(9,257,598)	(12,966,860)
OTHER COMPREHENSIVE INCOME			
Items that may be reclassified subsequently to profit or loss:			
Exchange gain (loss) on translation of foreign operations		1,680	4,323
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(9,255,918)	(12,962,537)
LOSS PER SHARE ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic loss per share	10	(799.31)	(1,182.89)
Diluted loss per share	10	(799.31)	(1,182.89)

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

DIGINEX SOLUTIONS (HK) LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
At 31 March 2023 and 2022

	Notes	At 31 March 2023 USD	At 31 March 2022 USD
ASSETS			
Plant and equipment	11	3,696	4,703
Total non-current assets		3,696	4,703
Trade receivables, net	12	289,788	265,846
Contract assets	12	26,989	69,147
Other receivables, deposit and prepayment	12	43,392	176,076
Due from a related company	15	41,532	-
Cash and cash equivalents		1,183,176	1,274,494
Total current assets		1,584,877	1,785,563
LIABILITIES			
Trade payables	13	(187,584)	(376,764)
Other payables and accruals	13	(349,197)	(289,669)
Deferred revenue	14	(335,666)	(316,711)
Due to immediate holding company	15	(506)	(506)
Loans from immediate holding company	15	(2,328,926)	-
Total current liabilities		(3,201,879)	(983,650)
Loan from a related company	15	(1,060,712)	-
Preferred shares	16	(13,460,000)	(11,619,000)
Convertible loan notes	17	(3,349,822)	-
Total non-current liabilities		(17,870,534)	(11,619,000)
Net current (liabilities) assets		(1,617,002)	801,913
Net liabilities		(19,483,840)	(10,812,384)
EQUITY (DEFICIT)			
Share Capital	18	3,725,301	3,725,301
Exchange reserve	19	6,003	4,323
Share option reserve	19	1,084,270	499,808
Accumulated losses	19	(24,299,414)	(15,041,816)
Total equity (deficit)		(19,483,840)	(10,812,384)

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

DIGINEX SOLUTIONS (HK) LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 March 2023 and 2022

	Notes	Share Capital Shares	Share Capital Amount	Exchange reserve	Share option reserve	Accumulated losses	Total
			USD	USD	USD	USD	USD
Balance at 1 April 2021		10,000	1,282	-	97,834	(2,074,956)	(1,975,840)
Loss for the year		-	-	-	-	(12,966,860)	(12,966,860)
Exchange gain on translation of foreign operations		-	-	4,323	-	-	4,323
Total comprehensive loss for the year		-	-	4,323	-	(12,966,860)	(12,962,537)
Share option awards	22	-	-	-	401,974	-	401,974
Allotment of shares	19	1,582	3,724,019	-	-	-	3,724,019
Balance at 31 March 2022		**11,582**	**3,725,301**	**4,323**	**499,808**	**(15,041,816)**	**(10,812,384)**
Loss for the year		-	-	-	-	(9,257,598)	(9,257,598)
Exchange gain on translation of foreign operations		-	-	1,680	-	-	1,680
Total comprehensive loss for the year		-	-	1,680	-	(9,257,598)	(9,255,918)
Share option awards	22	-	-	-	584,462	-	584,462
Balance at 31 March 2023		**11,582**	**3,725,301**	**6,003**	**1,084,270**	**(24,299,414)**	**(19,483,840)**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

DIGINEX SOLUTIONS (HK) LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended 31 March 2023 and 2022

	Year ended 31 March 2023	Year ended 31 March 2022
	USD	USD
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	(9,257,598)	(12,966,860)
Adjustments for:		
Depreciation – plant and equipment	1,007	335
Impairment losses recognized in respect of trade receivables	5,032	
Finance costs	220,460	
Share option awards	587,821	402,188
Bad debt written off	14,752	-
Net fair value loss of convertible loan notes	19,000	-
Net fair value loss of preferred shares	1,841,000	5,619,000
Operating cash flows before movements in working capital	(6,568,526)	(6,945,337)
Movements in working capital:		
Trade receivables	(43,726)	(72,328)
Other receivables, deposit, and prepayment	132,684	(115,945)
Contract assets	42,158	(19,301)
Amount due from a related company	(41,532)	16,739
Trade and other payables	(131,331)	348,058
Deferred revenue	18,955	316,711
Net cash used in operating activities	(6,591,318)	(6,471,403)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of office equipment	-	(5,038)
Net cash used in investing activities	-	(5,038)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from allotment of ordinary shares	-	3,724,019
Proceeds from issuance of preferred shares	-	6,000,000
Proceeds from issuance of convertible loan notes	3,250,000	-
Advances from immediate holding company	600,000	380,000
Loans from immediate holding company	2,250,000	-
Loan from a related company	1,000,000	-
Repayment to immediate holding company	(600,000)	(2,649,304)
Net cash generated from financing activities	6,500,000	7,454,715
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(91,318)	978,274
Cash and cash equivalents at the beginning of the year	1,274,494	296,220
CASH AND CASH EQUIVALENTS AT END OF YEAR	1,183,176	1,274,494

During the years ended 31 March 2023 and 2022 there were no non-cash investing and financing activities.

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1 COMPANY ORGANIZATION AND PRINCIPAL ACTIVITIES

Diginex Solutions (HK) Limited (the "Company") is a company incorporated in Hong Kong on 8 January 2018 and has its registered office and principal place of business at Smart-Space Fintech 2, Room 3, Units 401-404, Core C, Cyberport 3, 3 Cyberport Road, Telegraph Bay, Hong Kong. The substantial shareholder, Rhino Ventures Limited ("Rhino Ventures") which a limited company incorporated in the British Virgin Islands, is regarded as the immediate and ultimate holding company of the Company.

The principal activities of the Company and its subsidiaries (collectively, the "Group") are the provision of Environmental, Social and Governance ("ESG") reporting solution services, advisory services and developing customization solutions.

These consolidated financial statements are presented in US dollars ("USD"), which is the same as the functional currency of the Company.

These consolidated financial statements for years ended 31 March 2023 and 31 March 2022 were authorized for issue by the Board of Directors on 8 February, 2024. The Company's board of directors has the power to amend the consolidated financial statements after issue.

1.1 Summary of significant transactions

The Group incurred the following transactions that significantly affect the financial position and performance of the Group:

- During the year ended 31 March 2023, the Company issued a convertible loan note instrument to create unsecured convertible loan notes of up to USD10,000,000 in aggregate, bears fixed interest rate of 8% per annum. As of 31 March 2023, notes with face values of USD3,250,000 (2022: Nil) in aggregate were issued. (Note 17)
- During the year ended 31 March 2022, the Company allotted 3,000 Series A Preferred Shares to a new shareholder for a consideration of USD6,000,000. (Note 16)
- During the year end 31 March 2022, the Company allotted 1,582 ordinary shares to new shareholders for aggregate considerations of $3,724,019 to increase the working capital of the Group. (Note 18)

2 BASIS OF PREPARATION

These consolidated financial statements for the two years ended 31 March 2023 and 2022 (the "Track Record Period") have been prepared in accordance with the International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB").

2.1 Going concern basis of accounting

The consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to meet its financial obligations, working capital requirements and capital expenditures as and when they fall due. Future cash flow projections have been analyzed to establish the cash requirements over the coming 12 months which highlight a need for the Group to raise additional capital and/or reduced expenses as necessary.

Since incorporation of the Company, the Group has incurred losses but has been able to fund itself via raising funds from investors, issuance of debt instruments and funding by way of shareholders' loans. In February 2024, the Group anticipates concluding an $8.0 million capital raise, of which $5.3 million has been received to date. The Group also has convertible loan notes and preferred shares, classified as liabilities on the consolidated statement of financial position, which will be mandatorily converted into equity upon the Form F-1 being declared effective. The founder has provided assurances that Rhino Ventures Limited, a company controlled by the founder, will continue to support the Company via the shareholder loans for the earlier of the next 12 months from the date of these consolidated financial statements were issued or the Form F-1 being declared effective. In addition to the above options to raise capital, management also has the ability to control or reduce cash outflows by reducing the cost base of the Group.

Taking into account the ability for the Group to raise finances and management's ability to control costs, management has alleviated the doubt about the Group's ability to continue as a going concern.

2.2 Application of new and amendments to IFRSs

For the purpose of preparing the consolidated financial statements for the Track Record Period, the Group has consistently applied the accounting policies which conform with IFRSs, which includes IFRSs, International Accounting Standards ("IAS") and Interpretations ("IFRIC – Int") issued by the IASB that are effective for the accounting period beginning on 1 April 2021, throughout the Track Record Period.

2.3 New and amendments to IFRSs in issued but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

- IFRS 17: "Insurance Contracts" (effective for annual periods beginning on or after 1 January 2023)
- Amendments to IFRS 10 and IAS 28: "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture" (effective for annual periods beginning on or after a date to be determined)
- Amendments to IFRS 16: "Lease Liability in a Sale and Leaseback" (effective for annual periods beginning on or after 1 January 2024)
- Amendments to IAS 1: "Classification of Liabilities as Current or Non-current" (effective for fiscal periods beginning on or after 1 January 2024)
- Amendments to IAS 1: "Non-current Liabilities with Covenants" (effective for fiscal periods beginning on or after 1 January 2024)
- Amendments to IAS 1 and IFRS Practice Statement 2: "Disclosure of Accounting Policies" (effective for fiscal periods beginning on or after 1 January 2023)
- Amendments to IAS 8: "Definition of Accounting Estimates" (effective for fiscal periods beginning on or after 1 January 2023)
- Amendments to IAS 12: "Deferred Tax related to Assets and Liabilities arising from a Single Transaction" (effective for fiscal periods beginning on or after 1 January 2023)

Management anticipates that the application of all the new and amendments to IFRSs will have no material impact on the Group's consolidated financial statements in the future.

3 SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price, where the highest level of inputs available are used in the valuation.

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company:

- has power over the investee;

- is exposed, or has rights, to variable returns from its involvement with the investee; and

- has the ability to use its power to affect its returns.

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the ordinary equity holders of the Company and to the non-controlling interests. Total comprehensive income or loss of subsidiaries is attributed to the ordinary equity holders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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

Revenue recognition

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the services underlying the particular performance obligation is transferred to the customer. A performance obligation represents a service (or a bundle of goods or services) that is distinct or a series of distinct services that are substantially the same.

Except for granting of a license that is distinct from other promised services, control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct service.

For granting of a license that is distinct from other promised services, the nature of the Group's promise in granting a license is a promise to provide a right to access the Group's intellectual property if all of the following criteria are met:

- the contract requires, or the customer reasonably expects, that the Group will undertake activities that significantly affect the intellectual property to which the customer has rights;
- the rights granted by the license directly expose the customer to any positive or negative effects of the Group's activities; and
- those activities do not result in the transfer of a good or a service to the customer as those activities occur.

If the criteria above are met, the Group accounts for the promise to grant a license as a performance obligation satisfied over time. Otherwise, the Group considers the grant of license as providing the customers the right to use the Group's intellectual property and the performance obligation is satisfied at a point in time at which the license is granted.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition:- Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognize revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of services.

Research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;

- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

During the years ended 31 March 2023 and 2022, no research and development expenditure is recognized as an internally generated intangible asset.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. USD) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

Borrowing costs

Borrowing costs are recognized in the statement of profit or loss in the period in which they are incurred.

Employee benefits

Retirement benefit costs

Payments made by the Group to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

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

A liability is recognized for benefits accruing to employees (such as salaries and annual leave) after deducting any amount already paid.

Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in the statement of profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to the statement of profit or loss.

When share options are exercised, the amount previously recognized in share option reserve will be transferred to share capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share option reserve will be transferred to accumulated losses.

Taxation

Income tax expense (benefit) represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognized in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against deductible temporary differences, unused tax losses or unused tax credits. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the deferred liability is settled or the deferred asset is realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognized in profit or loss.

Plant and equipment

Plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

Office equipment	5 years

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss in the year the asset is derecognized.

Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amounts of relevant assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss

Cash and cash equivalents

Cash and cash equivalents mainly comprised of cash at different banks. The Company considers all short-term investments with an original maturity of three months or less when purchased as cash and cash equivalents. As of 31 March 2023 and 2022, the Group did not have such short term investments.

Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

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

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortized cost:

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

All other financial assets are subsequently measured at FVTPL.

Amortized cost and interest income

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired. At the end of the reporting period, trade and other receivables are measured at amortized cost.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or Fair Value Through Other Comprehensive Income ("FVTOCI") or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss excludes any dividend or interest earned on the financial asset.

Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and other receivables and amounts due from an associate/shareholders/related companies) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognizes lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12-month expected credit loss ("ECL"), unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

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

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

Financial liabilities at amortized cost

Financial liabilities including other payables and amounts due to an associate/related parties/directors are subsequently measured at amortized cost, using the effective interest method.

Preferred shares/ convertible loan notes/redeemable ordinary shares

At the date of issue, preferred shares, convertible loan notes and redeemable ordinary shares are designated as at FVTPL with both the debt component and derivative components recognized at fair value. In subsequent period, changes in fair value are recognized in profit or loss as fair value gain or loss except for changes in the fair value that is attributable to changes in the credit risk (excluding changes in fair value of the derivatives component) is recognized in other comprehensive income, unless the recognition of the effects of changes in the credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to the credit risk that are recognized in other comprehensive income are not subsequently reclassified to profit or loss, they are transferred to retained profits upon derecognition.

Transaction costs relating to the issue of all these instruments are charged to profit or loss immediately.

Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Related parties

A related party is a person or entity that is related to the Group.

(a) A person or a close member of that person's family is related to the Group if that person:

  i. has control or joint control over the Group;
  ii. has significant influence over the Group; or
  iii. is a member of key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions apply:

  i. The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  iii. Both entities are joint ventures of the same third party.
  iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  v. The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
  vi. The entity is controlled or jointly controlled by a person identified in (a).
  vii. A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
  viii. The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current/non-current classification. An asset is current when:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within twelve months after the reporting period; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

4 KEY SOURCES OF JUDGEMENTS AND ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognized in the consolidated financial statements:

Functional currency

The Company's revenue contracts, operating expenses and borrowing are primarily in USD, and are expected to remain principally denominated in USD in the future. Management has determined USD as the Company's functional currency and presented the consolidated financial statements in USD to meet the requirements of users.

Financial instruments

In the process of classifying a financial instrument, management has made various judgments. Judgment is needed to determine whether a financial instrument, or its component parts, on initial recognition is classified as a financial liability, a financial asset or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial liability, a financial asset and an equity instrument. In making its judgment, management considered the detailed criteria and related guidance for the classification of financial instruments as set out in IFRS 9, in particular, whether the instrument includes a contractual obligation to deliver cash or another financial asset to another entity.

Segmental reporting

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (the "CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Group's management is considered the Group's CODM. The CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. While the Group has revenue from multiple services and geographies, the financial position, performance and cashflow of the Group are considered by the CODM on a consolidated basis, so discrete financial information is not available for each such component. The overall financial performance of the Group is also considered as a whole.

As such, the Group has determined that it operates as one operating segment and one reportable segment. The Group will continue to assess the operating segments reviewed by the CODM and the associated reportable segments per IAS 8.

Estimation uncertainties

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Fair value measurement of financial instruments

At the end of each reporting period, certain of the Group's financial liabilities, including preferred shares and convertible loan notes, are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments.

Provision of ECL for trade receivables

Trade receivables with significant balances and credit-impaired are assessed for ECL individually. In addition, for trade receivables which are individually insignificant or when the Group does not have reasonable and supportable information that is available without undue cost or effort to measure ECL on individual basis, collective assessment is performed by grouping debtors based on the Group's internal credit ratings.

The provision of ECL is sensitive to changes in estimates.

Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax exposure in the period in which such determination is made.

Share-based payment expenses – share options awards

The fair value of the share option awards granted that is determined at the date of grant of the respective share options is expensed over the vesting period, with a corresponding adjustment to the Group's share option reserve. In assessing the fair value of the share option award, discounted cash flows and the equity allocation model were used to calculate the fair value of the share options. The discounted cash flows and the equity allocation model requires the input of subjective assumptions, including discount rate, volatility of the Company's ordinary shares and the expected life of options. Any changes in these assumptions can significantly affect the estimate of the fair value of the share option awards.

5 REVENUE

An analysis of the Group's revenue from continuing operations for the reporting periods are as follows:

	Year ended 31 March 2023	Year ended 31 March 2022
	USD	USD
At a point in time:		
Customization income	1,019,064	941,902
Over time:		
Advisory service income	248,497	107,520
License fee income	358,202	70,661
	606,699	178,181
	1,625,763	1,120,083

All service provided by the Group are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to the remaining performance obligations is not disclosed.

6 GENERAL AND ADMINISTRATIVE EXPENSES

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
		USD	USD
Employees' benefits	(a)	5,025,450	4,618,709
IT development and maintenance support	(b)	2,661,511	2,140,291
Advertising and marketing expenses	(c)	479,766	697,032
Professional fees	(d)	275,234	251,937
Consultancy fees	(e)	126,153	165,260
Rent	(f)	83,657	295,568
Audit fees	(g)	22,294	19,548
Others	(h)	226,426	288,773
		8,900,491	8,477,118

	Year ended 31 March 2023	Year ended 31 March 2022
	USD	USD
Basic salaries, allowances and all benefits-in-kind	4,261,273	4,047,774
Pension costs – defined contribution plans	176,356	168,747
Share-based payments	587,821	402,188
	5,025,450	4,618,709

(a) The above includes the cost of both employees and contractors. At 31 March 2023 the company had 26 employees and 10 contractors (2022: 26 employees and 9 contractors).

(b) IT development and maintenance support costs relate, primarily, to those associated with a third party that contribute to developing and maintaining the Group commercial products. The costs also include server expenses for hosting the products.

(c) Advertising and marketing fees relate to costs associated with promoting the product suite via various channels ie social media, conference attendance.

(d) Professional fees are primarily related to third party accounting support and legal fees incurred to support fund raises and general business growth.

(e) Consultancy fees, primarily relate to third party human resources support and other licensing service.

(f) During the year ended 31 March 2023 the Group reduced office size in Hong Kong, the reduction was a follow on from a change in working practices during Covid.

(g) Audit fees are primarily related to statutory audits of group entities in different jurisdictions and are not related to the Public Company Accounting Oversight Board ("PCAOB") audits of the Group's consolidated financial statements for each of the year ended 31 March 2023 and 2022.

(h) Other costs include travel and entertainment, insurance, bank charges, general office expenses and others.

7 OTHER INCOME, GAINS OR LOSSES

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
		USD	USD
Fair value change			
Preferred shares	(a)	(1,841,000)	(5,619,000)
Convertible loan notes	(b)	(19,000)	-
Bank interest income		576	31
Subsidies from government authorities		67,433	-
Other		29,581	9,144
		(1,762,410)	(5,609,825)

(a) During the year ended 31 March 2022, the Group issued preferred shares for $6,000,000. The preferred shares were fair valued, using an equity allocation model at 31 March 2022 which resulted in a loss of $5,619,000. The preferred shares were fair valued again at 31 March 203 resulting in a further loss of $1,841,000.

(b) During the year ended 31 March 2023, the Group issued 8% convertible loan notes. At 31 March 2023, there was $3,250,000 notes outstanding. The notes were fair valued at 31 March 2023, resulting in a loss of $19,000.

8 FINANCE COSTS, NET

	Year ended 31 March 2023	Year ended 31 March 2022
	USD	USD
Interest on		
Convertible loan notes	80,822	-
Loan from immediate holding company	78,926	-
Loan from a related company	60,712	-
	220,460	-

9 INCOME TAXES

There was no current or deferred tax expense for the years ended 31 March 2023 and 2022.

9.1 Current income taxes

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK$2 million (c.$250,000) of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million (c.$250,000) will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Taxes charged on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

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

	Year Ended 31 March 2023 USD	Year Ended 31 March 2022 USD
Loss for the year	(9,257,598)	(12,966,860)
Notional tax calculated at the rates applicable to profits in the tax jurisdictions concerned	(1,555,403)	(2,157,146)
Tax effect of expenses that are not deductible	451,111	1,016,174
Tax effect of tax losses not recognized	1,104,292	1,141,748
Utilization of tax effect of tax losses previously not recognized	-	(776)
Income tax expense	-	-

9.2 Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset tax recoverable against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The Group has accumulated tax losses of $15,337,860 at 31 March 2023 (2022: $8,806,351) that are available indefinitely for offsetting against future taxable profits of the respective group companies in which the losses arose.

Deferred tax asset in respect of accumulated tax losses of $3,696 (2022: $4,703) has been recognized to offset deferred tax liability arising from accelerated depreciation of the Group's plant and equipment. No deferred tax asset has been recognized in respect of the remaining tax losses of $15,334,164 (2022: $8,801,648).

The ultimate realization of unused tax losses is dependent upon the generation of sufficient future taxable profits during the periods in which those temporary differences become deductible. In determining the recognition of a deferred tax asset, management considered the future profitability of the Group. While management expects the Group to return profits in the future, there is still an element of uncertainty and as such, no deferred tax asset has been recognized.

10 LOSS PER SHARE

	Year Ended 31 March 2023 USD	Year Ended 31 March 2022 USD
Loss for the year for the purpose of basic loss per share	(9,257,598)	(12,966,860)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share and diluted loss per share	11,582	10,962

Due to the losses during the years ended 31 March 2023 and 2022, anti-dilutive instruments were excluded from the calculation of diluted loss per share. The excluded anti-dilutive instruments include:

- Share option awards of 1,545 at 31 March 2023 (2022: 1,404). Share option awards convert into one ordinary share, see note 21;
- Preferred shares of 3,000 shares at both 31 March 2023 and 2022, see note 16; and
- Convertible loan notes with aggregate face values of $3,250,000 (2022: Nil), see note 17.

11 PLANT AND EQUIPMENT

	Computer equipment USD
Cost:	
At 1 April 2021, 31 March 2022 and 31 March 2023	5,038
Accumulated depreciation:	
At 1 April 2021	-
Charge for the year	(335)
At 1 April 2022	(335)
Charge for the year	(1,007)
At 31 March 2023	(1,342)
Net carrying amount:	
At 31 March 2023	3,696
At 31 March 2022	4,703

12 TRADE RECEIVABLES, CONTRACT ASSETS, PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

12.1 Trade receivables

	At 31 March 2023 USD	At 31 March 2022 USD
Trade receivables	294,820	265,846
Less: loss allowance	(5,032)	-
Trade receivables total	289,788	265,846

Trade receivables are non-interest bearing and generally have credit terms of 30 days.

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss provision, is as follows:

	At 31 March 2023 USD	At 31 March 2022 USD
Less than 1 month	74,078	25,972
Between 1 month and 3 months	135,691	224,072
Over 3 months	80,019	15,802
	289,788	265,846

The movements in the loss allowance for impairment of trade receivables are as follows:

	Year ended 31 March 2023 USD	Year ended 31 March 2022 USD
At the beginning of the year	-	-
Provision for the year	5,032	-
At the end of the year	5,032	-

During the year ended 31 March 2023, trade receivables of $14,752 (2022: Nil) were written off due to uncollectible as assessed by management. The carrying amounts of trade receivables are approximate their fair values.

12.2 Contract Assets

	At 31 March 2023	At 31 March 2022
	USD	USD
Contract Assets	26,989	69,147

Contract assts relates to client contracts that have been complete, revenue recognized but yet to be invoiced.

12.3 Prepayment, deposits and other receivables

	Notes	At 31 March 2023	At 31 March 2022
		USD	USD
Deposits	(a)	-	160,343
Prepayments		43,250	15,733
Other receivables		142	-
Total		43,392	176,076

(a) Deposits at 31 March 2022 related to rental deposit on a Hong Kong office of $88,343 and $72,000 for a marketing project. The deposit in relation to the marketing project has been returned and the Company relocated office in Hong Kong. There is no deposit required for the current Hong Kong office and the deposit relating to the prior office was returned.

13 TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	Note	At 31 March 2023	At 31 March 2022
		USD	USD
Trade payables		187,584	376,764
Other payables		5,081	5,091
Accruals	(a)	344,116	284,578
		536,781	666,433

(a) Accruals include audit fee, salaries and holiday pay accruals for employees, consultancy fee associated with accounting, taxation and human resources services, and others associated with the on-going running of the Group.

14 DEFERRED REVENUES

	At 31 March 2023	At 31 March 2022
	USD	USD
Advisory service income	35,533	25,380
Customization income	82,608	149,993
License fee income	217,525	141,338
	335,666	316,711

At 1 April 2021, contract liabilities amounted to $Nil.

Deferred revenue relates to revenues that have been invoiced to the client but not yet earned. The deferred revenues are expected to be recognized as revenue in the next 12 months.

15 RELATED PARTY TRANSACTIONS

15.1 Transactions with other related parties

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the reporting period:

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
		USD	USD
License fee income	(a)	387,751	75,638
Contractor fee	(b)	250,000	250,000
Finance charges on:			
Loan from a related company	(c)	60,712	-
Loan from immediate holding company	(d)	78,926	-
Convertible loan notes	(e)	80,822	-

(a) During the year ended 31 March 2023, the Group entered into sales agreements with shareholders amounting to $387,751 in revenue generated (2022: $75,638).

(b) During the year end 31 March 2023, Miles Pelham, controller of the immediate holding company Rhino Ventures Limited, engaged as a contractor to provide management services in return for a fee of $250,000 (2022: $250,000).

(c) The Group has an outstanding loan of $1,000,000 due to Diginex Holdings Limited, a company controlled by Rhino Ventures Limited. The loan bears an 8% annual interest charge and interest of $60,712 accrued during the year ended 31 March 2023 (2022: $ nil).

(d) The Group has a loan outstanding from the immediate holding company, Rhino Ventures Limited, with an amount of $2,250,000 at 31 March 2023 (2022: $Nil). The loan bears an 8% annual interest charge and interest of $78,926 accrued during the year ended 31 March 2023 (2022: $ nil).

(e) During the year ended 31 March 2023, the Group issued convertible loan notes to existing Group shareholders. There were notes outstanding of $3,269,000 at 31 March 2023. The loan note bears an 8% annual interest charge and interest of $80,822 accrued during the year ended 31 March 2023 (2022: $ nil).

15.2 Amounts due from(to) a related company/ immediate holding company

The amounts due from a related company, Diginex (Holdings) Limited of $41,532 (2022: Nil), and immediate holding company, Rhino Ventures of $506 (2022: $506) are unsecured, interest-free and repayable on demand.

15.3 Loans from a related company/ immediate holding company

As of 31 March 2023, loans from immediate holding company, Rhino Ventures Limited, are unsecured, charging at an interest rate of 8% per annum and are repayable on 31 December 2023. At 31 March 2023, the outstanding principal amount was $2,250,000 (2022: Nil). At 31 March 2023, interest accrued on the loan amounted to $78,926 (2022: Nil) resulting in a total outstanding of $2,328,926 (2022: Nil). Subsequently in December 2023, maturity date of the loans were extended to 31 March 2024.

As of 31 March 2023, loans from a related company, Diginex (Holdings) Limited, a company controlled by Rhino Ventures Limited, are unsecured, charging at an interest rate of 8% per annum and are repayable on 31 December 2024. At 31 March 2023, the outstanding principal amount was $1,000,000 (2022: Nil). At 31 March 2023, interest accrued on the loan amounted to $60,712 (2022: Nil) resulting in a total outstanding of $1,060,712 (2022: Nil).

15.4 Acquisition of Diginex Services Limited ("DSL")

In September 2021, Rhino Ventures Limited transferred its 100% equity interest in DSL to the Company at zero consideration (the "Transfer"). On date of Transfer, DSL has net liabilities of approximately GBP15,600. Given the nature of common control for the Transfer, the Group recognize expenses of GBP15,600 (equivalent to approximately $21,372) in profit or loss for the year ended 31 March 2022 accordingly.

15.4 Key management compensation

	Year ended 31 March 2023	Year ended 31 March 2022
	USD	USD
Basic salaries, allowances and all benefits-in-kind	1,304,369	1,224,479
Pension costs - defined contribution plans	7,885	8,269
Share-based payments	410,912	315,667
	1,723,166	1,548,415

Key management personnel are considered as senior representatives of the Group.

16 PREFERRED SHARES

In July 2021, the Company allotted 3,000 Series A Preferred Shares to a new shareholder for a consideration of $6,000,000.

Each Preferred Share carries a number of votes equal to that of the ordinary shares then issuable upon its conversion into ordinary shares at the record date for determination of the shareholders entitled to vote on such matters. The holders of Series A Preferred Shares and ordinary shares shall vote together as a single class unless it is required by applicable law or the Company's Article of Association that Series A Preferred Shares to vote separately as a class.

Each Preferred Share shall automatically be converted into ordinary shares, at the conversion price (i) immediately upon the closing of a qualified initial public offering or (ii) upon the prior written approval of the holders of majority of Series A Preferred Shares (voting together as a single class).

Unless converted earlier pursuant to abovesaid, each holder of Series A Preferred Shares shall have the right, at such holder's sole discretion, to convert all or any portion of the Series A Preferred Shares into ordinary shares at any time.

Each holder of Series A Preferred Shares shall be entitled to receive dividends, prior and in preference to any declaration or payment of any dividend on the ordinary shares or any other class or series of shares issued by the Company, at the rate of four percent per annum of the applicable issue price of the Series A Preferred Shares, on a non-cumulative basis, for each Series A Preferred Share held by such holder.

The preferred shares are redeemable at the request of the holders at earlier of (i) a qualified initial public offering has not been consummated on or before the fifth anniversary of the date on which the first Series A Preferred Share was issued; or (ii) a redemption right has been triggered by a materially breach of certain transaction documents by the Company; or (iii) the Company materially fails to comply with applicable laws and regulations.

As at 31 March 2023, the carrying amount of preferred shares is $13,460,000 (2022: $11,619,000) with fair value loss of $1,841,000 recognized during the year ended 31 March 2023 (2022: $5,619,000). For details of fair value measurement, please refer to note 24.5 to the consolidated financial statements.

17 CONVERTIBLE LOAN NOTES (THE "NOTES")

	At 31 March 2023	At 31 March 2022
	USD	USD
Fair value of the Notes	3,269,000	-
Accrued interest	80,822	-
	3,349,822	-

During the year ended 31 March 2023, the Company issued a convertible loan note instrument to create unsecured convertible loan notes of up to USD10,000,000 in aggregate, bears fixed interest rate of 8% per annum. Loan Notes have a maturity date on the second anniversary of the effective date of the subscription.

The Notes shall automatically convert into ordinary shares at the conversion price on the earlier of the following events, (i) a relevant fund raising, (ii) change of control, or (iii) an initial public offering ("IPO"). Such senior class of shares to be issued to investors in connection with the relevant fund raising or issued at the completion of the change of control or IPO.

During the year ended 31 March 2023, Notes with face values of $1,000,000, $1,000,000, $1,000,000 and $250,000 were issued in August 2022, January 2023, March 2023 and March 2023, respectively, with aggregate face value of $3,250,000 issued. Fair value loss of $19,000 was recognized during the year ended 31 March 2023 (2022: $Nil).

For details of fair value measurement, please refer to note 24.5 to the consolidated financial statements.

18 SHARE CAPITAL

As a Hong Kong incorporated company, the Company's shares do not have a par value.

	Note	Share Capital	
		Shares	Amount
			USD
At 1 April 2021		10,000	1,282
Allotment of shares		1,582	3,724,019
At 31 March 2023 and 2022		11,582	3,725,301

During the year, in May 2021, the Company allotted 1,111 ordinary shares to a new shareholder at consideration of $2,222,000. In December 2021 and March 2022, the Company further allotted 157 and 314 ordinary shares to two new shareholders for considerations of $500,673 and $1,001,346 respectively. The purpose of shares issuance is to increase the working capital of the Company. These shares rank pari passu with the existing ordinary shares in all respects.

The 314 shares issued in March 2022 were issued with conditions. The conditions were based on the use of funds and the provision of information by the Company to the shareholder. Should any conditions not be met then there is a 30 day remediation period to resolve the issue. If such issues cannot be resolved the shareholder can demand the Company to buy back the investment at the higher of the fair value of the investment or the initial investment value. Such conditions lapse on an IPO of the Company. Management considers the possibility of such an outcome to be remote and the fair value of the option to redeem the investment to be immaterial.

19 OTHER RESERVES

Nature and purpose of reserves

19.1 Share option reserve

The share option reserve comprises of the fair value of share options that have yet to vest.

19.2 Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statement of foreign operation. The reserve is dealt with in accordance with the accounting policies set out in note 4.

19.3 Accumulated losses

Accumulated losses are the cumulative net loss of the Group sustained in the business.

20 DIVIDEND

No dividends were paid in the years ended 31 March 2023 and 2022.

21 SHARE-BASED PAYMENTS

The board of directors of the Company (the "Board") approved and adopted the Share Option Award Scheme (the "Scheme") which outlines the grant of share option award (the "Award") to selected employees and/or consultants of the Group (the "Participant") to subscribe ordinary shares of the Company (the "Share"). The Board may determine the Participant and grant Shares under the Scheme not exceeding 15% of issued shares in the Company on a fully diluted basis. Purpose of the Scheme is to attract and retain the best available talent for the Company to benefit its business operations.

The Company may grant the Participant an Award consisting in the right to acquire or receive a certain number, or a percentage, of Shares (the "Ownership Stake") determined in the Scheme (each event being an "Award Grant"). The Award Grant shall vest after thirty-six (36) calendar months of continuous employment with, or service to, the Company or of any of its affiliates (the "Vesting Date"). Unless exercised, the Award will lapse and expire after six (6) calendar months from the Vesting Date ("Long Stop Date").

The number of Shares the Participant is entitled to under an Award Grant shall be determined at the Vesting Date. The vesting of the Award Grant shall confer to the Participant the same shareholding percentage in the Company as the Ownership Stake. Unless determined at the time of the Award Grant, such shareholding shall be calculated based on the total number of Shares issued at the Vesting Date.

Prior to the Long Stop Date, should the Company give notice of: 1) merger or acquisition or similar event involving change of control of the Company; or 2) listing of its shares on a recognized and regulated stock exchange, all Awards, whether vested or unvested, shall be: 1) (i) automatically exchanged for equivalent options over or in relation to shares in the acquirer entity or listed Company; or (ii) cancelled in exchange for, and automatically converted to, shares in the acquiring entity or listed Company in equivalent value as the value under the Option Grant, which will be locked-up for a period of 15 months from the date of change of control or listing, respectively, (the "Lock-up Period") and will be released in three (3) equal instalments over a period of six (6) months following the expiration of such Lock-up Period.

The Award Grant shall be forfeited and cancelled if before the Vesting Date: (a) the Participant hands in a notice of resignation; (b) the Participant gives notice of termination of service; or (c) the Participant's employment or service with the Company is terminated for any reason, unless otherwise determined by the Board in its sole and absolute discretion.

Details of the Awards granted during the year:

Grant date	% of share option award to vest	Vesting period From	Vesting period To	Fair value per option at grant date
		From	To	USD
1-Apr-2021	0.10%	1-Apr-2021	31-Mar-2024	1,118
12-Jul-2021	0.10%	12-Jul-2021	11-Apr-2024	1,354
30-Jul-2021 *	1.00%	30-Jul-2021	1-Jul-2023	1,552
25-Apr-2022 *	0.10%	25-Apr-2022	31-Mar-2023	3,218
25-May-2022	0.10%	25-May-2022	5-Nov-2023	3,218
26-Sep-2022	1.00%	26-Sep-2022	25-Sep-2025	3,488
18-Oct-2022 **	0.10%	18-Oct-2022	1-Sep-2024	3,515
23-Nov-2022 **	0.20%	23-Nov-2022	1-Jul-2023	3,570
12-Jan-2023 **	0.05%	12-Jan-2023	1-Jul-2023	3,646

* Fair value of the Awards as of 30 July 2021 is determined using interpolation method between the fair values determined on 1 July 2021 and 1 April 2022. Fair value of the Awards as of 25 April 2022 is approximated to that as of 1 April 2022.

** Fair values of the Awards as of 18 October 2022, 23 November 2022 and 1 January 2023 are determined using interpolation method between the fair values determined on 30 September 2022 and 31 March 2023.

Number of unvested shares (based on number of the Company's shares-in-issue at the end of each reporting period) and movement of share option reserve:

	Number of unvested shares	Share option reserve
		USD
At 1 April 2021	902	97,834
Additions	502	401,974
At 31 March 2022	1,404	499,808
Additions	141	584,462
At 31 March 2023	1,545	1,084,270

The fair value of the Awards granted is estimated at the grant date using discounted cash flow ("DCF"), Backsolve model ("BM") and equity allocation model ("EAM"). The following table lists the inputs to those models at respective grant date:

Dates of fair value	**Valuation approach**	**Discount rate**	**Terminal growth rate**	**Lack of marketability discount**	**Lack of control discount**	**Volatility**
1-Apr-2021	DCF	18%	3%	20%	20%	Not used
1-Jul-2021	BM	Not used	Not used	20%	20%	41.05%
1-Apr-2022	DCF & EAM	17%	3%	15%	20%	41.16%
25-May-2022	DCF & EAM	17%	3%	15%	20%	41.16%
1-Sep-2022	DCF & EAM	17%	3%	15%	20%	44.16%
30-Sep-2022	DCF & EAM	17%	3%	15%	20%	44.16%
31-Mar-2023	DCF & EAM	17%	3%	15%	20%	46.62%

The equity value at 100% basis is determined using DCF method based on the estimates of cash flows as of the grant date discounted using an appropriate discount rate, having considered relevant risk factors.

22 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Preferred shares	Convertible loan notes	Amount due from immediate holding company	Loan from immediate holding company	Loan from a related company	Total
	US$	US$	US$	US$	US$	US$
At 1 April 2021	-	-	2,269,810	-	-	2,269,810
Financing cash flows						
Additions	6,000,000	-	380,000	-	-	6,380,000
Repayments	-	-	(2,649,304)	-	-	(2,649,304)
Fair value adjustments	5,619,000	-	-	-	-	5,619,000
At 31 March 2022	11,619,000	-	506	-	-	11,619,506
Financing cash flows						
Additions	-	3,250,000	600,000	2,250,000	1,000,000	7,100,000
Repayments	-	-	(600,000)	-	-	(600,000)
Interest expenses	-	80,822	-	78,926	60,712	220,460
Fair value adjustments	1,841,000	19,000	-	-	-	1,860,000
At 31 March 2023	13,460,000	3,349,822	506	2,328,926	1,060,712	20,199,966

23 SUBSIDIARIES

The Group's subsidiaries on March 31, 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group. The country of incorporation or registration is also their principal business place of business. Particulars of the subsidiaries as of March 31, 2023 are as follows:

Name of entity	Place of Incorporation and operation	Principal activities	Particulars of issued/registered share capital	Percentage of ownership interest
Diginex USA, LLC	United States of America	Provision of ESG reporting solutions services	1,000 Class A Units of $10 each	Direct 100% (2022: 100%)
Diginex Services Limited	United Kingdom	Provision of ESG reporting solutions services	Ordinary shares of 1 pence each	Direct 100% (2022: 100%)

24 FINANCIAL RISK MANAGEMENT

24.1 Market risk factors

The Group's activities expose it to a variety of market risks: foreign currency risk, interest rate risk and liquidation risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

The risks are minimized by the financial management policies and practices described below.

24.1.2 Foreign currency risk

The Group operates primarily in USD and HKD, albeit there is an increasing exposure to GBP. Given USD and HKD are pegged within a range, the Group had a reduced exposure to foreign currency risk during the year. Given the increasing exposure to other currencies, the Group is formalizing a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure to manage the risk. The material balance sheet items are denominated in USD and as such no sensitivity analysis on the impact of foreign exchange movements has been performed.

24.1.3 Interest rate risk

The Group has minimal interest rate risk because there are no significant borrowings at variable interest rates. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated. The Group's cash flow interest rate risk relates primarily to variable-rate bank balances. The exposure to the interest rate risk for variable rate bank balances is insignificant as the bank balances have a short maturity period.

24.2 Credit risk

The Group has exposure to credit risk arising from deposits in banks as well as trade receivables. Credit risk is managed on a Group basis.

The amount of the Group's maximum exposure to credit risk is the amount of the Group's carrying value of the related financial assets and liabilities as of the end of the reporting period.

24.2.1 Deposits with bank

With respect to the Group's deposit with bank, the Group limits its exposure to credit risk by placing deposits with financial institution with high credit rating and no recent history of default. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations. Management will continue to monitor the position and will take appropriate action if their ratings are changed. As at 31 March 2023 and 2022, the Group had a concentration of deposits with one bank but does have additional banking relationships to mitigate any concentration risk.

Despite the Group having a banking relationship with Signature Bank, the collapse of the bank in March 2023 did not significantly affect the Group's finances. This is due to the fact that the Group had a minimal bank balance held at Signature Bank.

24.3 Liquidity risk

24.3.1 Financing arrangement

The Group monitors its cash position on a regular basis and manages cash and cash equivalents to finance the Group's operations. The Group has been primarily financed via the proceeds from the issuance of equity, issuance of convertible loan notes and access to a shareholder loan.

24.3.2 Maturities of financial liabilities

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of each financial reporting period to the contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Within 1 year	1-5 years	Total
	USD	USD	USD
At 31 March 2023			
Accounts payable	187,584	-	187,584
Other payables and accruals	349,197	-	349,197
Deferred revenue	335,666	-	335,666
Amount due to immediate holding company	506	-	506
Loan from immediate holding company	2,328,926	-	2,328,926
Loans from related company	-	1,060,712	1,060,712
Preferred shares	-	13,460,000	13,460,000
Convertible loan notes	-	3,349,822	3,349,822
	3,201,879	17,870,534	21,072,413
At 31 March 2022			
Accounts payable	376,764	-	376,764
Other payables and accruals	289,669	-	289,669
Deferred revenue	316,711	-	316,711
Amount due to immediate holding company	506	-	506
Preferred shares	-	11,619,000	11,619,000
	983,650	11,619,000	12,602,650

24.4 Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximize the return to the shareholders through the optimization of the debt and equity balance.

The Group manages its capital structure and adjusts it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may issue new shares or other instruments. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2023 and 2022.

24.5 Fair values measurements

24.5.1 Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of financial instruments in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments and non-financial assets into the three levels prescribed under the accounting standards. An explanation of each level is set out in Note 3. There is no transfer between level 1, 2 or 3 during both years.

Fair value measurements using level 3	At 31 March 2023	At 31 March 2022
	USD	USD
Recurring fair value		
Preferred shares	13,460,000	11,619,000
Convertible loan notes	3,269,000	-

24.5.2 Valuation techniques used to determine fair values

Below lists the valuation techniques and key inputs used by the Group to value its Level 3 financial instruments. There has been no change in valuation technique during the year ended 31 March 2023 and 2022.

Investment	Amount as at 31 March 2023	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value and sensitivity
Preferred shares	USD13,460,000 (2022: USD11,619,000)	Discounted cash flows and equity allocation model	Discount rate, revenue growth rate	A slight increase in the discount rate or decrease in revenue growth rate used in isolation would result in a decrease in the fair value
Convertible loan notes	USD3,269,000 (2022: Nil)	Binomial Model	Discount rate	A slight increase in the discount rate used in isolation would result in a decrease in the fair value

24.5.3 Reconciliation of Level 3 fair value measurements

	At 31 March 2023	At 31 March 2022
	USD	USD
At 1 April	12,620,346	-
Additions	3,250,000	7,001,346
Fair value adjustments	1,860,000	5,619,000
At 31 March	17,730,346	12,620,346

24.5.4 Financial assets and financial liabilities measured at amortized cost

The financial assets and financial liabilities in the table below are measured at amortized cost. Management believes the carrying amounts of these financial assets and liabilities measured at amortized cost approximate their fair values.

	At 31 March 2023	At 31 March 2022
	USD	USD
Financial assets		
Trade receivables	289,788	265,846
Contract assets	26,989	69,147
Other receivables	142	-
Amount due from related company	41,532	-
Cash and cash equivalents	1,183,176	1,274,494
	1,541,627	1,609,487
Financial liabilities		
Trade payables	187,584	376,764
Other payables	5,081	5,091
Amount due to immediate holding company	506	506
Loan from a related company	1,060,712	-
Loans from immediate holding company	2,328,926	-
	3,582,809	382,361

25 SUBSEQUENT EVENTS

In accordance with IAS 10 "Events after the Reporting Period", which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, the Company has evaluated all events or transactions that occurred after the balance sheet date, up through the date the Company issued the financial statements.

- On 28 September 2023, the Company entered into a share subscription agreement with Rhino Ventures Limited. Pursuant to the share subscription agreement, Rhino Ventures Limited agreed to subscribe for and purchase and the Company agreed to issue, allot and sell 5,086 ordinary shares and 10,172 warrants of the Company to Rhino Ventures Limited with total consideration by cash of $8 million. Each warrants can purchase one ordinary share and are exercisable for a period of three years from the date they are issued and shall be exercisable at a valuation of $50 million. Up to the date of these consolidated financial statements, the Company has received $5.3 million of the total subscription amount. The shares and warrants will be issued when the subscription is paid in full.

- On 5 October 2023, the Company issued 44 shares to an employee via the exercising of vesting employee share options.

- On 30 December 2023, the Company and Rhino Ventures Limited extended the repayment terms of the loan agreement between both parties to 31 March 2024. See note 15.3.

- On 25 January 2024, the Company signed an engagement letter with Chardan Capital Markets LLC ("Chardan") to act as lead underwriter, financial advisor, sole bookrunner and investment banker with respect to U.S. investors in connection with the proposed initial public offering of the Company. The Company shall pay to Chardan an underwriting discount or spread of six percent (6.0%) (the "Gross Spread") or the aggregate gross proceeds actually received from the issuance of Securities (the "Gross Proceeds"), it being understood that two and one-half percent (2.5%) shall be paid to Chardan with respect to any Shares (or other Securities) sold in the Offering to investors with whom the Company has prior relationship with (the "Excluded Investors"). The Gross Spread is subject to a minimum cash compensation of four hundred and fifty thousand ($450,000) dollars. Other expenses incurred by Chardan that the Company will reimburse Chardan for shall not exceed $300,000 in aggregate. In addition, the Company will sell to Chardan and/or their designees, at the time of Closing, for an aggregate of $100, an option ("Representatives' Option") to purchase two-and-one-half percent (2.5%) of the aggregate number of Securities issued in the Offering. The Representatives' Option will be exercisable, in whole or in part, at a price at an exercise price of the Offering Price. The securities in the Representatives' Option will be identical to the IPO Securities. There is a minimum cash compensation of $750,000 of which at the time of issuance of the interim condensed consolidated financial statements for the six months ended 30 September 2023 and 2022 the Company had paid $50,000.

DIGINEX LIMITED

Xxxxx Ordinary Shares

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 6. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime, or against the indemnified person's own fraud or dishonesty. Our Amended and Restated Memorandum and Articles provide to the extent permitted by Cayman Islands law, we shall indemnify each existing or former secretary, director (including alternate director), and any of our other officers (including an investment adviser or an administrator or liquidator) and their personal representatives against: (a) all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by the existing or former director (including alternate director), secretary or officer in or about the conduct of our business or affairs or in the execution or discharge of the existing or former director (including alternate director), secretary's or officer's duties, powers, authorities or discretions; and (b) without limitation to paragraph (a) above, all costs, expenses, losses or liabilities incurred by the existing or former director (including alternate director), secretary or officer in defending (whether successfully or otherwise) any civil, criminal, administrative or investigative proceedings (whether threatened, pending or completed) concerning us or our affairs in any court or tribunal, whether in the Cayman Islands or elsewhere. No such existing or former director (including alternate director), secretary or officer, however, shall be indemnified in respect of any matter arising out of his own dishonesty.

To the extent permitted by the Companies Act, we may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by an existing or former director (including alternate director), secretary or any of our officers in respect of any matter identified in above on condition that the director (including alternate director), secretary or officer must repay the amount paid by us to the extent that it is ultimately found not liable to indemnify the director (including alternate director), the secretary or that officer for those legal costs. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 8. Exhibits and Financial Statement Schedules.

(a) The following exhibits are included or incorporated by reference in this registration statement on Form F-1:

Exhibit Number	Exhibit Title
1.1**	Form of Underwriting Agreement by and between Diginex Limited and Chardan Capital Markets, LLC.
2.1**	Share Exchange Agreement dated ________, 2024, by and between Diginex Limited and the equity holders of Diginex Solutions (HK) Limited
3.1**	Memorandum and Articles of Association
3.2**	Form of Amended and Restated Memorandum and Articles of Association
4.1**	Specimen Share Certificate for Ordinary Shares
4.2**	Specimen Share Certificate for Preferred Shares
5.1**	Legal Opinion of Ogier LLP regarding the validity of Ordinary Shares being registered
21.1**	List of Subsidiaries
23.1**	Consent of UHY LLP
23.2**	Consent of Ogier LLP (included in Exhibit 5.1)
99.1**	Code of Business Conduct
99.2**	[Consent of Director Nominee]
99.3**	[Consent of Director Nominee]
99.4**	[Consent of Director Nominee]
99.5**	[Consent of Director Nominee]
107**	Calculation of Filing Fee Tables

* Filed herewith.
** To be filed by amendment.

(b) Financial Statement Schedules.

All schedules have been omitted because they are not required, are not applicable or the information is otherwise set forth in the financial statements or notes thereto.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that:

Paragraphs (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act of 1933 need not be furnished, provided that the Registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Securities Act of 1933 or Item 8.A of Form 20-F if such financial statements and information are contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(5) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by a Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(b) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(c) The undersigned registrant hereby undertakes:

(i) That for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(ii) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Cayman Islands on [ ], 2024.

Diginex Limited

Name: Mark Blick
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the Registrant in the capacities and on the date indicated.

Signature	Capacity in Which Signed	Date
Mark Blick	Chief Executive Officer and Director (Principal Executive Officer)	[ ], 2024
Miles Pelham	Chairman and Director	[ ], 2024

* By:

Attorney-in-fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in its capacity as the duly authorized representative of Diginex Limited, in the City of, on the [ ] day of , 2024.

By:
Name:
Title: Authorized Representative