
FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of February, 2021

Commission File Number: 333-234147

DIGINEX LIMITED

(Translation of Registrant's Name into English)

**35/F Two International
Finance Street, Central
Hong Kong**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file
annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On February 24, 2021, Diginex Limited (the “Company”) issued a press release announcing the redemption of all of its outstanding warrants (the “Public Warrants”) to purchase shares of the Company’s ordinary shares that were issued under the Warrant Agreement, dated March 27, 2019, by and between the Company’s predecessor company 8i Enterprises Acquisition Corp, a British Virgin Islands company (“8i”), and VStock Transfer, LLC, as warrant agent and supplemented by the Supplemental Warrant Agreement, dated September 30, 2020, by and between the Company and VStock Transfer, LLC (the “Warrant Agreement”), as part of the units sold in 8i’s initial public offering (“IPO”) and also issued to holders of certain 8i promissory notes converted into warrants in connection with the Company’s business combination. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the Notice of Redemption delivered by the Company is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

None of this Current Report on Form 6-K, the press release attached hereto as Exhibit 99.1 nor the Notice of Redemption attached hereto as Exhibit 99.2 constitutes an offer to sell or the solicitation of an offer to buy any Company securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated February 24, 2021
99.2	Notice of Redemption, dated February 24, 2021

This Form 6-K, including all exhibits hereto, is hereby incorporated by reference into all registration statements filed by the Company under the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Diginex Limited

By: /s/ Paul Ewing

Name: Paul Ewing

Title: Chief Financial Officer

Date: February 24, 2021



Diginex Announces Redemption of Public Warrants

Warrant redemption proceeds to be invested in expanding the Company's digital asset ecosystem

(SINGAPORE, February 24, 2021) – Diginex Limited (Nasdaq: EQOS) (“Diginex” or the “Company”), a digital assets financial services company, today announced that it will redeem all of its outstanding public warrants (“Public Warrants”).

The Public Warrant proceeds will be used to drive Diginex's growing product line and the ongoing investment into its digital asset ecosystem, whilst accelerating its expansion plans.

There are currently 5.3 million Public Warrants outstanding while 0.9 million, or 15%, of the warrants have already been exercised to date. Each Public Warrant entitles the holder thereof to purchase one-half of one ordinary share at a cash price of \$5.75 per Public Warrant exercised (or one share of the Company for a cash price of \$11.50, per two Public Warrants exercised)

The upcoming product launches include:

- Integrating borrowing and lending capabilities into its leading digital asset custodian Digivault and cryptocurrency exchange EQUOS;
- Increasing the derivative product set to include options and dated futures, as well a wider range of coins, and twelve additional fiat currencies, that will be made available to customers who trade on EQUOS; and
- Launching the EQUOS Investment Products business, which will include cryptocurrency based structured products and listed investment products.

Richard Byworth, CEO of Diginex, said: “With the exercise of our Public Warrants, our balance sheet will be stronger allowing us to be even more aggressive with our expansion plans.

With the current momentum we are seeing in crypto assets, wider corporate interest and increasing retail participation, it is important to be moving as fast as we can. This is a race, and we are focused on winning it.”

Diginex brings together a cryptocurrency exchange, trading solutions, custody, borrowing & lending, asset management and capital markets capabilities, and has been listed on Nasdaq since October 2020.



Since listing, the company has achieved a number of key milestones, including:

- the January 2021 launch of its Bitcoin Perpetual Futures contract on EQUOS has already seen volumes as high as \$25 million in a single day;
- a partnership with one of the world's leading crypto and crypto derivative liquidity providers, GSR, which will become a strategic shareholder as part of the terms of the partnership;
- the launch of Access, a multi-venue trading platform, in collaboration with leading technology provider Itiviti, offering the first full suite of Portfolio Management, Order Management and Execution Management systems with a crypto product for institutional investors; and
- an estimated net 35% 12-month rolling performance for its market neutral crypto fund of Hedge Funds.

Redemption of Public Warrants

Diginex will redeem all of its outstanding public warrants to purchase shares of the Company's ordinary shares, no par value (the "Ordinary Shares"), that were issued under the Warrant Agreement, dated March 27, 2019, by and between the Company's predecessor company 8i Enterprises Acquisition Corp, a British Virgin Islands company ("8i"), and VStock Transfer, LLC, as warrant agent and supplemented by the Supplemental Warrant Agreement, dated September 30, 2020, by and between the Company and VStock Transfer, LLC (the "Warrant Agreement"), as part of the units sold in 8i's initial public offering ("IPO") and also issued to holders of certain 8i promissory notes converted into warrants in connection with the Company's business combination, each for a redemption price of \$0.01 per Public Warrant (the "Redemption Price"), for Public Warrants that remain outstanding at 5:00 p.m. New York City time on March 26, 2021 (the "Redemption Date").

Under the terms of the Warrant Agreement, the Company is entitled to redeem all of the outstanding Public Warrants if the last sales price of the Ordinary Shares is at least \$16.50 per share for any 20 trading days within a 30-day trading period. This share price performance target was achieved as of February 19, 2021.

At the direction of the Company, VStock Transfer LLC, in its capacity as warrant agent, has delivered a notice of redemption to each of the registered holders of the outstanding Public Warrants.

All such Public Warrants may be exercised by the holders thereof until 5:00 p.m. New York City time on the Redemption Date to purchase fully paid and non-assessable shares of ordinary shares underlying such warrants, at the exercise price of \$11.50 per share. Any Public Warrants that remain unexercised following 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable, and the holders of those Public Warrants will be entitled to receive only the redemption price of \$0.01 per warrant.



The shares of Ordinary Shares stock underlying the Public Warrants have been registered by the Company under the Securities Act of 1933, as amended, and are covered by a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-249858).

Questions concerning redemption and exercise of the Public Warrants can be directed to VStock Transfer LLC, 18 Lafayette Place, Woodmere, New York 11598, telephone number (212) 828-8436. For a copy of the notice of redemption sent to the holders of our Public Warrants and a prospectus relating to the shares of Ordinary Shares issuable upon exercise of the Public Warrants, please visit our investor relations website at ir.diginex.com/.

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of any of Diginex's securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release includes forward looking statements that involve risks and uncertainties. Forward looking statements are statements that are not historical facts. For example, forward looking statements in this press release relate the completion of the private placement, the satisfaction of customary closing conditions related to the private placement and the intended use of net proceeds from the private placement. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results or outcomes to differ materially from the forward-looking statements. Most of these factors are outside of Diginex's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: the ability to recognize the anticipated benefits of the business combination; the ability of Diginex to grow and manage growth profitably; Diginex's limited operating history and history of net losses; Diginex's ability to execute its business plan; the inability to maintain the listing of Diginex's shares on Nasdaq; Diginex's estimates of the size of the markets for its products; the rate and degree of market acceptance of Diginex's products; Diginex's ability to identify and integrate acquisitions; potential litigation involving Diginex or the validity or enforceability of Diginex's intellectual property; general economic and market conditions impacting demand for Diginex's products and services; and such other risks and uncertainties indicated in Diginex's Shell Company Report on Form 20-F, including those under "Risk Factors" therein, and in Diginex's other filings with the SEC, which are available on the SEC's website at www.sec.gov.



In addition, any forward-looking statements contained in this press release are based on assumptions that Diginex believes to be reasonable as of this date. Diginex undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date of this press release or to reflect new information or the occurrence of unanticipated events, except as required by law.

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About Diginex Corporation

Diginex is a digital assets financial services company focused on delivering a cryptocurrency and digital assets ecosystem offering innovative product and services that are compliant, fair and trusted. The group encompasses cryptocurrency exchange EQUOS.io as well as an over-the-counter trading platform. It also offers a front-to-back integrated trading platform, Diginex Access, a securitization advisory service, Diginex Capital, market leading hot and cold custodian Digivault and funds business Bletchley Park Asset Management.

For more information visit: <https://www.diginex.com/>

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Follow EQUOS.io on social media on Twitter @EQUOS_io and on LinkedIn.

February 24, 2021

NOTICE OF REDEMPTION OF CERTAIN WARRANTS (CUSIP Y2074E117)

Dear Warrant Holder

Diginex Limited (the “Company”) hereby gives notice that it is redeeming, at 5:00 p.m. New York City time on March 26, 2021 (the “Redemption Date”), all of the Company’s outstanding warrants (the “Public Warrants”) to purchase shares of the Company’s ordinary shares, no par value (the “Ordinary Shares”), that were issued under the Warrant Agreement, dated March 27, 2019, by and between the Company’s predecessor company 8i Enterprises Acquisition Corp, a British Virgin Islands company (“8i”), and VStock Transfer, LLC, as warrant agent and supplemented by the Supplemental Warrant Agreement, dated September 30, 2020, by and between the Company and VStock Transfer, LLC (the “Warrant Agreement”), as part of the units sold in 8i’s initial public offering (“IPO”) and also issued to holders of certain 8i promissory notes converted into warrants in connection with the Company’s business combination, each for a redemption price of \$0.01 per Public Warrant (the “Redemption Price”). Each Public Warrant entitles the holder thereof to purchase one-half of one share of Ordinary Shares for a purchase price of \$5.75 per warrant, subject to adjustments.

The Public Warrants are quoted on the Nasdaq stock market under the symbol “EQOSW.”

On February 22, 2021, the closing price of the Public Warrants was \$2.73 and the closing price of the Ordinary Shares was \$15.53. As a result of the redemption of the outstanding Public Warrants, the Public Warrants will cease to be quoted on the Nasdaq stock market, effective at the close of trading on the Redemption Date.

TERMS OF REDEMPTION; CESSATION OF RIGHTS

The rights of the Public Warrant holders to exercise their Public Warrants will terminate following 5:00 p.m. New York City time on the Redemption Date. At 5:00 p.m. New York City time on the Redemption Date and thereafter, holders of unexercised Public Warrants will have no rights with respect to those warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in “street name.” We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Public Warrants.

Please note that the act of exercising is VOLUNTARY, meaning that a holder of Public Warrants must instruct its broker to submit its Public Warrants for exercise.

The Company is exercising this right to redeem the Public Warrants pursuant to Section 6 of the Warrant Agreement. Pursuant to Section 6.1 of the Warrant Agreement, the Company has the right to redeem all of the outstanding Public Warrants if the last sales price of the Ordinary Shares equals or exceeds \$16.50 per share on each of 20 trading days within any 30-day trading period ending on the third business day prior to the date on which a notice of redemption is given. The last sales price of the Ordinary Shares has been at least \$16.50 per share on each of 20 trading days within the 30 day trading period ending on February 19, 2021 (which is three business days prior to the date of this redemption notice).

EXERCISE PROCEDURE

Public Warrant holders have until 5:00 p.m. New York City time on the Redemption Date to exercise their Public Warrants to purchase Ordinary Shares for cash. Each Public Warrant entitles the holder thereof to purchase one-half of one share of Ordinary Shares at a cash price of \$5.75 per Public Warrant exercised (or one share of Ordinary Shares of the Company for a cash price of \$11.50, per two Public Warrants exercised) (the "Exercise Price").

Payment of the exercise funds may be made by wire transfer of immediately available funds.

Those who hold their Public Warrants in "street name" should immediately contact their broker to determine their broker's procedure for exercising their Public Warrants.

Persons who are holders of record of their Public Warrants may exercise their Public Warrants by sending:

1. A fully and properly completed "Election to Purchase" (a form of which is attached hereto as Annex A), duly executed and indicating, among of things, the number of Public Warrants being exercised; and

2. The exercise funds via wire transfer,

To the Warrant Agent:

VStock Transfer LLC
18 Lafayette Place
Woodmere, New York 11598
Telephone: (212) 828-8436

The method of delivery of the Public Warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

The fully and properly completed Election to Purchase must be received by VStock Transfer LLC prior to 5:00 p.m. New York City time on March 26, 2021. Public Warrants that are received on or after such time will not be exercised, but will be redeemed at the Redemption Price of \$0.01 per Public Warrant.

For holders of Public Warrants who hold their warrants in "street name," provided that a Notice of Guaranteed Delivery is received by VStock Transfer LLC prior to 5:00 p.m. New York City time on March 26, 2021, broker-dealers shall have two business days to deliver the Public Warrant to VStock Transfer LLC.

Any Public Warrant received which is received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully and properly completed will be deemed to have been delivered for redemption (at \$0.01 per Public Warrant) and not for exercise.

PROSPECTUS

A prospectus covering the Ordinary Shares issuable upon the exercise of the Public Warrants (and the supplements thereto) is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-249858) (the "SEC"). The SEC also maintains an Internet website that contains a copy of this prospectus. The address of this site is *www.sec.gov*. Alternatively, to obtain a copy of the prospectus (and the supplements thereto), please visit our investor relations website at <https://ir.diginex.com/>.

REDEMPTION PROCEDURE

Payment of the Redemption Price will be made by the Company upon presentation and surrender of the Public Warrant for payment following 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in "street name" should contact their broker to determine their broker's procedure for redeeming their Public Warrants.

Any questions you may have about redemption and exercising your Public Warrants may be directed to VStock Transfer LLC at its address and telephone number set forth above.

Sincerely,

DIGINEX LIMITED

/s/ Paul Ewing

Name: Paul Ewing

Title: Chief Financial Officer

Annex A

DIGINEX LIMITED

Election to Purchase

(To Be Executed Upon Exercise of Warrant)

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to receive _____ shares of Ordinary Shares and herewith tenders payment for such shares of Ordinary Shares, no par value (the "Ordinary Shares") to the order of Diginex Limited (the "Company") in the amount of \$ _____ in accordance with the terms hereof. The undersigned requests that a certificate for such shares of Ordinary Shares be registered in the name of _____, whose address is _____ and that such shares of Ordinary Shares be delivered to _____, whose address is _____.

If said number of shares of Ordinary Shares is less than all of the shares of Ordinary Shares purchasable hereunder, the undersigned requests that a new Warrant Certificate representing the remaining balance of such shares of Ordinary Shares be registered in the name of _____, whose address is _____, and that such Warrant Certificate be delivered to _____, whose address is _____.

Date: _____, 2021

(Name)

(Signature)

(Address)

(Tax Identification Number)

Signature Guaranteed:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO SEC RULE 17Ad-15 (OR ANY SUCCESSOR RULE)) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.
