

Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-  
Â (MarkOne)â˜ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934Â For the Quarterly Period Ended September 30, 2024Â OrÂ â˜ TRANSITION REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934Â For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Â Commission File Number: 001-41037Â SOCIETYPASS INCORPORATED (Exact name of registrant as specified in its charter)Â Nevada Â 83-1019155 (State or other jurisdiction of incorporation or organization) Â (I.R.S. Employer Identification No.) Â 701S. Carson Street, Suite 200 Carson City, Nevada 89701 (Address of principal executive offices)Â (+65)6518-9385 (Registrantâ€™s telephone number, including area code)Â Securities registered pursuant to Section 12(b) of the Act:Â Title of Each Class Â Trading Symbol Â Name of each exchange on which registered Common Stock, par value \$0.0001 per share Â SOPA Â The Nasdaq Stock Market LLC Â Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.Â Yesâ˜ No â˜ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Yesâ˜ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filerâ€, â€œaccelerated filerâ€, â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€, in Rule 12b-2 of the Exchange Act.Â Large accelerated filer â˜ Accelerated filer â˜ Non-accelerated filer â˜ Smaller reporting company â˜ Â Emerging growth company â˜ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Yesâ˜ No â˜ As of November 14, 2024, there were 3,645,689 shares of the registrantâ€™s common stock, \$0.0001 par value, outstanding.Â Â Â Â Table of Contents Â Â Page PART I FINANCIAL INFORMATION 1 Item 1. Financial Statements (Unaudited) 1 Â Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 1 Â Condensed Consolidated Statements of Operations and Other Comprehensive Loss for the Three and Nine Months ended September 30, 2024 and 2023 2 Â Condensed Consolidated Statements of Stockholdersâ€™ Equity for the Three and Nine Months ended September 30, 2024 and 2023 3 Â Condensed Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2024 and 2023 4 Â Notes to Condensed Consolidated Financial Statements 5 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 48 Item 3. Quantitative and Qualitative Disclosures About Market Risk 72 Item 4. Controls and Procedures 72 PART II OTHER INFORMATION 73 Item 1. Legal Proceedings 73 Item 1A. Risk Factors 73 Item 2. Unregistered sales of Equity Securities and Use of Proceeds 73 Item 3. Defaults Upon Senior Securities 73 Item 4. Mining Safety Disclosure 73 Item 5. Other Information 73 Item 6. Exhibits 74 SIGNATURES 75 Â i Â PART I FINANCIAL INFORMATIONÂ Item 1. Financial StatementsÂ SOCIETYPASS

INCORPORATED CONDENSED CONSOLIDATED BALANCE SHEETS AS OF SEPTEMBER 30, 2024 AND DECEMBER 31, 2023 (Currency expressed in United States Dollars (â€œUS\$â€))Â Â September 30, 2024â€“Â December 31, 2023Â Â (Unaudited)Â Â (Audited)Â ASSETSÂ Â Â Â Current assets:Â Â Â Â Cash and cash equivalentsÂ \$4,220,371Â Â \$3,628,670Â Restricted cashÂ Â 54,100Â Â 95,312Â Accounts receivable, netÂ 764,254Â Â 1,338,170Â InventoriesÂ Â 294,487Â Â 431,483Â Contract assetsÂ Â 607,117Â Â 247,368Â Deposits, prepayments and other receivablesÂ Â 3,807,758Â Â 2,207,774Â Deferred tax assetsÂ Â 64,116Â Â 149,858Â Total current assetsÂ Â 9,812,203Â Â 8,098,635Â Â Â Â Â Â Non-current assets:Â Â Â Â Â Intangible assets, netÂ Â 5,654,113Â Â 6,081,728Â GoodwillÂ Â 88,197Â Â 88,197Â Construction in progressÂ Â 9,826Â Â Plant and equipment, netÂ Â 502,206Â Â 686,658Â Right of use assets, netÂ 917,836Â Â 1,407,956Â Total non-current assetsÂ Â 7,172,178Â Â 8,264,539Â Â Â Â Â Â TOTAL ASSETSÂ \$16,984,381Â Â \$16,363,174Â Â Â Â Â Â LIABILITIES AND SHAREHOLDERSâ€™ DEFICITÂ Â Â Â Â Â Current liabilities:Â Â Â Â Â Accounts payablesÂ \$2,944,355Â Â \$1,690,651Â Contract liabilitiesÂ Â 1,326,384Â Â 1,265,753Â Accrued liabilities and other payablesÂ Â 10,746,831Â Â 6,866,169Â Due to related partiesÂ Â 2,388Â Â 9,900Â Deferred tax liabilitiesÂ Â 69,000Â Â 69,000Â Operating lease liabilitiesÂ Â 431,113Â Â 563,276Â LoansÂ Â 421,614Â Â 21,313Â Total current liabilitiesÂ Â 15,941,685Â Â 10,486,062Â Â Â Â Â Non-current liabilities:Â Â Â Â Â Operating lease liabilitiesÂ Â 489,375Â Â 847,950Â TOTAL LIABILITIESÂ Â 16,431,060Â Â 11,334,012Â Â Â Â Â Â COMMITMENTS AND CONTINGENCIESÂ Â Â Â Â Convertible preferred shares; \$0.0001 par value, 5,000,000 shares authorized, 4,916,500 and 4,916,500 shares undesignated as of September 30, 2024 and December 31, 2023, respectivelyÂ Â Â Â Â Series A shares: 10,000 shares designated; 0 and 0 Series A shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â â€“Â Â Â Series B shares: 10,000 shares designated; 0 and 0 Series B shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â â€“Â Â Â Series B-1 shares: 15,000 shares designated; 0 and 0 Series B-1 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â â€“Â Â Â Series C shares: 15,000 shares designated; 0 and 0 Series C shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively, net of issuance costÂ Â â€“Â Â Â Series C-1 shares: 30,000 shares designated; 0 and 0 Series C-1 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively, net of issuance costÂ Â â€“Â Â Â Â Â SHAREHOLDERSâ€™ EQUITYÂ Â Â Â Â Â Series X Super Voting Preferred Stock, \$0.0001 par value, 153,500 shares designated; 153,500 and 3,500 Series X shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â 15Â Â Â â€“Â Common shares; \$0.0001 par value, 6,333,333 shares authorized; 3,645,689 and 2,217,491 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â 365Â Â 222Â Subscription receivableÂ Â (233,000)Â Â â€“Â Additional paid-in capitalÂ Â 107,970,020Â Â 105,606,538Â Less: Common shares held in treasury, at cost; 51,902 and 74,107 shares as of September 30, 2024 and December 31, 2023Â Â (54,928)Â Â (785,525) Accumulated other comprehensive lossÂ Â (729,339)Â Â (242,129) Accumulated deficitÂ Â (106,090,558)Â Â (99,272,691) Total equity attributable to Society Pass IncorporatedÂ Â 862,575Â Â 5,306,415Â Non-controlling interestÂ Â (309,254)Â Â (277,253) TOTAL EQUITYÂ Â 553,321Â Â 5,029,162Â TOTAL LIABILITIES AND EQUITYÂ \$16,984,381Â Â \$16,363,174Â Â See accompanying notes to unaudited condensed consolidated financial statements.Â





NET CHANGE IN CASH AND CASH EQUIVALENTSÂ \$ 550,489Â (10,721,908) CASH AND CASH EQUIVALENT AT BEGINNING OF YEARÂ 3,723,982Â 19,003,336Â CASH AND CASH EQUIVALENT AT END OF YEARÂ \$4,274,471Â \$8,281,428Â Supplemental disclosure of cash flow information:Â Cash paid for interestÂ \$41,511Â \$930Â Cash paid for income taxÂ \$23,647Â \$â€"Â Non-cash investing and financing activities:Â Shares issued to acquire subsidiaryÂ 37,500Â Reconciliation to amounts on condensed unaudited consolidated balance sheets:Â Cash and cash equivalentsÂ \$4,220,371Â \$8,220,075Â Restricted cashÂ 54,100Â 61,353Â Total cash, cash equivalents and restricted cashÂ \$4,274,471Â \$8,281,428Â See accompanying notes to unaudited condensed consolidated financial statements.Â 4 Â SOCIETYPASS INCORPORATEDNOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSFOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023(Currency expressed in United States Dollars (â€œUS\$â€))Â NOTEâ€" 1 DESCRIPTION OF BUSINESS AND ORGANIZATIONÂ SocietyPass Incorporated (the â€œCompanyâ€) was incorporated in the State of Nevada on June 22, 2018, under the name of Food SocietyInc. On October 3, 2018, the Company changed its company name to Society Pass Incorporated. The Company, through its subsidiaries, mainly sells and distributes the hardware and software for a Point of Sales (POS) application in Vietnam. The Company also has online lifestyleplatform to enable consumers to purchase high-end brands of all categories under its own brand name of â€œLeflair.â€ The Companyhas made several acquisitions in calendar year 2022 to 2024, as follows:Â —In February 2022, the Company completed the acquisition of 100% of the equity interest of New Retail Experience Incorporated and Dream Space Trading Company Limited through its subsidiary â€" Push Delivery Pte Limited, which two companies mainly provide an on-line grocery and food delivery platform in the Philippines and Vietnam respectively.Â —In May 2022, the Company completed another acquisition of 100% of the equity interests of Gorilla Networks Pte Ltd, Gorilla Mobile Pte Ltd, Gorilla Connects Pte Ltd and Gorilla Networks (VN) Co Ltd (collectively, â€œGorilla Networksâ€), a food delivery service.Â —In July, 2022, the Company and its wholly owned subsidiary Thoughtful Media Group Incorporated collectively acquired 100% of the equity interests of Thoughtful Media Group Incorporated and AdActive Media, Inc. (collectively â€œThoughtful Mediaâ€), whose business provides services to advertisers that helps to make internet advertising more effective.Â —In July, 2022, the Company acquired 100% of the equity interests of Mangan PH Food Delivery Service Corp. (â€œMangan), a Philippines restaurant and grocery delivery business.Â — In August, 2022, the Company and its 95%-owned subsidiary SOPA Technology, Pte, Ltd., collectively acquired 75% of the outstanding capital stock of Nusatrip International Pte Ltd. (â€œNusatripâ€) and also purchased all of the outstanding capital stock of PT Tunas Sukses Mandiri (â€œTunasâ€), a company existing under the law of the Republic of Indonesia, and both engaged in online ticketing and reservation services.Â — In April, 2023, the Companyâ€'s 100% owned subsidiary Thoughtful Media Group Inc and Adactive Media CA Inc acquired 100% of outstanding capital stock of PT Wahana Cerita Indonesia, an Indonesia company operating digital marketing and event organizing.Â — In April, 2023, the Companyâ€'s 99% owned subsidiary Nusatrip International Pte. Ltd. acquired 100% of the outstanding capital stock of Mekong Leisure Travel Company Limited (changed business nature from Join Stock Company), a Vietnam travel agency.Â — In July, 2023, the Companyâ€'s 99% owned subsidiary Mekong Leisure Travel Company Limited acquired 100% of the outstanding capital stock of Vietnam International Travel and Service Joint Stock Company, a Vietnam travel agency.Â OnFebruary 10, 2021, the Company effected aÂ 750Â forward stock split of the issued and outstanding shares of theCompanyâ€'s common stock. The number of authorized shares and par value remain unchanged. All share and per share information inthese financial statements and its footnotes have been retroactively adjusted for the years presented, unless otherwise indicated, togive effect to the forward stock split.Â OnSeptember 21, 2021, the Company effected a 1 for 2.5 reverse stock split of the issued and outstanding shares of the Companyâ€'s common stock. The number of authorized shares and par value remain unchanged. All share and per share information in these financialstatements and its footnotes have been retroactively adjusted for the years presented, unless otherwise indicated, to give effect tothe reverse stock split.Â The registration statement for the Companyâ€'s Initial Public Offering became effective on November 8, 2021. On November 8, 2021, theCompany entered into an underwriting agreement with Maxim Group LLC (the â€œUnderwriterâ€) related to the offering of 2,888,889shares of the Companyâ€'s common stock (the â€œFirm Sharesâ€), at a public offering price of \$9.00 per share. Under theterms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 45 days, to purchase an additional236,111 shares of common stock (the â€œOption Sharesâ€) to cover over-allotments. The Company raised gross proceeds of \$26,000,001and \$2,124,999 from its initial public offering and from the sale of the Option Shares, respectively.Â OnFebruary 8, 2022, the Company entered into an underwriting agreement (the â€œUnderwriting Agreementâ€) with the â€œUnderwriter,related to the offering of 3,030,300 shares (the â€œSharesâ€) of the Companyâ€'s common stock and warrants to purchase upto 3,030,300 shares of common stock of the Company (the â€œWarrantsâ€). Each Share was sold together with one Warrant to purchaseone Share at a combined offering price of \$3.30. In addition, the Company granted the Underwriter a 45-day over-allotment option to purchaseup to an additional 454,545 Shares and/or Warrants, at the public offering price, less discounts and commissions. On February 10, 2022, the Underwriter gave notice to the Company of the full exercise of their over-allotment option and that delivery of the overallotmentsecurities was made on February 11, 2022.Â OnJune 30, 2023, NextGen Retail Inc., a Nevada corporation (the â€œBuyerâ€), a wholly-owned subsidiary of the Company, entered into a Securities Purchase Agreement with Story-I Ltd., an Australian corporation (â€œStory-I Australiaâ€), Story-I Pte Ltd.,a Singapore corporation (â€œStory-I Singaporeâ€), a wholly-owned subsidiary of Story-I Australia, and Michael Chan, to purchase95% of the outstanding shares (the â€œMajority Sharesâ€) of PT Inetindo Infocom (the â€œCompanyâ€), an Indonesian companyand retail reseller of Apple computers and other electronics in Indonesia. The consideration for the Majority Shares to be paid to Story-I Australia and Story-I Singapore by the Buyer is AUS\$2,787,173, approximately US\$ 1.85 million based on current exchange rates. The Companyformally terminated the agreement on April 12, 2024.Â OnMay 1, 2024, the Company effected a 1-for-15 reverse stock split of the issued and outstanding shares of the Companyâ€'s common stock.The number of authorized shares has changed to 6,333,333 shares and par value remain unchanged. All share and per share information inthese financial statements and its footnotes have been retroactively adjusted for the years presented, unless otherwise indicated, togive effect to the reverse stock split.Â Theforward stock split and reverse stock split transactions described above had no effect on the stated value of the preferred stock andthe number of designated shares and outstanding shares of each series of preferred stock was unchanged in accordance with the respectivecertificate of designations. The number of authorized shares of preferred stock also remained unchanged.Â 6 Â Descriptionof subsidiaries incorporated by the CompanyÂ Scheduleof Description of subsidiariesÂ NameÂ Place and date of incorporationÂ Principal activitiesÂ

Particulars of registered/ paid up share capitalÂ Effective interest heldÂ Society Technology LLCÂ United States, January 24, 2019Â IP LicensingÂ US\$1Â Â 100% SOPA Cognitive Analytics Private LimitedÂ India February 5, 2019Â Computer sciences consultancy and data analyticsÂ INR 1,238,470Â Â 100% SOPA Technology Pte. Ltd.Â Singapore, June 4, 2019Â Investment holdingÂ SGD 1,250,000Â Â 95% SOPA Technology Company LimitedÂ Vietnam October 1, 2019Â Software productionÂ Registered: VND 2,307,300,000; Paid up: VND 1,034,029,911Â Â 100% Thoughtful Media (Singapore) Pte. Ltd. (FKA: Hottab Pte Ltd. (HPL))Â Singapore January 17, 2015Â Digital marketingÂ SGD 620,287.75Â Â 100% Hottab Vietnam Co. LtdÂ Vietnam April 17, 2015Â Sale of POS hardware and softwareÂ VND 1,000,000,000Â Â 100% Thoughtful Media Group Co. Ltd (FKA: Hottab Asset Company Limited)Â Vietnam July 25, 2019Â Digital marketingÂ VND 5,000,000,000Â Â 100% Nextgen Retail Inc (FKA: Leflair Incorporated)Â United States December 7, 2021Â Investment holdingÂ US\$1Â Â 100% SOPA Capital LimitedÂ United Kingdom December 07, 2021Â Investment holdingÂ GBP 1Â Â 100% Thoughtful Media (Philippines) Incorporated (FKA: SOPA (Phil) Incorporated)Â Philippines Jan 11, 2022Â Investment holdingÂ PHP 11,000,000Â Â 100% New Retail Experience IncorporatedÂ Philippines Jan 16, 2020Â On-line Grocery delivery platformÂ PHP 3,750,000Â Â 100% Dream Space Trading Co. LtdÂ Vietnam May 23, 2018Â On-line Grocery and food delivery platformÂ VND 500,000,000Â Â 100% Push Delivery Pte LtdÂ Singapore January 7, 2022Â Investment holdingÂ US\$2,000Â Â 100% Gorilla Networks Pte. Ltd.Â Singapore September 3, 2019Â Investment holdingÂ US\$2,620,000 and SGD 730,000Â Â 100% Gorilla Mobile Singapore Pte. Ltd.Â Singapore August 6, 2020Â Telecommunications resellersÂ SGD 100Â Â 100% Gorilla Networks (VN) LLCÂ Vietnam December 16, 2020Â Telecommunications resellersÂ VND 233,000,000Â Â 100% Thoughtful Media Group IncorporatedÂ United States June 28,2022Â Investment holdingÂ US\$1,600Â Â 100% Thoughtful (Thailand) Co. LtdÂ Thailand September 2, 2014Â Digital marketingÂ THB 4,000,000Â Â 99.75% AdActive Media CA Inc.Â United States April 12, 2010Â Digital marketingÂ Preferred: US\$1,929.1938 Common: US\$4,032.7871Â Â 100% PT Tunas Sukses MandiriÂ Indonesia February 8, 2010Â Online ticketing and reservationÂ IDR 26,000,000Â Â 99% Nusatrip Malaysia Sdn BhdÂ Malaysia March 1, 2017Â Online ticketing and reservationÂ MYR 52,000Â Â 99% Nusatrip Singapore Pte LtdÂ Singapore December 6, 2016Â Online ticketing and reservationÂ SGD 212,206Â Â 99% Nusatrip International Pte LtdÂ Singapore January 9, 2015Â Online ticketing and reservationÂ SGD 905,006.51Â Â 99% PT Thoughtful Media Group Indonesia (FKA: PT Wahana Cerita Indonesia)Â Indonesia January 14, 2022Â Digital marketing and event organizerÂ IDR 51,000,000Â Â 100% Mekong Leisure Travel Company LimitedÂ Vietnam October 6, 2011Â Online ticketing, reservation and systemÂ VND 875,460,000Â Â 99% Vietnam International Travel and Service Joint Stock CompanyÂ Vietnam November 16, 2012Â TicketingÂ VND 1,900,000,000Â Â 100% Sopa IncorporatedÂ Unites States May 22, 2023Â Investment holdingÂ Common: US\$0.10Â Â 100% Nusatrip IncorporatedÂ United States May 22,2023Â Investment holdingÂ Common: US\$1,400Â Â 100% Thoughtful Media (Malaysia) Sdn BhdÂ Malaysia October 18, 2023Â Digital marketingÂ MYR 1,000Â Â 100% Â Â 7 Â Â TheCompany and its subsidiaries are hereinafter referred to as (the â€œCompanyâ€).Â OnFebruary 23, 2023, Society Pass Incorporated acquired additional issued capital in Nusatrip International Pte Ltd ofÂ 2,225,735Â numberof ordinary stock and increased its shareholding fromÂ 75% toÂ 99%, and to the subsidiaries within the group.Â OnMay 22, 2023, Thoughtful Media Group Inc and Society Pass Inc acquired additional issued capital in Thoughtful (Thailand) Co Ltd ofÂ 397,000Â andÂ 2,000Â numberof ordinary stocks amounted to THBÂ 1,985,000Â and THBÂ 10,000Â respectively. Total shareholding interest remain unchanged.Â OnAugust 1, 2023, the CompanyÂ 95% owned subsidiary Sopa Technology Pte. Ltd. disposed one of itsÂ 100% owned subsidiary Sopa (Phil)Incorporated to the CompanyÂ 100% owned subsidiary Thoughtful Media Group Incorporated as internal group restructuring. At the sameday, Sopa (Phil) Incorporated changed name to Thoughtful Media (Philippines) Inc and updated its principal activities to digital marketing.Â OnOctober 25, 2023, the CompanyÂ 95% owned subsidiary Sopa Technology Pte. Ltd. acquired one of itsÂ 100% owned subsidiary HottabVietnam Company Limited from itsÂ 100% owned subsidiary Hottab Pte. Ltd. and disposedÂ 100% shareholding of Hottab Pte. Ltd.to itsÂ 100% owned subsidiary Thought Media Group Incorporated. At the same day, Hottab Pte. Ltd. changed name to Thoughtful Media(Singapore) Pte. Ltd. and updated its principal activities to digital marketing.Â Duringthe year of 2023, certain operations were progressively discontinued following managementâ€™s decision based on operation performance,business strategy and future prospects. This is mainly online F&B and groceries delivery operations under online ordering segmentincludes â€œHandycartâ€ under subsidiary Dream Space Trading Co., Ltd in Vietnam and â€œPushkartâ€ and â€œManganâ€under subsidiary New Retail Experience Incorporated in the Philippines. There is also discontinued operation of local mobile in telecommunicationreseller under subsidiary Gorilla Mobile Pte Ltd. In view of the operation results which are insignificant to the impact of the groupand continued operation involvements are in place in all these operations, therefore no separate disclosure is considered necessary inaccordance to the discontinued operation standards.Â OnJuneÂ 3, 2024, NusaTrip Incorporated issued an additional 7,999,000 shares of Common Stock to Society Pass at a price of \$0.0001per share.Â OnJuneÂ 21, 2024, TMG Incorporated issued an additional 7,900,000 shares of Common Stock to Society Pass at a price of \$0.0001 pershare.Â OnJuly 12, 2024, TMG Incorporated issued an additional 8,000,000 shares of Common Stock to Society Pass at a price of \$0.0001 per share.Â Â OnSeptember 2, 2024, NusaTrip Incorporated issued an additional 6,000,000 shares of Common Stock to Society Pass at a price of \$0.0001per share.Â Â 8 Â Â NOTEâ€” 2 GOING CONCERN AND LIQUIDITY Â Â Theaccompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the financialstatements, the Company has suffered loss for period of \$6,106,754,negative operating cash flow of \$1,178,148, working capital deficit of \$6,129,482and accumulated deficit of \$106,090,558Â as ofSeptember 30, 2024 that raise substantial doubt about its ability to continue as a going concern. In assessing the going concern, managementand the Board has considered the following:Â 1)Cash and cash equivalents balance of \$4,274,471.Â 2)Pursuing business growth of digital marketing and online ticketing and reservations through engaging with more vendors and customersto maximise the sales volume and margin, and continuous improvement in cost control over all segment.Â Whilethe Company believes that it will be able to continue to grow the Companyâ€™s revenue base and control expenditures, there is noassurance that it will be able to achieve these goals. As a result, the Company continually monitors its capital structure and operatingplans and evaluates various potential funding alternatives that may be needed to finance the Companyâ€™s business development activities,general and administrative expenses and growth strategy.Â GlobalEventsÂ TheRussian-Ukraine war, Iran-Pakistan tension and the supply chain disruption have not affected any specific segment of our business.Â NOTEâ€” 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESÂ Theaccompanying unaudited condensed consolidated financial statements reflect the application of certain significant accounting policiesas described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.Â â—Basis of presentationÂ TheCompany has

prepared the accompanying unaudited condensed financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim financial reporting. These financial statements are unaudited and, in our opinion, include all adjustments consisting of normal recurring adjustments and accruals necessary for a fair presentation of our condensed balance sheets, statements of operations and other comprehensive loss, statements of stockholders' deficit and cash flows for the periods presented. Operating results for the periods presented are not necessarily indicative of the results that may be expected for any subsequent quarter or for the full year ending December 31, 2024 due to various factors. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been omitted in accordance with the rules and regulations of the SEC. These condensed consolidated financial statements should be read in conjunction with the 2023 audited financial statements and accompanying notes filed with the SEC. **— Emerging Growth Company** We are an "emerging growth company" under the JOBS Act. For as long as we are an "emerging growth company," we are not required to: (i) comply with any new or revised financial accounting standards that have different effective dates for public and private companies until those standards would otherwise apply to private companies, (ii) provide an auditor's attestation report on management's assessment of the effectiveness of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act, (iii) comply with any new requirements adopted by the Public Company Accounting Oversight Board ("PCAOB") or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer or (iv) comply with any new audit rules adopted by the PCAOB after April 5, 2012, unless the SEC determines otherwise. However, we have elected to "opt out" of the extended transition period discussed in (i) and will therefore comply with new or revised accounting standards on the applicable dates on which the adoption of such standards are required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of such extended transition period for compliance with new or revised accounting standards is irrevocable. **9. Use of estimates and assumptions** In preparing these consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses during the years reported. Actual results may differ from these estimates. If actual results significantly differ from the Company's estimates, the Company's financial condition and results of operations could be materially impacted. Significant estimates in the period include the allowance for doubtful accounts on accounts receivable, the incremental borrowing rate used to calculate right of use assets and lease liabilities, valuation and useful lives of intangible assets, impairment of long-lived assets, valuation of common stock and stock warrants, stock option valuations, imputed interest on amounts due to related parties, inventory valuation, revenue recognition, the allocation of purchase consideration in business combinations, and deferred tax assets and the related valuation allowance. **— Basis of consolidation** The consolidated financial statements include the financial statements of the Company and its subsidiaries. All significant inter-company balances and transactions have been eliminated upon consolidation. **— Business combination** The Company follows Accounting Standards Codification ("ASC") ASC Topic 805, **Business Combinations** ("ASC 805") and ASC Topic 810, **Consolidation** ("ASC 810"). ASC Topic 805 requires most identifiable assets, liabilities, non-controlling interests, and goodwill acquired in a business combination to be recorded at fair value. The statement applies to all business combinations. Under ASC 805, all business combinations are accounted for by applying the acquisition method. Accounting for the resulting goodwill requires significant management estimates and judgment. Management performs periodic reviews of the carrying value of goodwill to determine whether events and circumstances indicate that an impairment in value may have occurred. A variety of factors could cause the carrying value of goodwill to become impaired. A write-down of the carrying value of goodwill could result in a non-cash charge, which could have an adverse effect on the Company's results of operations. **— Noncontrolling interest** The Company accounts for non-controlling interests in accordance with ASC Topic 810, which requires the Company to present non-controlling interests as a separate component of total shareholders' equity on the consolidated balance sheets and the consolidated net loss attributable to its non-controlling interest be clearly identified and presented on the face of the consolidated statements of operations and comprehensive loss. **— Segment reporting** ASC Topic 280, **Segment Reporting** ("Topic 280") establishes standards for reporting information about operating segments on a basis consistent with the Company's internal organization structure as well as information about geographical areas, business segments and major customers in consolidated financial statements. The Company currently operates in six reportable operating segments: (i) Online Grocery and Food and Groceries Deliveries, (ii) Digital marketing, (iii) Online ticketing and reservation, (iv) Telecommunications Reseller, (v) e-Commerce, and (vi) Corporate. **— Cash and cash equivalents** Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments. As of September 30, 2024 and December 31, 2023, the cash and cash equivalents excluded restricted cash amounted to \$4,220,371 and \$3,628,670, respectively. The Company currently has bank deposits with financial institutions in the U.S. which exceed FDIC insurance limits. FDIC insurance provides protection for bank deposits up to \$250,000, so there were uninsured balance of \$0 and \$83,152 as of September 30, 2024 and December 31, 2023, respectively. In addition, the Company has uninsured bank deposits of \$3,989,977 and \$3,262,161 with a financial institution outside the U.S. as of September 30, 2024 and December 31, 2023, respectively. All uninsured bank deposits are held at high quality credit institutions. **— Restricted cash** Restricted cash refers to cash that is held by the Company for specific reasons and is, therefore, not available for immediate ordinary business use. The restricted cash represented fixed deposit maintained in bank accounts that are pledged. As of September 30, 2024 and December 31, 2023, the restricted cash amounted to \$54,100 and \$95,312, respectively. **— Accounts receivable** Accounts receivables are recorded at the amounts that are invoiced to customers, do not bear interest, and are due within contractual payment terms, generally 30 to 90 days from completion of service or the delivery of a product. Credit is extended based on an evaluation of a customer's financial condition, the customer's creditworthiness and their payment history. Accounts receivable outstanding longer than the contractual payment terms are considered past due. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. Quarterly, the Company specifically evaluates individual customer's financial condition, credit history, and the current economic conditions to monitor the progress of the collection of accounts receivables. The Company records bad debt expense and records an allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. For receivables that are past due or not being paid according to payment terms, appropriate actions are taken to pursue all means of collection, including seeking legal resolution in a

court of law. Account balances are charged off against theallowance for doubtful accounts after all means of collection have been exhausted and the potential for recovery is considered remote. Currently, the Company does not have any off-balance-sheet credit exposure related to its customers, and as of both September 30, 2024 and December 31, 2023, there wasÂ noÂ need for allowance for doubtful accounts.Â —InventoriesÂ Inventories are stated at the lower of cost or net realizable value, cost being determined on a first-in-first-out method. Costs include hardware equipment and peripheral costs which are purchased from the Companyâ€™s suppliers as merchandized goods. The Company provides inventory allowances based on excess and obsolete inventories determined principally by customer demand. No allowance for obsolete inventories was recorded by the Company during the three and nine months ended September 30, 2024 and 2023. The inventories amounted to \$294,487Â and \$431,483Â at September 30, 2024 and December 31, 2023, respectively.Â —Prepaid expensesÂ Prepaid expenses represent payments made in advance for products or services to be received in the future and are amortized to expense on a ratable basis over the future period to be benefitted by that expense. The benefits associated with the products or services are considered current assets if they are expected to be used during the next twelve months and are considered non-current assets if they are expected to be used over a period greater than one year.Â —Plant and equipmentÂ Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis over the following expected useful lives from the date on which they become fully operational and after taking into account their estimated residual values:Â —Expected useful lives Computer equipmentÂ 3 years Office equipmentÂ 5 years RenovationÂ 5 yearsÂ Expenditures for repairs and maintenance are expensed as incurred. When assets have been retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations.Â —Impairment of long-lived assetsÂ In accordance with the provisions of ASC Topic 360, â€œImpairment or Disposal of Long-Lived Assetsâ€, all long-lived assets such as plant and equipment and intangible assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is evaluated by a comparison of the carrying amount of an asset to its estimated future undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair value of the assets. Impairment loss of intangible assets of \$135,000 and \$0 have been recognized for the three and nine months period ended September 30, 2024 and 2023, respectively.Â —Revenue recognitionÂ The Company adopted Accounting Standards Update (â€œASUâ€) 2014-09, Revenue from Contracts with Customers (Topic 606) (â€œASU2014-09â€). Under ASU 2014-09, the Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:Â —Identify the contract with a customer;Â —Identify the performance obligations in the contract;Â —Determine the transaction price;Â —Allocate the transaction price to performance obligations in the contract; andÂ —Recognize revenue as the performance obligation is satisfied.Â The Company generates its revenues from a diversified mix of e-commerce activities that correspond to our six business segments (business to consumer or â€œB2Câ€), lifestyle (B2C), grocery and food delivery (B2C), telecommunication reseller (B2C), online ticketing and reservations (B2C) and the services providing to merchants for their business growth (business to business or â€œB2Bâ€), merchant POS (B2B), digital marketing (B2B) and online ticketing and reservations (B2B).Â The Companyâ€™s performance obligations include providing connectivity between merchants and consumers, generally through an online ordering platform. The platform allows merchants to create an account, display a menu and track their sale reports on the merchant facing application. The platform also allows the consumers to create an account and order from merchants on the consumer facing application. The platform allows a delivery company to accept an online delivery request and deliver or ship an order from a merchant to customer.Â —LifestyleÂ The Company has developed an online lifestyle platform (the â€œLifestyle Platformâ€) under its own brand name of â€œLeflairâ€ to enable consumers to purchase high-end brands in many categories. Using the Companyâ€™s smart search engine, consumers search or review their favorite brands among hundreds of choices in various categories, including Apparel, Bags & Shoes, Accessories, Health & Beauty, Home & Lifestyle, International, Women, Men and Kids & Babies categories. The Lifestyle Platform also allows customers to order from hundreds of vendor choices with personalized promotions based on their individual purchase history and location. The platform has also partnered with a Vietnam-based delivery company, Amilo, to offer seamless delivery of product from merchant to consumerâ€™s home or office at the touch of a button. Consumers can place orders for delivery or can collect their purchases at the Companyâ€™s logistics center.Â —Grocery and Food DeliveryÂ Other online platforms include online platforms in Vietnam, under the brand name of â€œHandycartâ€, and Philippines, under the brand names of â€œPushkartâ€ and â€œManganâ€, to enable the consumers to purchase meals from restaurants and food from local grocery and food merchants and deliver to them in their area. This business segment has been progressively ceasing yet the Company has maintained ongoing involvement in specific operational activities during the three and nine months period ended September 30, 2024.Â —TelecommunicationsÂ The Company operates a Singapore-based online telecommunication reseller platform under brand name of â€œGorillaâ€ to enable the consumers to subscribe local mobile data and overseas internet data in different subscription packages. Established in Singapore in 2019, Gorilla utilizes blockchain and Web3 technology to operate a MVNO for its users in South East Asia (SEA). With network coverage to over 150 countries, Gorilla offers a full suite of mobile communication services such as local calls, international roaming, data, and SMStexting. More importantly, Gorilla enables its customers to convert unused mobile data into digital assets or Gorilla GO Tokens through its innovative proprietary blockchain-based SwitchBack feature. Gorilla GO Tokens in turn can be redeemed for eVouchers, to offset future bills, or be redeemed for other value-added services. Please visit <https://gorilla.global/> for more information.Â During the three and nine months ended September 30, 2024, the Company ceased its local mobile data service operation due to business restructuring to refocus on overseas internet data services.Â —Digital MarketingÂ The acquisition of a digital media platform, TMG, amplifies the reach and engagement of the Companyâ€™s e-commerce ecosystem and retail partners. Originally founded in 2010, TMG today creates and distributes digital advertising campaigns across its multi-channel network in both SEA and the US. With its intimate knowledge of local markets, digital marketing technology tools and social commerce business focus, advertisers leverage TMGâ€™s wide influencer network throughout SEA to market and sell advertising inventory exclusively with specific placement and effect.Â As a result, Thoughtful Mediaâ€™s content creator partners earn a larger share of advertising revenues from international consumer brands. Thoughtful Mediaâ€™s data-rich multi-channel network has uploaded over 675,000 videos with over 80 billion video views. The current network of 263 YouTube channels has onboarded over 85 million subscribers with an average monthly viewership of over 600 million

views.Â TravelÂ TheCompany purchased the NusaTrip Group, a leading Jakarta-based Online Travel Agency (â€œOTAâ€) in Indonesia and across SEA.Â TheNusaTrip acquisition extended the Companyâ€™s business reach into SEA regional travel industry and marked the Companyâ€™s firstforay into Indonesia. Established in 2013Â as the first Indonesian OTA accredited by the International Air Transport Association, NusaTrip pioneered offering a comprehensive range of airlines and hotels to Indonesian corporate and retail customers. With its firstmover advantage, NusaTrip has onboarded over 1.2 million registered users, over 500 airlines and over 200,000 hotels around the worldas well as connected with over 80 million unique visitors. During the year, NusaTrip Group also acquired two Vietnam based companieshaving branding name of â€œVLeisureâ€ and â€œVITâ€ selling air ticket, hotel reservation and providing hotel managementsoftware to local market.Â TheCompanyâ€™sÂ e-Commerce businessÂ is primarily conducted using Leflairâ€™s Lifestyle Platform, as follows:Â 1)When a customer places an order on either the Leflair website or app, a sales orders report will be generated in the system. The Company will either fulfill this order from its inventory or purchase the item from the manufacturer or distributor. Once the Company has the item in its distribution center, it will contract with a logistics partner delivered to the end customer. The sale is recognized when the delivery is completed by the logistics partner to the end customer. Sale of products are offered with a limited right of return ranging from 3 to 30 days, from the date of purchase and not subject to any product warranty. The Company is considered the principal in this e-commerce transaction and reports revenue on a gross basis as the Company establishes the price of the product, has responsibility for fulfillment of the order and retains the risk of collection.Â Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$4,931Â and \$87,201Â respectively, in theLifestyle sector.Â Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$29,360Â and \$456,972Â respectively, in theLifestyle sector.Â 13 Â TheCompanyâ€™sÂ Merchant POSÂ offers both software and hardware products and services to vendors, as follows:-Â Softwaresales consist of:Â 1) Subscription fees consist of the fees that the Company charge merchants to obtain access to the Merchant Marketing Program.Â 2) The Company provides optional add-on software services which includes Analytics and Chat box capabilities at a fixed fee per month.Â 3) The Company collects commissions when they sell third party hardware and equipment (cashier stations, waiter tablets and printers) to merchants.Â Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$0 and \$3,809, respectively, from software fees.Â Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$0Â and \$5,696Â respectively, from softwarefees.Â Hardwaresales â€”Â the Company generally is involved with the sale of on-premise appliances and end-point devices. The single performanceobligation is to transfer the hardware product (which is to be installed with its licensed software integral to the functionality ofthe hardware product). The entire transaction price is allocated to the hardware product and is generally recognized as revenue at thetime of delivery because the customer obtains control of the product at that point in time. It is concluded that control generally transfersat that point in time because the customer has title to the hardware, physical possession, and a present obligation to pay for the hardware. Payments for hardware contracts are generally due 30 to 90 days after shipment of the hardware product.Â TheCompany records revenues from the sales of third-party products on a â€œgrossâ€ basis pursuant to ASC Topic 606 when the Companycontrols the specified good before it is transferred to the end customer and have the risks and rewards as principal in the transaction,such as responsibility for fulfilment, retaining the risk for collection, and establishing the price of the products. If these indicatorshave not been met, or if indicators of net revenue reporting specified in ASC Topic 606 are present in the arrangement, revenue is recognizednet of related direct costs since in these instances we act as an agent.Â Softwaresubscription fee â€” The Companyâ€™s performance obligation includes providing customer access to our software, generally througha monthly subscription, where the Company typically satisfies its performance obligations prior to the submission of invoices to thecustomer for such services. The Companyâ€™s software sale arrangements grant customers the right to access and use the software productswhich are to be installed with the relevant hardware for connectivity at the outset of an arrangement, and the customer is entitled toboth technical support and software upgrades and enhancements during the term of the agreement. The term of the subscription period isgenerally 12 months, with automatic one-year renewal. The subscription license service is billed monthly, quarterly or annually. Salesare generally recorded in the month the service is provided. For clients who are billed on an annual basis, deferred revenue is recordedand amortized over the life of the contract. Payments are generally due 30 to 90 days after delivery of the software licenses.Â TheCompany records its revenues, net of value added taxes (â€œVATâ€), which is levied at the rate of 10% on the invoiced valueof sales.Â Groceryand food deliveryÂ consists of online grocery under brand name â€œPushkartâ€ and food delivery service under brand nameâ€œHandycartâ€ as follows:Â Customersplace order for groceries and take-out food through our online platforms of â€œPushkartâ€, â€œManganâ€ and â€œHandcartâ€respectively. When the grocery or food merchant receives and order, our platform will assign a third-party delivery service to pick upand deliver the grocery and/or food order to the customer. Revenue is recognized when the grocery and/or food is delivered, at whichtime the customer pays for the grocery and /or food order with cash, at Net of merchant cost.Â Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$0Â and \$54,762, respectively, from this stream.Â Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$0Â and \$88,847, respectively, from this stream.Â 14 Â AsaÂ telecommunication resellerÂ we provide local mobile data and overseas internetdata plans under the brand name of â€œGorilla,â€ which is a group of company we acquired in May 2022. Our telecommunicationrevenues are recorded for ASC Topic 606 purposes as follows:Â Localmobile plan - customers choose and subscribe to a monthly local mobile plan through our â€œGorillaâ€ online platform. The Companywill proceed to register the sim card (effectively, the mobile telephone number activation card) and arrange delivery of that Sim cardto the customer. Following Sim card activation, the system will capture the monthly data usage of each customer, calculated in accordancewith the package data capacity and monthly subscription rate, which amounts are aggregated and recorded as revenue. Unused data willbe converted to Rewards Points and carried forward to next month for potential subsequent data usage. As a result of the rewards points,the company also recognize revenue from Rewards Point redemption for subscription fees offset, voucher redemption, extra data purchases,that the customer chooses to use via our online platform.Â Overseasinternet data plan â€” a customer will place order for their desired overseas internet data plan through either the â€œGorillaâ€online platform or third-party partner platforms. Subscription revenue is recognized when the Sim card is delivered and activated.Â Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$106Â and \$2,977, respectively, from telecommunications.Â Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$4,849Â and \$23,648, respectively, from telecommunications.Â DigitalmarketingÂ revenues are recognized when the Company has negotiated the terms of the transaction,which includes determining either the overall price, or price for each performance obligation in the

form of a service or a product, the service or product has been delivered to the customer, no obligation is outstanding regarding that service or product, and the Company is reasonably assured that funds have been or will be collected from the customer. A summary of each of the Company's revenue streams under ASC 606 is as follows:

Marketing services from customers: Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised service to a customer. The Company derives its revenue from the provision of digital marketing services to customers. The Company offers customers with a comprehensive suite of digital marketing services to enhance their social media presence and reach their target audiences, particularly Gen Z and Millennials, to achieve marketing goals. The customers can leverage the Company's experience in building content and fanbases with creators, their creators' creativity, engagement, and trust among creators' loyal fanbases to increase their brand awareness and sell products. The Company offers customized digital marketing solutions, including (i) advising on content strategy and budget and recommending specific creators; (ii) communicating with and managing selected creators; (iii) producing and engaging relevant content with creators to promote key messages for customers; (iv) uploading branded content on creators' social media channels; (v) amplifying the reach of creators' and customers' content through precise media planning and buying via boosting marketing services on social media platforms, such as Google; and (vi) providing optimization services through data analysis and reporting. The Company's customers' payment terms generally range from 30-60 days of fulfilling its performance obligations and recognizing revenue. Campaign-based marketing services revenue is recognized as a distinct single performance obligation when the Company transfers services to customers, which occurs over time. The performance obligation may be a promise to place branded content on certain social media platforms and is satisfied upon delivery of such related services to customers. The duration of the service period is short, usually over 1-3 months. Such revenue is recognized at over time, for the amount the Company is entitled to receive, as and when the marketing services are provided and completed.

15. Marketing services from social media platforms (platform revenue): The Company also derives its advertising revenue generated from its channel pages and posts on social media platforms, such as YouTube by monetizing its contents. The payments are usually received within 30 days upon completion of performance obligation for platform revenue services. The Company recognizes revenue as performance obligations are satisfied as the creation of contents are published on the social media platforms, which occurs at a point in time. The advertisements are delivered primarily based on impressions of contents on social media platforms, hence the Company provided the advertising services by an on-going basis during the publication period and the outcome of the services can be received and consumed by the social media platform simultaneously. The Company records its revenues, net of value added taxes (VAT), which is levied at the rate of 10% on the invoiced value of sales. During the three months ended September 30, 2024 and 2023, the Company generated revenue of \$1,461,480 and \$1,784,695, respectively, from this stream. During the nine months ended September 30, 2024 and 2023, the Company generated revenue of \$4,542,073 and \$4,579,429, respectively, from this stream.

Online ticketing and reservation: provide information, prices, availability, booking services for domestic and international air ticket, hotels, car, train, and hotel technology as follows:

The Company's revenues are substantially reported on a net basis as the travel supplier is primarily responsible for providing the underlying travel services and the Company does not control the service provided by the travel supplier to the traveler. Revenue from air ticketing services, air ticket commission, hotel reservation and ancillary services including insurance commissions and refund margins are substantially recognized at a point of time when the performance obligations that are satisfied. These revenues cover B2B and B2C sales channel segments.

The Company has a software subscription revenue generated from hotel in Vietnam, and online advertising revenue, reported in gross basis, providing a hotel booking management platform for hotel management purposes, and brand advertisement purpose. These revenues are recognized ratably over the time or upon relevant performance obligations being fulfilled.

Ticketing services: The Company receives spread margin from B2B and B2C customers and commissions from travel suppliers for ticketing reservations through the Company's transaction and service platform under various service agreements. Spread margin and commissions from ticketing reservations rendered are recognized when tickets are issued as this is when the Company's performance obligation is satisfied. The Company is not entitled to a spread margin and commission fee for the tickets canceled by the end users. Losses incurred from cancellations are immaterial due to a historical low cancellation rate and minimal administrative costs incurred in processing cancellations. The Company presents revenues from such transactions on a net basis in the statements of income as the Company, generally, does not control the service provided by the travel supplier to the traveler and does not assume inventory risk for canceled ticketing reservations.

100% of the Company's ticketing services revenues were recognized on a net basis, as an agent, during the three and nine months ended September 30, 2024 and 2023.

16. Hotel reservation services: The Company receives spread margin from B2B and B2C customers and commissions from travel suppliers for hotel room reservations through the Company's transaction and service platform. Commissions from hotel reservation services rendered are recognized when the reservation becomes non-cancelable (when the cancellation period provided by the reservation expires) which is the point at which the Company has fulfilled its performance obligation (successfully booking a reservation, which includes certain post-booking services during the cancellation period). Contracts with certain travel suppliers contain incentive commissions typically subject to achieving specific performance targets. The incentive commissions are considered as variable consideration and are estimated and recognized to the extent that the Company is entitled to such incentive commissions. The Company generally receives incentive commissions from monthly arrangements with hotels based on the number of hotel room reservations where end users have completed their stay. The Company presents revenues from such transactions on a net basis in the statements of income and comprehensive income as the Company, generally, does not control the service provided by the travel supplier to the traveler and does not assume inventory risk for canceled hotel reservations.

Hotel technology platform software services: The Company receives a subscription fee from travel suppliers for hotel room reservation and marketing system through the Company's reservation and marketing platform. A subscription fee from hotel technology platform software services rendered are recognized ratably over the fixed term of the agreement as services are provided throughout the contract period, where the performance obligations being fulfilled through the usage of our hotel technology platform software services.

The Company presents revenues from such transactions on a gross basis in the statements of income and comprehensive income as the Company, generally, controls the service provided by the travel supplier to the traveler.

Ancillary services: Ancillary revenues comprise primarily of the insurance commission and refund margin. Insurance commission revenue received from B2B and B2C customers for selling of travel insurance through the Company's transaction and service platform. Commission from travel insurance is recognized when the order is confirmed and paid which is the point at which the Company fulfilled its performance obligation. Refund margin revenue

received from B2B and B2C customers for the spread arise from reservationscancellation fee between customers and travel suppliers. This is recognized upon the confirmation of refund amount by both customersand travel suppliers which is the point at which the Company fulfilled its performance obligation.Â TheCompany presents revenues from ancillary service transactions on a net basis in the statements of income and comprehensive income asthe Company, generally, does not control the service provided by the insurance supplier and travel supplier to the traveler.Â Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$209,377Â and \$394,193, respectively, from thisstream.Â Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$657,201Â and \$1,438,829, respectively, fromthis stream.Â Principalvs Agent ConsiderationsÂ Inaccordance with ASC TopicÂ 606,Â Revenue Recognition: PrincipalAgent Considerations, the Company evaluates the terms in the agreements with its customersand vendors to determine whether or not the Company acts as the principal or as an agent in the arrangement with each party respectively. The determination of whether to record the revenue on a gross or net basis depends upon whether the Company has control over the goodsprior to transferring it. This evaluation determined that the Company is not in control of establishing the transaction price, not managingall aspects of the terms, even though taking the risk of campaign results and default payment.Â Â Contract assetsÂ Inaccordance with ASC Topic 606, a contract asset arises when the Company transfers a good or performs a service in advance of receivingconsideration from the customer as agreed upon. A contract asset becomes a receivable once the Companyâ€™s right to receive considerationbecomes unconditional.Â Therewere contract assets balance was \$607,117 and\$247,368Â on September 30, 2024 and December 31, 2023, respectively.Â ContractliabilitiesÂ Inaccordance with ASC Topic 606, a contract liability represents the Companyâ€™s obligation to transfer goods or services to a customerwhen the customer prepays for a good or service or when the customerâ€™s consideration is due for goods and services that the Companywill yet provide whichever happens earlier.Â 17 Â Â Contractliabilities represent amounts collected from, or invoiced to, customers in excess of revenues recognized, primarily from the billingof annual subscription agreements. The value of contract liabilities will increase or decrease based on the timing of invoices and recognitionof revenue. The Companyâ€™s contract liabilities balance was \$1,326,384and \$1,265,753Â on September 30, 2024 and December 31, 2023, respectively.Â â—Software development costsÂ Inaccordance with the relevant FASB accounting guidance regarding the development of software to be sold, leased, or marketed, the Companyexpenses such costs as they are incurred until technological feasibility has been established, at and after which time these costs arecapitalized until the product is available for general release to customers. Once the technological feasibility is established per ASCTopic 985, Software, the Company capitalizes costs associated with the acquisition or development of major software for internal andexternal use in the balance sheet. These capitalized software costs are ratably amortized over the period of the softwareâ€™s estimateduseful life. Costs incurred to enhance the Companyâ€™s software products, after general market release of the services using theproducts, is expensed in the period they are incurred. The Company only capitalizes subsequent additions, modifications or upgrades tointernally developed software to the extent that such changes allow the software to perform a task it previously did not perform. TheCompany also expenses website costs as incurred.Â Researchand development expenditures arising from the development of the Companyâ€™s own software are charged to operations as incurred. For the nine months ended September 30, 2024, and 2023, software development costs were \$40,972and \$41,777, respectively. For the three months ended September 30, 2024 and 2023, the softwaredevelopment costs were \$13,635Â and \$12,649, respectively.Â Based on the software development process, technological feasibilityis established upon completion of a working model, which also requires certification and extensive testing. Costs incurred by the Companybetween completion of the working model and the point at which the product is ready for general release have, to date, been immaterialand have been expensed as incurred.Â â—Cost of salesÂ Costof revenue under online ordering consist of the cost of merchandizes ordered by the consumers and the related shipping and handling costs,which are directly attributable to the sales of online ordering.Â Costof revenue related to software sales and licensing consist of the cost of software and payroll costs, which are directly attributableto the sales and licensing of software. Cost of revenue related to hardware sales consist of the cost of hardware and payroll costs,which are directly attributable to the sales of hardware.Â Costof revenue related to grocery and food delivery consist of the cost of the outsourced delivery and the outsource payment gateway, whichare directly attributable to the sales of grocery and food delivery.Â Costof revenue related to our telecommunication data reseller segment consist of the cost of the primary telecommunication service, whichare directly attributable to the sales of telecommunication data.Â Costof revenue under digital marketing consist of the cost of primary digital marketing service, which are directly attributable to the salesof digital marketing.Â â—Shipping and handling costsÂ Noshipping and handling costs are associated with the distribution of the products to the customers since those costs are borne by theCompanyâ€™s suppliers or distributors for our coporate business.Â Theshipping and handling costs for all segments other than our e-commerce segment are recorded net in sales. For shipping costs relatedto our e-commerce business, those shipping costs are recorded in cost of revenue.Â â—Sales and marketingÂ Salesand marketing expenses include payroll, employee benefits and other headcount-related expenses associated with sales and marketing personnel, and the costs of advertising, promotions, seminars, and other programs. Advertising costs are expensed as incurred.Â Advertisingexpense was \$311,096Â and \$466,252Â for the nine months ended September 30, 2024 and 2023, respectively. Advertising expensewas \$40,263Â and \$236,874Â for the three months ended September 30, 2024 and 2023, respectively.Â 18 Â Â â—Product warranties Â TheCompanyâ€™s provision for estimated future warranty costs is based upon the historical relationship of warranty claims to sales.Based upon historical sales trends and warranties provided by the Companyâ€™s suppliers, the Company has concluded that no warrantyliability is required as of September 30, 2024 and December 31, 2023. To date, product allowance and returns have been minimal and, basedon its experience, the Company believes that returns of its products will continue to be minimal, although it looks at this issue everyquarter to continue to support its assertion.Â Â â— Income tax Â TheCompany adopted the ASC 740 Income Tax provisions, which addresses the determination of whether tax benefits claimed or expected to beclaimed on a tax return should be recorded in the condensed consolidated financial statements. Under paragraph ASC Topic 740, the Companymay recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustainedon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the condensedconsolidated financial statements from such a position should be measured based on the largest benefit that has a greater than fiftypercent (50%) likelihood of being realized upon ultimate settlement. ASC Topic 740 also provides guidance on de-recognition, classification,interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no materialadjustments to its liabilities for unrecognized income tax benefits according to the provisions of ASC Topic 740, nor did it record anyuncertain tax

positions for the three and nine months ended September 30, 2024 and 2023. The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. On a quarterly basis, the Company reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances to reduce those amounts to the amounts management believes will be realized in future income tax returns. In addition to U.S. income taxes, the Company and its wholly-owned foreign subsidiary, is subject to income taxes in the jurisdictions in which it operates. Significant judgment is required in determining the provision for income tax, there may be transactions and calculations for which the ultimate tax determination is uncertain. The company recognizes liabilities for anticipated tax audit issues based on the Company's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made. — Foreign currencies translation and transactions The reporting currency of the Company is the United States Dollar (US\$) and the accompanying consolidated unaudited condensed financial statements have been expressed in US\$. In addition, the Company's subsidiary is operating in the Republic of Vietnam, Singapore, India and Philippines and maintains its books and record in its local currency, Vietnam Dong (VND), Singapore Dollar (SGD), Indian Rupee (INR), Philippines Pesos (PHP), Malaysian Ringgit (MYR), Thailand Baht (THB) and Indonesian Rupiah (IDR), respectively, which are the functional currencies in which the subsidiary's operations are conducted. In general, for consolidation purposes, assets and liabilities of its subsidiaries whose functional currency is not US\$ are translated into US\$, in accordance with ASC Topic 830, "Translation of Financial Statements" (ASC 830) using the applicable exchange rates on the balance sheet date. Shareholders' equity is translated using historical rates. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from the translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive income (loss) within the unaudited condensed statements of changes in shareholder's equity. Schedule of Foreign currencies translation and transactions Translation of amounts from SGD into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: — September 30, 2024 — September 30, 2023 Period-end SGD:US\$ exchange rate \$0.77993 — \$0.73165 Period average SGD:US\$ exchange rate \$0.74763 — \$0.74578 — 19 — Translation of amounts from VND into US\$ has been made at the following exchange rates for nine months ended September 30, 2024 and 2023: — September 30, 2024 — September 30, 2023 Period-end VND:US\$ exchange rate \$0.000041 — \$0.000041 Period average VND:US\$ exchange rate \$0.000040 — \$0.000042 — Translation of amounts from INR into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: — September 30, 2024 — September 30, 2023 Period-end INR:US\$ exchange rate \$0.01194 — \$0.01202 Period average INR:US\$ exchange rate \$0.01199 — \$0.01214 — Translation of amounts from PHP into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: — September 30, 2024 — September 30, 2023 Period-end PHP:US\$ exchange rate \$0.01783 — \$0.01764 Period average PHP:US\$ exchange rate \$0.01754 — \$0.01802 — Translation of amounts from THB into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: — September 30, 2024 — September 30, 2023 Period-end THB:US\$ exchange rate \$0.03094 — \$0.02727 Period average THB:US\$ exchange rate \$0.02802 — \$0.02895 — Translation of amounts from MYR into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: — September 30, 2024 — September 30, 2023 Period-end MYR:US\$ exchange rate \$0.24267 — \$0.21276 Period average MYR:US\$ exchange rate \$0.21592 — \$0.22157 — Translation of amounts from IDR into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: — September 30, 2024 — September 30, 2023 Period-end IDR:US\$ exchange rate \$0.000066 — \$0.000064 Period average IDR:US\$ exchange rate \$0.000063 — \$0.000066 — Translation gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are translated, as the case may be, at the rate on the date of the transaction and included in the results of operations as incurred. — Comprehensive income ASCTopic 220, "Comprehensive Income", establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying consolidated statements of changes in shareholders' equity, consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income is not included in the computation of income tax expense or benefit. — Earning per share Basic per share amounts are calculated using the weighted average shares outstanding during the year, excluding unvested restricted stock units. The Company uses the treasury stock method to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, only those in the money dilutive instruments impact the diluted calculations in computing diluted earnings per share. Diluted calculations reflect the weighted average incremental common shares that would be issued upon exercise of dilutive options assuming the proceeds would be used to repurchase shares at average market prices for the years. For the three and nine months ended September 30, 2024 and 2023, diluted weighted-average common shares outstanding is equal to basic weighted-average common shares, due to the Company's net loss position. Hence, no common stock equivalents were included in the computation of diluted net loss per share since such inclusion would have been antidilutive. Schedule of computation of diluted net loss per share: — Three months ended September 30, 2024 — 2023 Net loss attributable to Society Pass Incorporated \$(1,377,885) — \$(3,861,929) Weighted average common shares outstanding " Basic and diluted 2,882,349 — 1,898,924 Net loss per share " Basic and diluted \$(0.48) — \$(2.03) — Nine months ended September 30, 2024 — 2023 Net loss attributable to Society Pass Incorporated \$(6,156,153) — \$(12,472,114) Weighted average common shares outstanding " Basic and diluted 2,733,145 — 1,861,192 Net loss per share " Basic and diluted \$(2.25) — \$(6.70) — The following potentially dilutive securities outstanding have been excluded from the computation of diluted weighted-average shares outstanding, because such securities had an antidilutive impact: Schedule of Common stock issued: — Nine months ended September 30, 2024 — 2023 Options to purchase common stock (a) — 129,685 — 129,685 Warrants granted to underwriter — 253,549 — 253,549 Warrants granted with Series C-1 Convertible Preferred Stock 71,200 — 71,200 Total of common stock equivalents 454,434 — 454,434 (a) The Board of Directors have approved a 10-year stock option at an exercise price of \$97.35 per share that will be exercisable at any time. — Leases The Company adopted Topic 842, "Leases" (ASC 842) to determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use

(â€œROUâ€) assets and operating lease liabilities in the consolidated balancesheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in the consolidatedbalance sheets.Â ROUassets represent the right to use an underlying asset for the lease term and lease liabilities represent the Companyâ€™s obligationto make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based onthe present value of lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, the Companygenerally use the incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar termof the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives.The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise thatoption. Lease expense for lease payments is recognized on a straight-line basis over the lease term.Â 21 Â Inaccordance with the guidance in ASC 842, components of a lease should be split into three categories: lease components (e.g. land, building,etc.), non-lease components (e.g. common area maintenance, consumables, etc.), and non-components (e.g. property taxes, insurance, etc.).Subsequently, the fixed and in-substance fixed contract consideration (including any related to non-components) must be allocated basedon the respective relative fair values to the lease components and non-lease components.Â When a lease is terminated before the expiration of the lease term, irrespective of whether the lease is classified as a finance lease oran operating lease, the lessee would derecognize the ROU asset and corresponding lease liability. Any difference would be recognizedas a gain or loss related to the termination of the lease. Similarly, if a lessee is required to make any payments or receives any considerationwhen terminating the lease, it would include such amounts in the determination of the gain or loss upon termination.Â As of September 30, 2024 and December 31, 2023, the Company recorded the right of use asset of \$917,836Â and \$1,407,956,Â respectively.Â — Retirement plan costs Â Contributionsto retirement plans (which are defined contribution plans) are charged to general and administrative expenses in the accompanying consolidatedstatements of operation as the related employee service is provided.Â — Share-based compensation Â TheCompany follows ASC Topic 718,Â Compensationâ€"Stock CompensationÂ (â€œASC718â€), which requires the measurement and recognition of compensation expense for all share-based payment awards (employee andnon-employee), at grant-date fair value of the equity instruments that an entity is obligated to issue. Restricted stock units are valuedusing the market price of the Companyâ€™s common shares on the date of grant. The Company uses a Black-Scholes option pricing modelto estimate the fair value of employee stock options at the date of grant. As of September 30, 2024, those shares issued and stock optionsgranted for service compensation, vest 180 days after the grant date, and therefore these amounts are thus recognized as expense duringthe three and nine months ended September 30, 2024 and 2023. Stock-based compensation is recorded in general and administrative expenseswithin the Consolidated Statements of Operations and Other Comprehensive Loss, with corresponding credits to common stock and accumulatedpaid-in capital.Â — Warrants Â Inconnection with certain financing, consulting and collaboration arrangements, the Company has issued warrants to purchase shares of itspreferred and common stock. The outstanding warrants are standalone instruments that are not puttable or mandatorily redeemable by theholder and are classified as equity awards. The Company measures the fair value of the awards using a Black-Scholes Option Pricing Modelas of the measurement date. The Company uses a Black-Scholes option pricing model to estimate the grant date fair value of the warrants. Warrants issued in conjunction with the issuance of common stock are initially recorded at fair value as a reduction in additional paid-incapital (the accounting treatment for common stock issuance costs). All other warrants are recorded at the grant date fair value as anexpense over the requisite service period, or at the date of issuance if the warrants vest immediately, with corresponding credits toadditional paid-in capital.Â — Related parties Â TheCompany follows ASC 850-10,Â Related Party DisclosuresÂ (â€œASC 850â€) for the identification of related partiesand the disclosure of related party transactions.Â Pursuantto ASC 850, the related parties include a) affiliates of the Company; b) entities for which investments in their equity securities wouldbe required, absent the election of the fair value option under ASC 825,Â Financial Instruments, to be accounted for by theequity method by the investing entity; c) trusts for the benefit of employees, such as pension and income-sharing trusts that are managedby or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with whichthe Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extentthat one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that cansignificantly influence the management or operating policies of the transacting parties or that have an ownership interest in one ofthe transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be preventedfrom fully pursuing its own separate interests.Â 22 Â Thecondensed consolidated financial statements shall include disclosures of material related party transactions, other than compensationarrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions thatare eliminated in the preparation of consolidated or combined financial statements is not required by ASC 850. The disclosures shallinclude: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amountsor nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemednecessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions foreach of the periods for which income statements are presented and the effects of any change in the method of establishing the terms fromthat used in the preceding period; and d) amount due from or to related parties as of the date of each balance sheet presented and, ifnot otherwise apparent, the terms and manner of settlement.Â — Commitments and contingencies Â TheCompany follows the ASC 450,Â Commitments, to account for contingencies. Certain conditions may exist as of the date the financialstatements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occuror fail to occur. The Company assesses such contingent liabilities, which assessment inherently involves an exercise of judgment. Inassessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result insuch proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived meritsof the amount of relief sought or expected to be sought therein.Â Ifthe assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liabilitycan be estimated, then the estimated liability would be accrued in the Companyâ€™s consolidated financial statements. If the assessmentindicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated,then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would bedisclosed.Â Losscontingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not

believe, based upon information available, that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows if the current level of facts and circumstances changes in the future. — Fair value of financial instruments The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification (Paragraph 820-10-35-37) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by paragraph 820-10-35-37 of the FASB Accounting Standards Codification are described below: — Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. — Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. — Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data. Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. — The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. The carrying amounts of the Company's financial assets and liabilities, such as cash and cash equivalents, accounts receivable, deposits, prepayments and other receivables, contract liabilities, accrued liabilities and other payables, amounts due to related parties and operating lease liabilities, approximate their fair values because of the short maturity of these instruments. — Recent Accounting Pronouncements From time to time, new accounting pronouncements are issued by the Financial Accounting Standard Board (FASB) or other standard-setting bodies and adopted by the Company as of the specified effective date. — In March 2023, the FASB issued ASU No. 2023-01, Leases (Topic 842): Common Control Arrangements (ASU 2023-01) that is intended to improve the guidance for applying Topic 842 to arrangements between entities under common control. This ASU requires all entities (that is, including public companies) to amortize leasehold improvements associated with common control leases over the useful life to the common control group. The standard will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been made available for issuance. If an entity adopts the amendments in an interim period, it must adopt them as of the beginning of the fiscal year that includes that interim period. The Company is currently evaluating the potential impact of ASU 2023-01 on its consolidated financial statements. — In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The disclosure requirements included in ASU 2023-07 are required for all public entities, including those with a single reportable segment. ASU 2023-07 is effective for annual periods beginning after December 15, 2024, on a retrospective basis, and early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2023-07 on its consolidated financial statements. — In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 720): Improvements to Income Tax Disclosures (ASU 2023-09), which prescribes standard categories for the components of the effective tax rate reconciliation and requires disclosure of additional information for reconciling items meeting certain quantitative thresholds, requires disclosure of disaggregated income taxes paid, and modifies certain other income tax-related disclosures. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. The Company is currently evaluating the potential impact of the adoption of ASU 2023-09 on its consolidated financial statements. — All other recently issued, but not yet effective, 2024 Accounting Standards Updates are not expected to have an effect on the Company. — NOTE 4 REVENUE Revenue was generated from the following activities: — Nine Months ended September 30, — At a point in time: — Sales of online ordering \$29,360 — Sales of digital marketing \$2,681,523 — Sales of online ticketing and reservation \$650,480 — Sales of data \$4,849 — Sales of digital marketing \$1,860,550 — Software subscription sales \$6,721 — Sales of \$5,696 — Sales of \$5,233,483 — Sales of \$6,498,878 — Three Months ended September 30, — At a point in time: — Sales of online ordering \$4,931 — Sales of digital marketing \$87,201 — Sales of online ticketing and reservation \$812,043 — Sales of \$920,495 — Sales of data \$106 — Sales of digital marketing \$2,977 — Hardware sales \$864,200 — Software subscription sales \$504 — Sales of \$3,809 — Sales of \$1,675,894 — Sales of \$2,269,066 — Contract liabilities recognized was related to online ticketing and reservation, digital marketing, telecommunication reseller and software sales and the following is reconciliation for the years presented: — Schedule of Contract liabilities: — September 30, — December 31, — 2024 — Contract liabilities, brought forward \$1,265,753 — \$1,405,090 — Add: recognized as deferred revenue \$1,326,384 — \$1,265,753 — Less: recognized as revenue \$(1,265,753) — \$(1,405,090) — Contract liabilities, carried forward \$1,326,384 — \$1,265,753 — NOTE 5 SEGMENT REPORTING — Currently, the Company has six reportable business segments: — (i) e-Commerce operates an online lifestyle platform under the brand name of "Leflair" covering a diversity of services and products, such as fashion and accessories, beauty and personal care, and home and lifestyle, all managed by SOPA Technology Company Ltd, — (ii) Corporate is investment holding and head quarter within SOPA entities, — (iii) Online grocery and food deliveries operate an online food delivery service under the "Handycart" and "Mangan" brand name, managed by Dream Space Trading Co Ltd and New Retail Experience Incorporated respectively and an online grocery delivery under the "Pushkart" brand name, managed by New Retail Experience Incorporated, — (iv) Telecommunication reseller provide sales of local mobile phone plans and global internet data provider plans, both services managed by the Gorilla Group. — (v) Digital marketing operates the digital marketing business with





Â 6,081,728Â Identifiable assetsÂ 167,360Â 2,495,897Â 3,188,452Â 361,421Â 46,625Â 4,021,691Â 10,281,446Â Thebelow sales are based on the countries in which the customer is located. Summarized financial information concerning our geographic segmentsis shown in the following tables:Â Scheduleof geographic segmentsÂ Nine Months Ended September 30,Â 2024Â 2023Â IndonesiaÂ \$697,337Â \$1,017,377Â VietnamÂ 557,402Â 1,121,286Â PhilippinesÂ 197,500Â 144,899Â SingaporeÂ 140,216Â 619,463Â United StatesÂ 2,679,269Â 2,947,566Â ThailandÂ 961,356Â 645,528Â MalaysiaÂ 403Â 2,759Â \$5,233,483Â 6,498,878Â Three Months Ended September 30,Â 2024Â 2023Â IndonesiaÂ 167,725Â 484,400Â VietnamÂ 70,831Â 497,910Â PhilippinesÂ 94,899Â 58,740Â SingaporeÂ 55,497Â 168,109Â United StatesÂ 809,789Â 920,495Â ThailandÂ 477,141Â 139,396Â MalaysiaÂ 12Â 16Â \$1,675,894Â 2,269,066Â 30 Â NOTEâ€" 6 DEPOSIT, PREPAYMENTS AND OTHER RECEIVABLESÂ September 30, 2024Â December 31, 2023Â (Unaudited)Â Deposits Â \$ 522,314 Â \$ 772,427 Â Prepayments Â 594,406 Â 838,721 Â Value added tax Â 139,101 Â 118,167 Â Interest receivable Â 3,495 Â 11,552 Â Other receivables Â 2,548,442 Â 466,907 Â Total Â \$ 3,807,758 Â \$ 2,207,774 Â NOTEâ€" 7 INVENTORIESÂ September 30, 2024Â December 31, 2023Â (Unaudited)Â Finished goods Â \$ 294,487 Â \$ 431,483 Â Less: Reserve for excess and obsolete inventory Â â€"Â â€"Â Total Inventories Â \$ 294,487 Â \$ 431,483 Â Allfinished goods inventories were related to e-commerce business and was held by the third party logistic. The cost of revenue incurredamounted to \$33,281 and \$436,796Â duringthe nine months ended September 30, 2024 and 2023, respectively. The inventories amounted to \$294,487 and \$431,483Â as of September 30, 2024 and December 31, 2023, respectively.Â NOTEâ€" 8 INTANGIBLE ASSETSÂ Asof September 30, 2024 and December 31, 2023Â At cost:Â UsefulÂ lifeÂ September 30, 2024Â DecemberÂ 31, 2023Â At cost:Â 3Â yearsÂ \$8,000,000Â 3Â yearsÂ \$8,000,000Â Apps developmentÂ 3Â yearsÂ 998,905Â 966,535Â Computer softwareÂ 3Â yearsÂ 758,488Â 744,914Â Software systemÂ 3Â yearsÂ â€"Â â€"Â Intellectual technologyÂ 3Â yearsÂ â€"Â â€"Â Identifiable intangible assetÂ IndefiniteÂ 5,100,654Â 5,100,654Â Other intangible assetsÂ 3Â yearsÂ 14,858,047Â 14,812,103Â Less: impairment loss recognizedÂ (135,000)Â Less: accumulated depreciationÂ (9,068,934)Â (8,730,375)Â \$5,654,113Â \$6,081,728Â November1, 2018, the Company entered into a software development agreement with CVO Advisors Pte Ltd (CVO) 2018 to design and build an App andWeb-based platform for the total consideration of \$8,000,000. CVO who is a third party vendor in the business of designing, developing,operating computer software applications including mobile and web application for social media, big data, point of sales, loyalty rewards,food delivery and technology platforms in Asia. The CVO developer performed and accepted technical work, of software development phase,which was materially completed by December 23, 2018. The Company obtained a third party license (Wallet Factory International Ltd) fortheir technology build up by CVO.Â The delivered platform was further developed by the Companyâ€" s in-house technology team (based in Noida that Sopa is currently usingfor the loyalty platform. The platform can be downloaded from Apple store or Googleplay store (i.e. SoPa App) and the Companyâ€" sweb version is on www.sopa.asia. The platform was completed developed on September 30, 2020 and has estimated life of 2.5 years. Theplatform started to be amortized from October 1, 2020.Â 31 Â Further,the Company entered into a subscription agreement with CVO to issue 8,000 shares of preferred stock for the software development, equalto the aggregate of \$8,000,000 or at the stated value of \$1,000 per share.Â Pursuantto the subscription agreement entered into with CVO, the Company issued 8,000 shares of Series A convertible preferred stock for thepurchase of software development at the stated value of \$1,000 per share, totaling \$8,000,000. CVO performed and accepted the technicalwork such as designing, developing, operating computer software applications including mobile and web application for social media, bigdata, point of sales, loyalty rewards, food delivery and technology platforms. The holder of this series A provided their consent towaive the warrant provision available with them and accordingly the preferred series A accounted in 2018.Â Also,the owner of CVO entered into a call option agreement with the CEO of the Company to sale all the shares of CVO for the sum of \$10 pershare, as of date, these options were exercised by the CEO of the Company, but the equity holders of CVO Advisors Pte. Ltd. have nohonored the exercise of the call. The parties are currently in litigation (refer Note 20). As a result of this option exercise, therewere no accounting effect on the Companyâ€" s financial statement during the three and nine months ended September 30, 2024 and 2023.Â Amortizationof intangible assets was \$0 and \$800,000 for the three and nine months ended September 30, 2024 and 2023, respectively.Â Appsdevelopment costs for the development stage of mobile apps development with blockchain feature used by the subsidiaries under TelecommunicationsReseller segment business amounted to \$998,905 (2023: \$966,535) and pertains to capitalization of the Information Technology consultancyand services incurred in the development process.Â Computersoftware including business and operating software and license acquired from third parties.Â Softwaresystem is the existing apps development cost and potential software value estimated base on acquisition exercise of Mangan business unitunder New Retail Experience Incorporated, through the finalization of Purchase Price Allocation. This has been written off during theyear ended December 31, 2023.Â Intellectualtechnology is the identified technology value concluded from acquisition of Pushkart business unit under New Retail Experience Incorporated,through the finalization of Purchase Price Allocation. This has been written off during the year ended December 31, 2023.Â Identifiableintangible assets are the potential intangible assets as stakeholder values estimated based on acquisition exercise of TMG group, Nusatripgroup and VLeisure, through the finalization of Purchase Price Allocation. Impairment loss on intangible assets on VLeisure was \$135,000and \$0 for the three and nine months ended September 30, 2024 and 2023, respectively.Â NOTEâ€" 9 PLANT AND EQUIPMENTÂ Plantand equipment consisted of the following:Â September 30, 2024Â December 31, 2023Â At cost:Â 533,452Â 526,495Â Office equipmentÂ 57,593Â 56,098Â Furniture and fixturesÂ 10,453Â 10,531Â RenovationÂ 613,791Â 614,143Â 1,215,289Â 1,207,267Â Less: accumulated depreciationÂ (713,083)Â (520,609) Less: exchange differenceÂ â€"Â â€"Â Â 502,206Â 686,658Â Depreciationexpense for the three months ended September 30, 2024 and 2023 were \$60,867Â and \$48,559, respectively.Â Depreciationexpense for the nine months ended September 30, 2024 and 2023 were \$182,344Â and \$184,090, respectively.Â 32 Â NOTEâ€" 10 AMOUNTS DUE TO RELATED PARTIESÂ Amountsdue to related parties consisted of the following:Â September 30, 2024Â DecemberÂ 31, 2023Â Amounts due to related parties (a)Â \$2,388Â \$9,900Â (a)The amounts represented temporary advances to the Company related parties (two officers), which were unsecured, interest-free and had no fixed terms of repayments. The Companyâ€" s due to related parties balance was \$2,388Â and \$9,900Â as of September 30, 2024 and December

31, 2023, respectively.Â NOTEâ€” 11 ACCOUNTS PAYABLE AND ACCRUED LIABILITIESÂ Accounts payable consisted of the following:Â Â Â Â Â Â Â Â September 30, 2024Â DecemberÂ 31, 2023Â Accounts payable-Â \$2,944,355Â \$ 1,690,651Â Accrued liabilities and other payables (a)Â 10,746,831Â 6,866,169Â Total Accounts payableÂ \$13,691,186Â \$ 8,556,820Â (a)Accrued liabilities and other payables consisted of the following:Â Â September 30, 2024Â December 31, 2023Â Accrued payrollÂ \$ 198,117Â \$ 137,096Â Accrued VAT expensesÂ 166,803Â 40,855Â Accrued taxesÂ 1,854,622Â 1,990,994Â Accrued litigation expense (b)Â 2,116,847Â 1,298,495Â Customer depositÂ 2,889,893Â 402,339Â Customer refundÂ 151,864Â 922,784Â Other payablesÂ 636,260Â 897,566Â Other accrual (c)Â 2,732,425Â 1,176,040Â Total Accrued liabilitiesÂ \$ 10,746,831Â \$ 6,866,169Â (b) The accrued litigation expense has been covered by a secured bond paid and issued during the financial period ended September 30, 2024. (c) The September 30, 2024 and December 31, 2023 balance includes long term pension provision and other operation accruals.Â NOTEâ€” 12 LEASESÂ We adopted ASU No. 2016-02, - Leases, on January 1, 2019, the beginning of our fiscal 2019, using the modified retrospective approach. We determine whether an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys the right to control the use of an identified fixed asset explicitly or implicitly for a period of time in exchange for consideration. Control of an underlying asset is conveyed if we obtain the rights to direct the use of and to obtain substantially all of the economic benefit from the use of the underlying asset. Some of our leases include both lease and non-lease components which are accounted for as a single lease component as we have elected the practical expedient. Some of our operating lease agreements include variable lease costs, primarily taxes, insurance, common area maintenance or increases in rental costs related to inflation. Substantially all of our equipment leases and some of our real estate leases have terms of less than one year and, as such, are accounted for as short-term leases as we have elected the practical expedient.Â Operating leases are included in the right-of-use lease assets, other current liabilities and long-term lease liabilities on the Consolidated Balance Sheet. Right-of-use assets and lease liabilities are recognized at each leaseâ€™s commencement date based on the present value of its lease payments over its respective lease term. When a borrowing rate is not explicitly available for a lease, our incremental borrowing rate is used based on information available at the leaseâ€™s commencement date to determine the present value of its lease payments. Operating lease payments are recognized on a straight-line basis over the lease term. We had no financing leases as of September 30, 2024 and December 31, 2023.Â The Company used a weighted average incremental borrowing rate ofÂ 5.67% to determine the present value of the lease payments. The weighted average remaining life of the lease wasÂ 2.46Â years.Â During the three and nine months ended September 30, 2024, no new lease arrangements were entered, and accounted as per ASC Topic 842.Â The Company excluded short-term leases (those with lease terms of less than one year at inception) from the measurement of lease liabilities or right-of-use assets. The following tables summarize the lease expense, as follows:Â Nine months ended September 30,Â 2024Â 2023Â Operating lease expense (per ASC 842)Â \$319,559Â \$422,785Â Short-term lease expense (other than ASC 842)Â 60,247Â 93,651Â Total lease expenseÂ \$379,806Â \$516,436Â As of September 30, 2024, right-of-use assets were \$917,836 and lease liabilities were \$920,488.Â As of December 31, 2023, right-of-use assets were \$1,407,956Â and lease liabilities were \$1,411,226.Â Components of Lease ExpenseÂ We recognize lease expense on a straight-line basis over the term of our operating leases, as reported within â€œgeneral and administrativeâ€ expense on the accompanying consolidated statement of operations.Â Future Contractual Lease Payments as of September 30, 2024Â The below table summarizes our (i) minimum lease payments over the next five years, (ii) lease arrangement implied interest, and (iii) present value of future lease payments for the next three years ending September 30:Â Years ended September 30,Â Operating lease amountÂ 2025Â \$471,609Â 2026Â 274,538Â 2027Â 232,257Â 2028Â 8,742Â TotalÂ 987,146Â Less: interestÂ (66,658) Present value of lease liabilitiesÂ \$920,488Â Less: non-current portionÂ (489,375) Present value of lease liabilities â€ current liabilityÂ \$431,113Â NOTEâ€” 13 LOANSÂ September 30, 2024Â December 31, 2023Â AÂ AÂ AÂ AÂ Loan â€ A (i)Â 16,050Â 21,313Â Loan â€ B (ii)Â 405,564Â AÂ \$421,614Â \$21,313Â i) On August 17, 2021, the newly acquired subsidiary, Gorilla Networks Pte. Ltd., received a loan from a bank of SGDÂ 50,000, approximately \$35,937Â for a term ofÂ 60Â months until August 31, 2026. The effective interest rate isÂ 4.75%. For the three months ended September 30, 2024 and 2023, the Company recognized the interest expense of \$203Â and \$307, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized the interest expense of \$661Â and \$632, respectively. ii) On July 15, 2024, the Company received a loan from a third party of SGDÂ 520,000, approximately \$405,564Â for a term ofÂ four months and two weeks until November 30, 2024. The effective interest rate isÂ 5% per month. For the three months ended September 30, 2024 and 2023, the Company recognized the interest expense of \$40,263Â and \$0, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized the interest expense of \$40,263Â and \$0, respectively.Â 34Â NOTEâ€” 14 SHAREHOLDERSâ€™ DEFICITÂ Authorized stockÂ The Company is authorized to issue two classes of stock. The total number of shares of stock which the Company is authorized to issue isÂ 11,333,333Â shares of capital stock, consisting ofÂ 6,333,333Â shares of common stock, \$0.0001Â par value per share, andÂ 5,000,000Â shares of preferred stock, \$0.0001Â par value per share. On May 1, 2024, the Company effected a 1-for-15 reverse stock split of the issued and outstanding shares of the Companyâ€™s common stock. All share and per share information in these financial statements and its footnotes have been retroactively adjusted for the periods presented.Â The holders of the Companyâ€™s common stock are entitled to the following rights:Â Voting Rights: Each share of the Companyâ€™s common stock entitles its holder to one vote per share on all matters to be voted or consented upon by the stockholders. Holders of the Companyâ€™s common stock are not entitled to cumulative voting rights with respect to the election of directors.Â Dividend Right: Subject to limitations under Nevada law and preferences that may apply to any shares of preferred stock that the Company may decide to issue in the future, holders of the Companyâ€™s common stock are entitled to receive ratably such dividends or other distributions, if any, as may be declared by the Board of the Company out of funds legally available therefor.Â Liquidation Right: In the event of the liquidation, dissolution or winding up of our business, the holders of the Companyâ€™s common stock are entitled to share ratably in the assets available for distribution after the payment of all of the debts and other liabilities of the Company, subject to the prior rights of the holders of the Companyâ€™s preferred stock.Â Other Matters: The holders of the Companyâ€™s common stock have no subscription, redemption or conversion privileges. The Companyâ€™s common stock does not entitle its holders to preemptive rights. All of the outstanding shares of the Companyâ€™s common stock are fully paid and non-assessable. The rights, preferences and privileges of the holders of the Companyâ€™s common stock are subject to the rights of the holders of shares of any series of preferred stock which the Company may issue in the future.Â Common stock

outstanding. As of September 30, 2024 and December 31, 2023, the Company had a total of 3,645,689 and 2,217,491 shares of its common stock issued and outstanding, respectively. On February 10, 2021, the Company effected a 750 for 1 stock split of the issued and outstanding shares of the Company's common stock. The number of authorized shares and par value remain unchanged. All share and per share information in this financial statements and footnotes have been retroactively adjusted for the periods presented, unless otherwise indicated, to give effect to the forward stock split. On September 21, 2021, the Company effected a 1 for 2.5 stock split of the issued and outstanding shares of the Company's common stock. The number of authorized shares and par value remain unchanged. All share and per share information in this financial statements and footnotes have been retroactively adjusted for the periods presented, unless otherwise indicated, to give effect to the reverse stock split. On November 8, 2021, the Company entered into an underwriting agreement with Maxim Group LLC, related to the offering of 192,593 shares of the Company's common stock (the "Firm Shares"), at a public offering price of \$135.00 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 45 days, to purchase an additional 236,111 shares of common stock (the "Option Shares") to cover over-allotments. The Company's common stock was listed on the Nasdaq Capital Market on November 9, 2021 and began trading on such date. The closing (the IPO Closing) of the offering and sale of the Firm Shares and the sale of 236,111 Option Shares occurred on November 12, 2021. Aggregate gross proceeds from the closing related to the Firm Shares and the Option Shares was \$26,000,001 and \$2,124,999, respectively. The Company incurred expenses of \$2,677,846 in connection with the IPO. 35

Upon the closing of the IPO, all outstanding shares of preferred stock series A, B, B-1, C and C-1 were automatically converted into 59,259 shares, 50,960 shares, 3,200 shares, 31,040 shares and 279,680 shares of the Company's common stock for the value of \$8,000,000, \$3,412,503, \$466,720, \$8,353,373 and \$5,536,832, respectively. On May 1, 2024, the Company effected a 1-for-15 reverse stock split of the issued and outstanding shares of the Company's common stock. The number of authorized shares has changed to 6,333,333 shares and par value remain unchanged. All share and per share information in these financial statements and its footnotes have been retroactively adjusted for the years presented, unless otherwise indicated, to give effect to the reverse stock split. The forward stock split and reverse stock split described above had no effect on the stated value of the preferred stock, and the number of designated shares and outstanding shares of each series of preferred stock was unchanged in accordance with the respective certificate of designations. The number of authorized shares of preferred stock remained unchanged. During the nine months ended September 30, 2024 and 2023, the Company issued 133,333 and 13,072 shares of common stock to consultants in exchange for consulting services value at \$330,000 and \$460,000, respectively. During the three months ended September 30, 2024 and 2023, the Company did not issue any shares of common stock to consultants in exchange for consulting services. During the nine months ended September 30, 2024 and 2023, the Company issued 202,754 and 56,627 shares of common stock to nineteen and twenty of its employees as compensation valued at \$407,233 and \$558,655, respectively. During the three months ended September 30, 2024 and 2023, the Company issued 144,993 and 30,303 shares of common stock to nineteen and twenty of its employees as compensation valued at \$278,533 and \$214,332, respectively. During the nine months ended September 30, 2024 and 2023, the Company issued 300,000 and 0 shares of common stock for private placement valued at \$250,000 and \$0, respectively. During the three months ended September 30, 2024 and 2023, no shares were issued for private placement. During the nine months ended September 30, 2024 and 2023, the Company issued 24,631 and 0 shares of common stock for settlement of acquisition of subsidiary valued at \$75,002 and \$0, respectively. During the three months ended September 30, 2024 and 2023, no shares were issued for settlement of acquisition of subsidiary. During the nine months ended September 30, 2024 and 2023, the Company issued 0 and 52,229 shares of common stock for staff exercised options, at \$23.70 per share, total amounting to \$0 and \$1,226,793, respectively. During the three months ended September 30, 2024 and 2023, the Company did not issue any shares of common stock for staff exercised options. Warrants In August 2019, the Company issued 1,400 warrants to purchase 1,400 shares of its common stock to one employee as compensation for his services to the Company, at a fair value of \$17,500. Each warrant is convertible into one share of common stock at an exercise price of \$0.0015 per share. The warrants will expire on the second (2nd) anniversary of the initial date of issuance. As at December 31, 2019, none of the warrants have been exercised. 1,400 shares were fully exercised during the year ended December 31, 2020. In December 2020, the Company issued a certain number of warrants pursuant to the Series C-1 Subscription Agreement. Each redeemable warrant allows the holder to purchase one C-1 preferred stock at a price of \$6,300 per share. The warrants shall be exercisable on or before December 31, 2020, 2021 and 2022. During the year ended December 31, 2022, the Company issued 126 warrants. In December 2020, a total of 56 warrants were exercised in exchange for 56 Series C-1 preferred stocks. (refer note 17 for details). Below is a summary of the Company's issued and outstanding warrants as of September 30, 2024 and December 31, 2023: In December 2020, a total of 838 warrants were exercised in exchange for 838 Series C-1 preferred stocks. (refer note 17 for details). 36

Below is a summary of the Company's issued and outstanding warrants as of September 30, 2024 and December 31, 2023: Warrants Weighted average exercise price Weighted average remaining contractual life (in years) Outstanding as of December 31, 2020 (a) 137 \$6,300.00 0.60 Issued (b) 142 \$6,300.00 0.50 Issued (a) 9,630 \$148.50 5.00 Exercised (21) \$6,300.00 0.48 Expired (2) \$49.20 4.11 Exercised (5,307) \$49.20 0.50 Expired (238) \$6,300.00 0.48 Outstanding as of December 31, 2022 \$252,929 \$53.55 4.03 Outstanding as of December 31, 2023 \$252,929 \$53.55 3.02 Outstanding as of September 30, 2024 \$252,929 \$53.55 2.77 There is no intrinsic value for the warrants as of September 30, 2024 and December 31, 2023. (a) Common stock will be issued upon exercise of the 9,630 warrants having intrinsic value of \$0 and \$73,667 as of December 31, 2022 and 2021, respectively. (b) Series C-1 Preferred Stock will be issued upon the exercise of the warrants. The Series C-1 Preferred Stock was automatically converted into 0 and 77,200 shares of common stock with the intrinsic value of \$0 and \$10,433,580 as of December 31, 2022 and 2021, respectively. (c) Common stock will be issued upon warrants exercise of the 243,299 warrants having no intrinsic value as of December 31, 2022. On April 19, 2021, the Company extended the expiry date of the Warrant issued to the Series C-1 Preferred Stockholder by nine months from September 30, 2021 to December 31, 2021. Further, on November 16, 2021, the Company extended the expiry date of the Warrant issued to the Series C-1 Preferred Stockholder by six months from December 31, 2021 to June 30, 2022. The Company considered this warrant as permanent equity per ASC Topic 815-40-35-2, the warrants would not be marked to market at each financial reporting date. However, where there is a subsequent change in assumptions related warrants (in the instant case, an extension of the expiration date of the

warrants), the difference between the amount originally recorded and the newly calculated amount, based upon the changed assumptions, is determined and the difference between the before and after valuation is recorded as an expense, with the corresponding credit to additional paid-in capital. No additional warrants modification expense were recorded as of September 30, 2024 and December 31, 2023, respectively. The Company determined the fair value using the Black-Scholes option pricing model with the following assumptions. Schedule of Stock options assumptions

Before modification	After Modification
Dividend rate	0% 0%
Risk-free rate	0.06% 0.12%
Weighted average expected life (years)	9 months 18 months
Expected volatility	25% 25%
Exercise price	\$1.4 \$1.4

The Company considered 25% volatility as from inception through the date of the Company common stocks. 37 Ex-director's stock option On December 8, 2021, the Board of Directors approved a grant to Dennis Nguyen of a 10-year stock option to purchase 129,685 shares of common stock at an exercise price of \$97.35 per share that are vested and are exercisable at any time. Schedule of Stock Option

Share option	
Weighted average exercise price	
Weighted average remaining contractual life (in years)	
Outstanding as of December 31, 2022	
Granted	129,684 \$97.35
Exercised	10
Outstanding as of December 31, 2023	129,684 \$97.35
Granted	10
Exercised	9.25
Outstanding as of September 30, 2024	129,684 \$97.35

The total fair value of options vested during the nine months ended September 30, 2024 and 2023 was \$0. The Company determined the fair value using the Black-Scholes option pricing model with the following assumptions for the nine months ended September 30, 2024 and 2023:

Dividend rate	Risk-free rate
0% 0%	1.52%

Weighted average expected life (years)

10 years	
130% Share price	\$6.49

Ex-director's stock awards

Stock awards	
Weighted average exercise price	\$114.75
Weighted average remaining contractual life	0.92 years
Unvested as of December 31, 2022	21,732 \$114.75
Issued	114.75
Cancelled	114.75
Unvested as of December 31, 2023	12,000 \$114.75
Issued	114.75
Vested	114.75
Cancelled	114.75
Unvested as of September 30, 2024	12,000 \$114.75

The Company issued 54,330 shares of its common stock on September 1, 2021 (start date) of which 43,464 shares shall be subject to vesting. The shares shall vest in accordance with the following vesting schedule: 10,866 vesting shares will vest every six-months for a two-year period from the start date, with the first vesting date being March 1, 2022. For the nine months ended September 30, 2024 and 2023, the Company recognized the amortization of stock compensation expense of \$0 and \$645,750, respectively. For the three months ended September 30, 2024 and 2023, the Company recognized the amortization of stock compensation expense of \$0 and \$149,625, respectively.

NOTE 15 PREFERRED STOCKS AND WARRANTS

As of September 30, 2024 and December 31, 2023, the Company's preferred stocks have been designated as follows:

No. of shares	Stated Value	Series
10,000	\$1,000	Series A Convertible Preferred Stock
10,000	\$1,336	Series B Convertible Preferred Stock
15,000	\$2,917	Series B-1 Convertible Preferred Stock
15,000	\$5,763	Series C Convertible Preferred Stock
30,000	\$420	Series X Super Voting Preferred Stock
153,500	\$0.0001	All of the Series A, B, B-1, C, and C-1 Preferred Shares

Al of the Series A, B, B-1, C, and C-1 Preferred Shares were issued at a value of respective stated value per share. These all Series of Preferred Shares contain a conversion option, are convertible into a fixed number of common shares or redeemable with the cash repayment at liquidation, so as a result of this liquidation preference, under U.S GAAP, the Company has classified all these Series of Preferred Shares within mezzanine equity in the consolidated balance sheet. Series X Super Voting Preferred Stock was issued a par value per share. This Series of Preferred Shares does not contain a conversion option, so as a result of this liquidation preference, under U.S GAAP, the Company has classified the Series of Preferred Shares within permanent equity in the consolidated balance sheet.

Voting Rights:

- (1) The affirmative vote of at least a majority of the holders of each series of preferred stock shall be necessary to:
  - (a) increase or decrease the par value of the shares of the Series A Preferred Stock, alter or change the powers, preferences or rights of the shares of Series A Preferred Stock or create, alter or change the powers, preferences or rights of any other capital stock of the Company if after such alteration or change such capital stock would be senior to or pari passu with Series A Preferred Stock; and
  - (a) adversely affect the shares of Series A Preferred Stock, including in connection with a merger, recapitalization, reorganization or otherwise.
- (2) The affirmative vote of at least a majority of the holders of the shares of the Series A Preferred Stock shall be necessary to:
  - (a) enter into a transaction or series of related transactions deemed to be a liquidation, dissolution or winding up of the Corporation, or voluntarily liquidate or dissolve;
  - (b) authorize a merger, acquisition or sale of substantially all of the assets of the Company or any of its subsidiaries (other than a merger exclusively to effect a change of domicile of the Company to another state of the United States);
  - (c) increase or decrease (other than decreases resulting from conversion of the Series A Preferred Stock) the authorized number of shares of the Company's preferred stock or any series thereof, the number of shares of the Company's common stock or any series thereof or the number of shares of any other class or series of capital stock of the Company; and
  - (d) any repurchase or redemption of capital stock of the Company except any repurchase or redemption at cost upon the termination of services of a service provider to the Company or the exercise by the Company of contractual rights of first refusal as applied to such capital stock.

Dividend Rights:

The holders of the Company's preferred stock are not entitled to any dividend rights.

Conversion Rights (Series A Preferred Stock):

Upon the consummation of this offering, the issued and outstanding shares of Series A Preferred Stock automatically convert into a number of shares of the Company's common stock equal to the quotient obtained by dividing (x) the aggregate Stated Value of the issued and outstanding Series A Preferred Stock plus any other amounts due to the holders thereof divided by (y) the offering price of the Company's common stock. If 90 days after conversion, the closing market price of the Company's common stock as quoted on Nasdaq (the "Market Value") has decreased below the initial public offering price, each holder of the Series A Preferred Stock shall be issued a warrant to purchase a number of shares of the Company's common stock equal to 40% of the quotient of the (a) aggregate Stated Value held by such holder before conversion at the initial public offering price and the Market Value of the shares of common stock that were issuable upon conversion divided by (b) the Market Value. The warrants shall have a term of five years and shall be exercisable at the Market Value.

Conversion Rights (Preferred Stock other than Series A and Series X Super Voting Preferred Stock):

Upon the consummation of this offering, each issued and outstanding share of Series B Preferred Stock, Series B-1 Preferred Stock, Series C Preferred Stock and Series C-1 Preferred Stock will automatically convert into 750 shares of the Company's common stock. Series X Super Voting Preferred stock shall not have any rights to convert into the Company's common stock.

Liquidation Rights:

In the event of any liquidation, dissolution

or winding up of the Company, either voluntary or involuntary (a "Liquidation Event"), the holders of each series of preferred stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Company's common stock by reason of their ownership thereof, an amount per share in cash equal to the greater of (x) the aggregate Stated Value for all shares of such series of Preferred Stock then held by them or (y) the amount payable per share of the Company's common stock which such holder of preferred stock would have received if such holder had converted to common stock immediately prior to the Liquidation Event all of such series of preferred stock then held by such holder (the "Series Stock Liquidation Preference"). If, upon the occurrence of a Liquidation Event, the funds thus distributed among the holders of the preferred stock shall be insufficient to permit the payment to the holders of the preferred stock the full Series Stock Liquidation Preference for all series, then the entire assets and funds of the Company legally available for distribution shall be distributed ratably among the holders of the preferred stock in proportion to the aggregate Series Liquidation Preferences that would otherwise be payable to each of the holders of preferred stock. Such payment shall constitute payment in full to the holders of the preferred stock upon the Liquidation Event. After such payment shall have been made in full, or funds necessary for such payment shall have been set aside by the Company in trust for the account of the holders of preferred stock, so as to be immediately available for such payment, such holders of preferred stock shall be entitled to no further participation in the distribution of the assets of the Company. The sale of all or substantially all of the assets of the Company, or merger, tender offer or other business combination to which the Company is a party in which the voting stockholders of the Company prior to such transaction do not own a majority of the voting securities of the resulting entity or by which any person or group acquires beneficial ownership of 50% or more of the voting securities of the Company or resulting entity shall be deemed to be a Liquidation Event. **Other Matters:** The holders of the Company's preferred stock have no subscription or redemption privileges and are not subject to redemption. The Company's Series Preferred Stock does not entitle its holders to preemptive rights. All of the outstanding shares of the Company's preferred stock are fully paid and non-assessable. **Series A Preferred Shares** **No Series A Preferred Stocks** were issued during the three and nine months ended September 30, 2024 and 2023. **Upon the IPO Closing**, all outstanding shares of Series A Preferred Stocks were automatically converted into 888,889 shares of the Company's common stock valued at \$8,000,000, equal to approximately \$9 per share. **As of September 30, 2024 and December 31, 2023**, there were no shares of Series A Preferred Stocks issued and outstanding, respectively. **Series B Preferred Stocks** **No Series B Preferred Stocks** were issued during the three and nine months ended September 30, 2024 and 2023. **Upon the IPO Closing**, all outstanding shares of Series B Preferred Stock were automatically converted into 764,400 shares of the Company's common stock valued at \$3,412,503, equal to approximately \$4.46 per share. **As of September 30, 2024 and December 31, 2023**, there were no shares of Series B Preferred Stocks issued and outstanding, respectively. **Series B-1 Preferred Shares** **No Series B-1 Preferred Stocks** issued during the three and nine months ended September 30, 2024 and 2023. **Upon the IPO Closing**, all outstanding shares of Series B-1 Preferred Stocks were automatically converted into 48,000 shares of the Company's common stock valued at \$466,720, equal to approximately \$9.72 per share. **As of September 30, 2024 and December 31, 2023**, no shares of Series B-1 Preferred Stocks issued and outstanding, respectively. **Series C Preferred Shares** **No Series C Preferred Stocks** were issued during the three and nine months ended September 30, 2024 and 2023. **Upon the IPO Closing**, all outstanding shares of Series C Preferred Stocks were automatically converted into 465,600 shares of the Company's common stock valued at \$8,353,373, equal to approximately \$17.90 per share. **As of September 30, 2024 and December 31, 2023**, there were no shares of Series C Preferred Stocks issued and outstanding, respectively. **40  $\Delta$  Series C-1 Preferred Shares** **No Series C-1 Preferred Stocks** were issued during the three and nine months ended September 30, 2024 and 2023. **The Company** accounts for warrants issued in accordance with the guidance on "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity" in Topic 480. These warrants did not meet the criteria to be classified as a liability award and therefore were treated as an equity award and classified the Series C-1 Preferred Stocks within mezzanine equity in the consolidated balance sheet. **Upon the IPO Closing**, all outstanding shares of Series C-1 Preferred Stocks were automatically converted into 4,195,200 shares of the Company's common stock valued at \$5,536,832, equal to approximately \$1.21 per share. **As of September 30, 2024 and December 31, 2023**, there were no shares of Series C-1 Preferred Stocks issued and outstanding, respectively. **Series X Super Voting Preferred Shares** **During the three and nine months ended September 30, 2024 and 2023**, Thoughtful Media Group Incorporated and Nusatrip Incorporated issued 75,000 and 75,000 Series X Super Voting Preferred Stock to director. **In August 2021**, the Company created a new series of preferred stock titled "Series X Super Voting Preferred Stock", at par value, consisting of 3,500 shares. The Series X Super Voting Preferred Stock carries certain rights and privileges including but not limited to the right to 10,000 votes per share) to vote on all matters that may come before the stockholders of the Corporation, voting together with the common stock as a single class on all matters to be voted or consented upon by the stockholders but is not entitled to any dividends, liquidation preference or conversion or redemption rights. The Series X Super Voting Preferred Stock is accounted for as an equity classification. **As of September 30, 2024 and December 31, 2023**, there were 153,500 and 3,500 shares of Series X Super Voting Preferred Stocks issued and outstanding, respectively. **NOTE 16 TREASURY STOCK** **On January 25, 2023**, the Board of Directors ("Board") authorized a \$2,000,000 share repurchase program. **The following table presents information with respect to repurchases of common stock during the nine months ended and September 30, 2024 and 2023:** **Nine months ended September 30, 2024** **2023** **Aggregate common stock repurchased** **51,902** **611,605** **Weighted average price paid per share** **\$1.0583** **\$1.0473** **Total amount paid** **\$54,928** **\$640,525** **As of September 30, 2024 and December 31, 2023**, we had up to \$0 and \$1,214,475 of the share repurchase program available, respectively. Under the share repurchase program, repurchases can be made from time to time using a variety of methods, which may include open market purchases, privately negotiated transactions or otherwise, all in accordance with the rules of the SEC and other applicable legal requirements. The timing and amount of any shares of our common stock that are repurchased under the share repurchase program will be determined by our management based on market conditions and other factors. **The share repurchase program does not obligate us to acquire any particular amount of common stock, and may be modified, suspended or discontinued at any time or from time to time at our discretion.** **NOTE 17 INCOME TAXES** **For the nine months ended September 30, 2024 and 2023**, the local ("Nevada") and foreign components of loss before income taxes were comprised of the following: **Nine months ended September 30, 2024** **2023** **Tax jurisdiction from** **Local** **\$2,369,812** **\$7,699,267** **Foreign** **3,736,942** **4,915,808** **Loss before income taxes** **\$6,106,754** **\$12,615,075** **41** **The provision for income taxes consisted of the following:** **Nine months ended September 30, 2024** **2023**

2024Â Â 2023Â Current:Â Â Â Â - United StatesÂ \$23,647Â Â \$â€"Â - VietnamÂ Â 4,050Â Â Â â€"Â - IndiaÂ Â 1,864Â Â 1,809Â - IndonesiaÂ Â â€"Â Â 605Â - ThailandÂ Â 27,241Â Â Â â€"Â Income tax expenseÂ \$56,802Â Â \$2,414Â Â The effective tax rate in the years presented is the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rate. The Company operates in various countries: Singapore and Vietnam that are subject to taxes in the jurisdictions in which they operate, as follows:Â United StatesÂ The Company is registered in the Nevada and is subject to the tax laws of United States.Â As of September 30, 2024, the operation in the United States incurred \$35,533,501Â of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards has no expiration. The Company has provided for a full valuation allowance against the deferred tax assets of \$7,462,035Â on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.Â SingaporeÂ The Company's subsidiary is registered in the Republic of Singapore and is subject to the tax laws of Singapore.Â As of September 30, 2024, the operation in the Singapore incurred \$12,205,828Â of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards has no expiration. The Company has provided for a full valuation allowance against the deferred tax assets of \$2,074,991 on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.Â VietnamÂ The Company's subsidiary operating in Vietnam is subject to the Vietnam Income Tax at a standard income tax rate of 20% during its tax year.Â As of September 30, 2024, the operation in the Vietnam incurred \$5,706,694Â of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards begin to expire in 2026, if unutilized. The Company has provided for a full valuation allowance against the deferred tax assets of \$1,141,339Â on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.Â IndiaÂ The Company's subsidiary operating in India is subject to the India Income Tax at a standard income tax rate of 25% during its tax year.Â As of September 30, 2024, the operation in the India incurred \$7,550Â of net operating gain. The Company has provided for a full tax effect allowance against the current and deferred tax expenses of \$1,888.Â IndonesiaÂ The Company's subsidiary is registered in Indonesia and is subject to the tax laws of Indonesia.Â As of September 30, 2024, the Company's subsidiary operations in Indonesia incurred \$941,157Â of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards have no expiration. The Company has provided for a full valuation allowance against the deferred tax assets of \$207,055Â on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.Â 42Â Â PhilippinesÂ The Company's subsidiary is registered in the Philippines and is subject to the tax laws of the Philippines.Â As of September 30, 2024, the Company's subsidiary operations in Philippines incurred \$1,191,795Â of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards have no expiration. The Company has provided for a full valuation allowance against the deferred tax assets of \$297,949Â on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.Â ThailandÂ The Company's subsidiary is registered in Thailand and is subject to the tax laws of Thailand.Â As of September 30, 2024, the Company's subsidiary operations in Thailand incurred \$529,466Â of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards have no expiration. The Company has provided for a full valuation allowance against the deferred tax assets of \$105,893Â on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.Â MalaysiaÂ The Company's subsidiary is registered in Malaysia and is subject to the tax laws of Malaysia.Â As of September 30, 2024, the operation in the Malaysia incurred \$3,243Â of net operating gain. The Company has provided for a full tax effect allowance against the current and deferred tax expenses of \$778.Â Deferred tax assets and liabilities are recognized for future tax consequences between the carrying amounts of assets and liabilities and their respective tax basis using enacted tax rates in effect for the tax year in which the differences are expected to reverse. Significant deferred tax assets and liabilities of the Company as of September 30, 2024 and December 31, 2023 consist of the following:Â Schedule of Deferred Tax Assets and LiabilitiesÂ Â September 30, 2024Â Â December 31, 2023Â Deferred tax assets:Â Â Â Â Â Software intangibles (U.S.)Â \$150,465Â Â \$150,465Â Deferred Stock Compensation (U.S.)Â Â 5,864,670Â Â 5,864,670Â Net operating loss carryforwardsÂ Â Â Â Â Â -Â United StatesÂ Â 7,462,035Â Â 7,119,197Â -Â SingaporeÂ Â 2,074,991Â Â 1,714,014Â -Â VietnamÂ Â 1,141,339Â Â 976,328Â -Â IndiaÂ Â â€"Â Â Â â€"Â -Â PhilippinesÂ Â 297,949Â Â 245,617Â -Â IndonesiaÂ Â 207,055Â Â 63,013Â -Â ThailandÂ Â 105,893Â Â 118,848Â -Â MalaysiaÂ Â â€"Â Â Â â€"Â Â Â 17,304,397Â Â 16,252,152Â Less: valuation allowanceÂ Â (17,240,281)Â Â (16,102,294) Deferred tax assets, netÂ \$64,116Â Â \$149,858Â Â The Internal Revenue Code includes a provision, referred to as Global Intangible Low-Taxed Income (â€œGILTIâ€), which provides for a 10.5% tax on certain income of controlled foreign corporations. We have elected to account for GILTI as a period cost if and when occurred, rather than recognizing deferred taxes for basis differences expected to reverse.Â The Company is subject to taxation in the U.S. and various foreign jurisdictions. U.S. federal income tax returns for 2018 and after remain open to examination. We and our subsidiaries are also subject to income tax in multiple foreign jurisdictions. Generally, foreign income tax returns after 2017 remain open to examination. No income tax returns are currently under examination. As of September 30, 2024 and December 31, 2023, the Company does not have any unrecognized tax benefits, and continues to monitor its current and prior tax positions for any changes. The Company recognizes penalties and interest related to unrecognized tax benefits as income tax expense. For the three and nine months ended September 30, 2024 and 2023, there wereÂ noÂ penalties or interest recorded in income tax expense.Â 43Â Â NOTEâ€" 17 PENSION COSTSÂ The Company is required to make contributions to their employees under a government-mandated defined contribution pension scheme for its eligible full-time employees in all countries operating in the Company. The Company is required to contribute a specified percentage of the participants' relevant income based on their ages and wages level. During the three months ended September 30, 2024 and 2023, \$62,865Â and \$25,424Â contributions were made accordingly. During the nine months ended September 30, 2024 and 2023, \$190,251Â and \$228,112Â contributions were made accordingly.Â NOTEâ€" 18 RELATED PARTY TRANSACTIONSÂ From time to time, a shareholder and director of the Company advanced funds to the Company for working capital purposes. Those advances are unsecured, non-interest bearing and due on demand.Â The Company paid to the director and key management personnel, the total salaries of \$187,500 and \$242,500 during the three months ended September 30, 2024 and 2023, respectively.Â The Company paid to the director and key management personnel,

the total salaries of \$562,500 and \$727,500 during the nine months ended September 30, 2024 and 2023, respectively. The Company issued 0 and 19,559 shares of Common stock, at the price of \$0 and \$149,625 for the stock based compensation to a key management personnel during the three months ended September 30, 2024 and 2023, respectively. The Company issued 0 and 432,361 shares of Common stock, at the price of \$0 and \$677,036 for the stock based compensation to a key management personnel during the nine months ended September 30, 2024 and 2023, respectively. The Company subsidiary paid their one officer, total professional fee of \$0 and \$2,205 during the three months ended September 30, 2024 and 2023, respectively. The Company subsidiary paid their one officer, total professional fee of \$4,486 and \$7,470 during the nine months ended September 30, 2024 and 2023, respectively. The Company paid and accrued to its shareholders, total professional fee of \$250,000 and \$200,000 during the nine months ended September 30, 2024 and 2023, respectively. Including in the above the Company issued 0 shares of \$0 and 196,078 shares of \$200,000 during the nine months ended September 30, 2024 and 2023, respectively. Apart from the transactions and balances detailed elsewhere in these accompanying consolidated unaudited condensed financial statements, the Company has no other significant or material related party transactions during the periods presented.

**NOTE 19 CONCENTRATIONS OF RISK**

The Company is exposed to the following concentrations of risk:

(a) Major customers For the three and nine months ended September 30, 2024 and 2023, respectively, the customers who accounted for 10% or more of the Company's revenues and its outstanding receivable balances at period-end dates, are presented as follows:

Customer	Revenues	Percentage of revenues	Accounts receivable	Customer	Revenues	Percentage of revenues	Accounts receivable
Customer A	\$ 809,933	48.33 %	\$ 277,436	Customer A	\$ 2,679,269	51.19 %	\$ 277,436
Customer B	\$ 295,056	44 %	\$ 920,495	Customer B	\$ 2,947,566	41 %	\$ 295,056
Customer C	\$ 108,947	15 %	\$ 802,420	Customer C	\$ 281,220	19.61 %	\$ 108,947
Customer D	\$ 733,301	16 %	\$ 250,286	Customer D	\$ 120,000	10.52 %	\$ 733,301
Customer E	\$ 130,195	10 %	\$ 130,195	Customer E	\$ 130,195	10 %	\$ 130,195
Customer F	\$ 130,195	10 %	\$ 130,195	Customer F	\$ 130,195	10 %	\$ 130,195
Customer G	\$ 130,195	10 %	\$ 130,195	Customer G	\$ 130,195	10 %	\$ 130,195
Customer H	\$ 130,195	10 %	\$ 130,195	Customer H	\$ 130,195	10 %	\$ 130,195
Customer I	\$ 130,195	10 %	\$ 130,195	Customer I	\$ 130,195	10 %	\$ 130,195
Customer J	\$ 130,195	10 %	\$ 130,195	Customer J	\$ 130,195	10 %	\$ 130,195
Customer K	\$ 130,195	10 %	\$ 130,195	Customer K	\$ 130,195	10 %	\$ 130,195
Customer L	\$ 130,195	10 %	\$ 130,195	Customer L	\$ 130,195	10 %	\$ 130,195
Customer M	\$ 130,195	10 %	\$ 130,195	Customer M	\$ 130,195	10 %	\$ 130,195
Customer N	\$ 130,195	10 %	\$ 130,195	Customer N	\$ 130,195	10 %	\$ 130,195
Customer O	\$ 130,195	10 %	\$ 130,195	Customer O	\$ 130,195	10 %	\$ 130,195
Customer P	\$ 130,195	10 %	\$ 130,195	Customer P	\$ 130,195	10 %	\$ 130,195
Customer Q	\$ 130,195	10 %	\$ 130,195	Customer Q	\$ 130,195	10 %	\$ 130,195
Customer R	\$ 130,195	10 %	\$ 130,195	Customer R	\$ 130,195	10 %	\$ 130,195
Customer S	\$ 130,195	10 %	\$ 130,195	Customer S	\$ 130,195	10 %	\$ 130,195
Customer T	\$ 130,195	10 %	\$ 130,195	Customer T	\$ 130,195	10 %	\$ 130,195
Customer U	\$ 130,195	10 %	\$ 130,195	Customer U	\$ 130,195	10 %	\$ 130,195
Customer V	\$ 130,195	10 %	\$ 130,195	Customer V	\$ 130,195	10 %	\$ 130,195
Customer W	\$ 130,195	10 %	\$ 130,195	Customer W	\$ 130,195	10 %	\$ 130,195
Customer X	\$ 130,195	10 %	\$ 130,195	Customer X	\$ 130,195	10 %	\$ 130,195
Customer Y	\$ 130,195	10 %	\$ 130,195	Customer Y	\$ 130,195	10 %	\$ 130,195
Customer Z	\$ 130,195	10 %	\$ 130,195	Customer Z	\$ 130,195	10 %	\$ 130,195

(b) Major vendors For the three and nine months ended September 30, 2024 and 2023, respectively, the vendors who account for 10% or more of the Company's cost of revenue and its outstanding payable balance as at period-end date, are presented as follows:

Vendor	Purchases	Percentage of purchases	Accounts payable	Vendor	Purchases	Percentage of purchases	Accounts payable
Vendor A	\$ 281,220	19.61 %	\$ 108,947	Vendor B	\$ 802,420	20.52 %	\$ 108,947
Vendor C	\$ 250,286	15 %	\$ 120,000	Vendor D	\$ 130,195	10 %	\$ 130,195
Vendor E	\$ 130,195	10 %	\$ 130,195	Vendor F	\$ 130,195	10 %	\$ 130,195
Vendor G	\$ 130,195	10 %	\$ 130,195	Vendor H	\$ 130,195	10 %	\$ 130,195
Vendor I	\$ 130,195	10 %	\$ 130,195	Vendor J	\$ 130,195	10 %	\$ 130,195
Vendor K	\$ 130,195	10 %	\$ 130,195	Vendor L	\$ 130,195	10 %	\$ 130,195
Vendor M	\$ 130,195	10 %	\$ 130,195	Vendor N	\$ 130,195	10 %	\$ 130,195
Vendor O	\$ 130,195	10 %	\$ 130,195	Vendor P	\$ 130,195	10 %	\$ 130,195
Vendor Q	\$ 130,195	10 %	\$ 130,195	Vendor R	\$ 130,195	10 %	\$ 130,195
Vendor S	\$ 130,195	10 %	\$ 130,195	Vendor T	\$ 130,195	10 %	\$ 130,195
Vendor U	\$ 130,195	10 %	\$ 130,195	Vendor V	\$ 130,195	10 %	\$ 130,195
Vendor W	\$ 130,195	10 %	\$ 130,195	Vendor X	\$ 130,195	10 %	\$ 130,195
Vendor Y	\$ 130,195	10 %	\$ 130,195	Vendor Z	\$ 130,195	10 %	\$ 130,195

(c) Credit risk Financial instruments that are potentially subject to credit risk consist principally of trade receivables. The Company believes the concentration of credit risk in its trade receivables is substantially mitigated by its ongoing credit evaluation process and relatively short collection terms. The Company does not generally require collateral from customers. The Company evaluates the need for an allowance for doubtful accounts based upon factors affecting the credit risk of specific customers, historical trends and other information.

(d) Exchange rate risk The reporting currency of the Company is US\$, to date the majority of the revenues and costs are denominated in VND, SGD, PHP, INR, IDR, MYR and THB and a significant portion of the assets and liabilities are denominated in VND, SGD, INR, IDR, MYR and THB. As a result, the Company is exposed to foreign exchange risk as its revenues and results of operations may be affected by fluctuations in the exchange rate between US\$ and VND, SGD, PHP, INR, IDR, MYR and THB. If VND, SGD, PHP, INR, IDR, MYR and THB depreciate against US\$, the value of VND, SGD, PHP, INR, IDR, MYR and THB revenues and assets as expressed in US\$ financial statements will decline. The Company does not hold any derivative or other financial instruments that expose to substantial market risk.

(e) Economic and political risks The Company's operations are conducted in the Republic of Vietnam. Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environment in the Vietnam, and by the general state of the Vietnam economy.

The Company's operations in the Vietnam and India are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company's results may be adversely affected by changes in the political and social conditions in Vietnam and India, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation.

**NOTE 20 COMMITMENTS AND CONTINGENCIES**

As of September 30, 2024, the Company had no material commitments or contingencies.

**Litigation** The Company is currently litigating three cases pending in the Supreme Court for the State of New York, New York County. Two cases are employment actions filed by former employees who seek compensation alleged to be due pursuant to agreements with the Company. Both of the employees are represented by the same counsel and filed their cases in the Supreme Court of the State of New York, County of New York, in December 2019. In one of those actions, brought by Rahul Narain, a former employee claims entitlement to compensation and a bonus totaling \$566,000 and 130-195 shares of Company common stock, together with costs. For the 130 shares he contends were not delivered, he alleges damages of approximately \$750,000. The Company responded to the complaint and also asserted counterclaims in the proceeding for \$1,500,000 to \$4,000,000 plus punitive damages, together with interest and costs, arising from, inter alia, the former employee's breach of contract, unfair competition, misappropriation of trade secrets and breach of fiduciary duty. The former employee has responded to the Company's counterclaims and discovery has been conducted. The discovery phase is now over. The Company filed a motion for partial summary judgment to dismiss Rahul Narain's claims for damages associated with the 130-195 shares of the Company's common stock. Rahul Narain has filed a motion for partial summary judgment on his claims for compensation and for damages he alleges are associated with his contention that the Company did not deliver the shares of common stock under a warrant. In that motion he seeks the monetary value of that stock, which he contends is \$749,190 plus interest, and also seeks partial summary judgment for his claim seeking \$566,000 in compensation, specifically to the motion, he seeks \$60,000. His motion also seeks to dismiss the Company's counterclaims. Rahul Narain has also filed a motion in limine to preclude the Company's expert witness as to damages for some of the Company's counterclaims. The Court denied the Company's motion for summary judgment and granted Mr. Narain's motion for summary judgment on his claims on the warrant and for a portion of his salary, giving him a

recovery of \$749,190 plus interest as of September 4, 2019 and for his salary of \$10,000 per month for the months of September, October, and November of 2023 plus interest, and denied the remainder of his motion, including those portions seeking to dismiss the Company's counterclaims and to preclude the Company's expert witness. The Company has filed a Notice of Appeal of this decision and has also filed a motion to reargue the decision. Following the grant of partial summary judgment, a judgment was entered in the office of the Clerk of the Supreme Court in the amount of \$1,082,078.91. Subsequently, Mr. Narain served a restraining notice on the Company and has made a motion to appoint a receiver to sell Thoughtful MediaGroup Inc. and NusaTrip Inc. and disburse proceeds to Mr. Narain sufficient to satisfy the judgment, granting the receiver the right to retain counsel and bankers and to pay them from the proceeds of such sale, or in the alternative, directing the Company to pay Mr. Narain from the sale of any of its assets to satisfy the judgment and enjoining the company from diverting those funds to anyone else until the judgment is satisfied. The Company bonded the judgment and therefore the Court denied the motion without prejudice. In that same Order, the Court denied the Company's motion to reargue Mr. Narain's motion for partial summary judgment. Finally, the parties recently attempted to mediate their claims before the Appellate Division, First Department, however such efforts did not result in a settlement. The Company intends to continue to defend Mr. Narain's claims vigorously. A 46 A In the other employment action, brought by Thomas O'Connor, a former employee, and CVO Advisors Pte. Ltd., involves claims of entitlement to salary payments and expense reimbursement in the amount of \$122,042.60, plus liquidated damages, together with costs. This former employee also made claims based on a failure to deliver between 1,721 and 2,536 shares of the Company's common stock. For the 1,721 shares of stock which he contends were not delivered, he alleges damages of \$9,918,000. In addition, this action also includes claims by a plaintiff-entity alleging entitlement to \$8 million in shares of the Company's Series A Preferred stock. The Company responded to the complaint and also asserted counterclaims against the former employee in the proceeding for \$1,500,000 to \$2,000,000 plus punitive damages, together with costs, arising from, inter alia, the former employee's breach of contract, breach of fiduciary duty, tortious interference and fraud. The former employee has responded to the Company's counterclaims and this action is still in the discovery phase of litigation. Thomas O'Connor has filed a motion to strike the Company's answer and counterclaims or in the alternative precluding Society Pass from offering evidence or for a Conditional Order for production. Thomas O'Connor has also filed a motion for partial summary judgment on his cause of action regarding the 1,721 shares of stock that were allegedly not delivered and is seeking the cash value of those shares. The Court granted that motion in part, deciding that Mr. O'Connor validly exercised 1,148 shares under the subject warrant. The Court denied that portion of the motion as it relates to the value of those shares. Mr. O'Connor has not retained an expert to testify as to their value. The Company has retained an expert who has determined the value of the shares to be significantly less than alleged and issued a report of his opinions. CVO has filed a motion for summary judgment on its claim for the \$8,000,000 worth of Series A Preferred Stock, seeking the alleged cash value of those shares. The Company has opposed that motion, and the motion was denied. In addition, the Company has appealed the grant of the motion on liability and Mr. O'Connor has appealed the denial of the motion on the damages portion. The Company filed a Notice of Appeal with respect to same. In addition, Mr. O'Connor had filed a motion to restrain and enjoin the company from transferring or otherwise disposing any of its assets, including but not limited to extraordinary cash or equity/option payouts to its directors and officers and from transferring or otherwise disposing any of its operating assets, including but not limited to Thoughtful Media Group Inc., NusaTrip Inc., and any other of the Company's majority owned corporate subsidiaries. The motion was denied, but granted in part to the extent that the Company must promptly inform Mr. O'Connor of any agreement(s) to sell its subsidiaries. The Court also scheduled a valuation hearing for the shares granted in Mr. O'Connor's motion for summary judgment which will take place on May 29 and 30 of 2024. Mr. O'Connor has made a motion in limine to preclude the Company's expert from testifying at such valuation hearing, which has been denied. A The third case was brought by the Company against former employees Mr. Narain and Mr. O'Connor, in addition to two companies they started, operating under the name Growth Hero. The Company commenced this action on May 18, 2023. The Company alleges, inter alia, that Narain, O'Connor, and Growth Hero misappropriated the Company's intellectual property and alleges other related torts pertaining to the business conducted by Growth Hero. The Company brought claims sounding in breach of contract, breach of the implied covenant of good faith and fair dealing, misappropriation of trade secrets, unfair competition, breach of fiduciary duties, violation of the Stored Communication Act, and for a permanent injunction. The Company seeks damages in an amount to be determined at trial. The Company has filed a motion to extend the time to service of process on Mr. O'Connor and the corporate entities and for leave to serve them via email, and has also initiated a Hague Convention application for international service upon them. The motion was granted to the extent that the Company's time to serve Mr. O'Connor has been extended, without prejudice to renew. Rahul Narain has been served with process and has made a motion to dismiss the claims against him. The Company has submitted an opposition to this motion. The motion was granted due to the Court's opinion that the claims set forth against Mr. Narain in this case were the same as the counterclaims asserted against Mr. Narain in his lawsuit against the Company. A The Company disputes each claim in the above referenced matters and intends to defend the pending actions noted above. The ultimate outcome of any damages that may become payable if its defence is unsuccessful in whole or in part is not probable nor estimable at this time. While the Company feels confident in its defence of these pending matters, there can be no assurance that it will prevail and that any damages that may be awarded will not be material to the results of operations or financial condition of the Company. A The Company does not believe any of the foregoing actions will have, individually or in the aggregate, a material adverse effect on its business, financial condition or operating results. A NOTE "21 SUBSEQUENT EVENTS" A In accordance with ASC Topic 855, "Subsequent Events", which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before unaudited condensed financial statements are issued, the Company has evaluated all events or transactions that occurred after September 30, 2024, up through November 14, 2024, the Company issued the unaudited condensed consolidated financial statements. A 47 A Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations A This Form 10-Q contains forward-looking statements rather than historical facts that involve risks and uncertainties. You can identify these statements by the use of forward-looking words such as "may", "will", "expect", "anticipate", "estimate", "continue" or other similar words. Such forward-looking statements discuss our current expectations of future results of operations or financial condition. However, there may be events in the future that we are unable to accurately predict or control and there may be risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements, which could have a material adverse effect on our business, operating results and financial condition. The forward-looking

statements included herein are only made as of the date of the filing of this Form 10-Q, and we undertakeno obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.Â BASISOF PRESENTATIONÂ Thefollowing discussion should be read in conjunction with the financial information included elsewhere in this Quarterly Report on Form10-Q (this â€œReportâ€), including our unaudited condensed consolidated financial statements and the related notes and without audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December31, 2023, as filed with the SEC on April 15, 2024, Quarterly Report on Form 10-Q for the three months ended March 31, 2024, as filedwith the SEC on May 14, 2024, Quarterly Report on Form 10-Q for the three months ended June 30, 2024, as filed with the SEC on August19, 2024 and other reports that we file with the SEC from time to time.Â Referencesin this Quarterly Report on Form 10-Q to â€œusâ€, â€œweâ€, â€œourâ€ and similar terms refer to Society PassIncorporated.Â OverviewÂ Weare, through the acquisition and operation of e-commerce platforms and mobile applications through our direct and indirect wholly ormajority-owned subsidiaries, building the next generation digital ecosystem and loyalty platform in Southeast Asia (â€œSEAâ€)primarily Singapore, Thailand, Indonesia, Vietnam and the Philippines.Â Thecompanies by the Company form the Society Pass Group (the â€œGroupâ€). The Group currently markets to both consumers and merchantsin SEA while maintaining an administrative headquarters in Singapore and a software development center in the Philippines. We continueto expand our e-commerce ecosystem throughout the rest of SEA by making selective acquisitions of leading e-commerce companies and applicationswith particular focuses on Vietnam, Thailand, Indonesia and the Philippines of SEA. Material acquisitions include:Â â—In February 2021, we acquired an online lifestyle platform of Leflair branded assets (the â€œLeflair Assetsâ€).Â â—In February 2022, the Company completed the acquisition ofÂ 100% of the equity interest of New Retail Experience Incorporated and Dream Space Trading Company Limited through its subsidiary â€” Push Delivery Pte Limited, which two companies mainly provide an on-line grocery and food delivery platform in the Philippines and Vietnam respectively.Â â—In May 2022, the Company completed another acquisition ofÂ 100% of the equity interests of Gorilla Networks Pte Ltd, Gorilla Mobile Pte Ltd, Gorilla Connects Pte Ltd and Gorilla Networks (VN) Co Ltd (collectively, â€œGorilla Networksâ€), providing Singapore telecommunication reselling services.Â 48 Â Â—In July, 2022, the Company and its wholly owned subsidiary Thoughtful Media Group Incorporated collectively acquiredÂ 100% of the equity interests of Thoughtful Media Group Incorporated and AdActive Media, Inc. (collectively â€œThoughtful Mediaâ€), whose business provides services to advertisers that helps to make internet advertising more effective.Â â—In July, 2022, the Company acquiredÂ 100% of the equity interests of Mangan PH Food Delivery Service Corp. (â€œMangan), a Philippines restaurant and grocery delivery business. On July 21, 2023, Mangan was disposed to a third party company.Â Â— In August, 2022, the Company and itsÂ 95%-owned subsidiary SOPA Technology, Pte, Ltd., collectively acquired 75% of the outstanding capital stock of Nusatrip International Pte Ltd. (â€œNusatripâ€) and also purchased all of the outstanding capital stock of PT Tunas Sukses Mandiri (â€œTunasâ€), a company existing under the law of the Republic of Indonesia, and both engaged in online ticketing and reservation services. Â Â Â Â â— In April, 2023, the Companyâ€™s 100% owned subsidiary Thoughtful Media Group Inc and Adactive Media CA Inc acquired 100% of outstanding capital stock of PT Wahana Cerita Indonesia, an Indonesia company operating digital marketing and event organizing. Â Â Â Â â— In April, 2023, the Companyâ€™s 99% owned subsidiary Nusatrip International Pte. Ltd. acquired 100% of the outstanding capital stock of Mekong Leisure Travel Company Limited (changed business nature from Join Stock Company), a Vietnam travel agency. Â Â Â Â â— In July, 2023, the Companyâ€™s 99% owned subsidiary Mekong Leisure Travel Company Limited acquired 100% of the outstanding capital stock of Vietnam International Travel and Service Joint Stock Company, a Vietnam travel agency. Â Weoperate certain verticals in SEA: loyalty, lifestyle, telecommunications, digital marketing, and travel as we try to create the nextgeneration digital ecosystem and loyalty platform. We scaled back our operations in the food and beverage delivery market in 2024.Â LoyaltyÂ TheCompany spent over two years building a cutting edge, proprietary IT architecture to effectively scale and support our ecosystemâ€™s companies, consumers and merchants. Using our loyalty platform, consumers may earn, and merchants may issue, Society Points. The Companywill aggregate the data across various touch points and build a realistic view of consumer behavior and use this behavior to increasesales across our ecosystem by: cross-pollinating acquired companies with other existing verticals, customer re-targeting, offline andonline behavior prediction and cross promotions and loyalty points. The Company ecosystem becomes a key enabler for our users by convertingthis aggregation of data into creation of loyalty for our ecosystem companies to generate revenue.Â LifestyleÂ TheCompany has an online lifestyle platform to enable the consumers to purchase high-end brands of all categories under its own brand nameof â€œLeflairâ€. Under the deployment of the Companyâ€™s smart search engine, consumers search or review their favoritebrands among hundreds of choices in Apparel, Bags & Shoes, Accessories, Health & Beauty, Home & Lifestyle, International,Women, Men and Kids & Babies categories. The platform also allows consumers to order from hundreds of vendor choices with personalizedpromotions based on purchase history and location. The platform has also partnered up with a Vietnam-based delivery company, Amilo, tooffer seamless delivery of product from merchant to consumerâ€™s home or office at the touch of a button. Consumers can place ordersfor delivery or collect at the Companyâ€™s logistics center.Â 49 Â TelecommunicationsÂ TheCompany also has online telecommunication reseller platform operating under brand name of â€œGorillaâ€ to enable the consumersto subscribe local mobile data and overseas internet data in different subscription package. Established in Singapore in 2019, Gorillautilizes Web3 technology to operate a MVNO for its users in Southeast Asia. With network coverage to over 160 countries, Gorilla offersa full suite of mobile communication services such as local calls, international roaming, data, and SMS texting. More importantly, Gorillaenables its customers to convert unused mobile data into digital assets or Gorilla GO Tokens through its innovative proprietary blockchain-basedSwitchBack feature. Gorilla GO Tokens in turn can be redeemed for eVouchers, to offset future bills, or be redeemed for other value-addedservices. During the financial period ended March 31, 2024, local mobile data service was ceased operation due to business restructuringto refocus in overseas internet data.Â DigitalMarketingÂ Theacquisition of a digital marketing platform, TMG, amplifies the reach and engagement of the Companyâ€™s e-commerce ecosystem andretail partners. Originally founded in 2010, TMG today creates and distributes digital advertising campaigns across its multi-channelnetwork in both SEA and the US. With its intimate knowledge of local markets, digital marketing technology tools and social commercebusiness focus, advertisers leverage TMGâ€™s wide influencer network throughout SEA to market and sell advertising inventory exclusivelywith specific placement and effect.Â As a result, Thoughtful Mediaâ€™s content creator partners earn a larger share of advertising revenues from international consumer brands.Thoughtful Mediaâ€™s data-rich multi-channel network has uploaded over 675,000 videos with over 80 billion video views. The currentnetwork of 263 YouTube channels has onboarded over 85 million subscribers with an average monthly viewership of over 600 million

views. The Company purchased the Nusatrip Group, a leading Jakarta-based Online Travel Agency (â€œOTAâ€) in Indonesia and across SEA. The Nusatrip acquisition extended the Companyâ€™s business reach into SEA regional travel industry and marked the Companyâ€™s first foray into Indonesia. Established in 2013 as the first Indonesian OTA accredited by the International Air Transport Association, Nusatrip pioneered offering a comprehensive range of airlines and hotels to Indonesian corporate and retail customers. With its firstmover advantage, Nusatrip has onboarded over 1.2 million registered users, over 500 airlines and over 200,000 hotels around the world as well as connected with over 80 million unique visitors. During the year, Nusatrip Group also acquired two Vietnam based companies having branding name of â€œVLeisureâ€ and â€œVITâ€ selling air ticket, hotel reservation and providing hotel management software to local market. Our loyalty-focused and data-driven e-commerce marketing platform interfaces will connect consumers with merchants in the F&B and lifestyle sectors, assisting local brick-and-mortar businesses to access new customers and markets to thrive in an increasingly convenience-driven economy. Our Platform will integrate with both global and country-specific search engines and applications and accept international address and phone number data, providing a consumer experience that respects local languages, address formats and customs. Our plan is to have Strategic Partners work with us to penetrate local markets, while our Platform allows effortless integration with existing technological applications and websites. On June 30, 2023, NextGen Retail Inc., a Nevada corporation (the â€œBuyerâ€), a wholly-owned subsidiary of the Company, entered into a Securities Purchase Agreement with Story-I Ltd., an Australian corporation (â€œStory-I Australiaâ€), Story-I Pte Ltd., a Singapore corporation (â€œStory-I Singaporeâ€), a wholly-owned subsidiary of Story-I Australia, and Michael Chan, to purchase 95% of the outstanding shares (the â€œMajority Sharesâ€) of PT Inetindo Infocom (the â€œCompanyâ€), an Indonesian company and retail reseller of Apple computers and other electronics in Indonesia. The consideration for the Majority Shares to be paid to Story-I Australia and Story-I Singapore by the Buyer is AUS\$2,787,173, approximately US\$ 1.85 million based on current exchange rates. The Company formally terminated the agreement on April 12, 2024. Global Events The Russian-Ukraine war, Iran-Pakistan tension and the supply chain disruption have not affected any specific segment of our business. Software and Development Our ability to compete depends in large part on our continuous commitment to research and development, our ability to rapidly introduce new features and functionality and our ability to improve proven applications for established markets in which we have competitive advantages. We intend to work closely with our customers to continuously enhance the performance, functionality, usability, reliability and flexibility of our applications. Our software and development team is responsible for the design enhancements, development, testing and certification of the Application. In addition, we may, in the future, utilize third parties for our automated testing, managed upgrades, software development and other technology services. 50 Intellectual Property Portfolio We strive to protect and enhance the proprietary technology and inventions that are commercially important to our business, including seeking, maintaining and defending patent rights. Our policy is to seek to protect our proprietary position through a combination of intellectual property rights, including trademarks, copyrights, trade secret laws and internal procedures. Our commercial success will depend in part on our ability to protect our intellectual property and proprietary technologies. Corporate Information Our principal executive offices are located at 701 S. Carson Street, Suite 200, Carson City, NV 89701. Our corporate website address is [www.thesocietypass.com](http://www.thesocietypass.com). The website for our loyalty marketplace is [www.sopa.asia](http://www.sopa.asia). The information included on our websites are not part of this prospectus. Financial Condition Result of Operations The following table sets forth certain operational data for the three and nine months ended September 30, 2024 and 2023: Three months ended September 30, 2024. Nine months ended September 30, 2024. 2023. Revenue, net \$1,675,894. \$2,269,066. \$5,233,483. Cost of revenue (1,310,248). (1,706,502). (3,910,883). Gross income 365,646. 562,564. 1,322,600. Less operating expenses: Sales and marketing expenses (40,263). (236,874). (311,096). Software development costs (13,635). (12,649). (40,972). (41,777). Impairment loss (14,672,918). General and administrative expenses (1,486,362). (4,455,546). (7,192,001). Total operating expenses (1,540,260). (4,705,069). (7,544,069). Loss from operations (1,174,614). (4,142,505). (6,221,469). (13,008,550). Other income (expense): Impairment loss of intangible assets (135,000). Interest income 3,985. (135,000). Interest expense (40,466). (278). (40,924). (930). Gain on early lease termination (10,114). (133,807). Interest expense (1,064). Gain on disposal of plant and equipment (1,206). (1,260). JV income (816). (7,660). Waiver of loan payable 382. (188,738). (43,792). (203,938). Written-off of fixed assets (60). (5,093). (8,480). (7,676). Other income (17,003). (6,409). (245,007). (55,612). Total other income (154,156). (225,205). (114,715). (393,475). Loss before income taxes (1,328,770). (3,917,300). (6,106,754). (12,615,075). Income taxes (51,808). (746). (56,802). (2,414). NET LOSS \$(1,380,578). \$(3,918,046). \$(6,163,556). \$(12,617,489). Revenue. We generated revenues of \$1,675,894 and \$2,269,066 during the three months ended September 30, 2024 and 2023, respectively. During the nine months ended September 30, 2024 and 2023 we generated revenue of \$5,233,483 and \$6,498,878, respectively. The decrease in revenue for three and nine months periods was mainly due to decrease in the sales from online ordering as business scale down, digital marketing as lower project execution and online ticketing and reservation business as system upgrading interruption. During the three and nine months ended September 30, 2024 and 2023, the following customer exceeded 10% of the Companyâ€™s revenues and its outstanding receivable balances at year-end dates, are presented as follows: Three months ended September 30, 2024. September 30, 2024. Customer Revenues Percentage of revenues. Accounts receivable Customer A \$809,933. 48.33%. \$277,436. Nine months ended September 30, 2024. September 30, 2024. Customer Revenues Percentage of revenues. Accounts receivable Customer A \$2,679,269. 51.19%. \$277,436. Three months ended September 30, 2023. September 30, 2023. Customer Revenues Percentage of revenues. Accounts receivable Customer A \$920,495. 41%. \$295,056. Nine months ended September 30, 2023. September 30, 2023. Customer Revenues Percentage of revenues. Accounts receivable Customer A \$2,947,566. 45%. \$295,056. The customer is in United States. Cost of Revenue. Cost of revenue was \$1,310,248 and \$1,706,502 for three months ended September 30, 2024, and 2023, respectively. During the period of nine months ended September 30, 2024 and 2023, the incurred cost of revenue was \$3,910,883 and \$4,672,918, respectively. Cost of revenue decreased in line with the decreased sales. Major vendors. For the three and nine months ended September 30, 2024 and 2023, respectively, the vendors who accounted for 10% or more of the Companyâ€™s cost of sales and its

outstanding payable balances at year-end dates, are presented as follows: Three months ended September 30, 2024 September 30, 2024 Vendor Purchase Percentage of purchases Accounts payable Vendor \$281,220 19.61% \$108,947 Nine months ended September 30, 2024 September 30, 2024 Vendor Purchase Percentage of purchase Accounts payable Vendor \$802,420 20.52% \$108,947 52 Three months ended September 30, 2023 September 30, 2023 Vendor Purchases Percentage of purchases Accounts payable Vendor \$250,286 15% \$466,252 Nine months ended September 30, 2023 September 30, 2023 Vendor Purchases Percentage of purchases Accounts payable Vendor \$733,301 16% \$40,263 \$236,874 GrossIncome. We recorded a gross income of \$365,646 and \$562,564 for the three months ended September 30, 2024 and 2023, respectively. During the nine months ended September 30, 2024 and 2023, we recorded a gross income of \$1,322,600 and \$1,825,960, respectively. The decrease in gross income is due to decreased gross income from revenue from digital marketing and online ticketing and reservation business. Gross income margin was 22% and 28% for the three months ended September 30, 2024 and 2023, respectively. During the nine months ended September 30, 2024 and 2023, our gross income margin was 25% and 28% respectively. Decrease in gross margin for the three and nine months periods ended September 30, 2024 was due to lower profit margin across all businesses. Sales and Marketing Expenses (S&M). We incurred S&M expenses of \$40,263 and \$236,874 for the three months ended September 30, 2024 and 2023, respectively. During the nine months ended September 30, 2024 and 2023, we incurred S&M expenses of \$311,096 and \$466,252, respectively. The decrease in S&M expense in 2024 was primarily attributable to the planned cost reductions and marketing strategy redesign. Software Development Cost (SDC). We incurred SDC expenses of \$13,635 and \$12,649 for three months ended September 30, 2024 and 2023, respectively. During the nine months ended September 30, 2024 and 2023, we incurred SDC expenses of \$40,972 and \$41,777, respectively. The SDC remained stable for the existing development team. General and Administrative Expenses (G&A). We incurred G&A expenses of \$1,486,362 and \$4,455,546 for the three months ended September 30, 2024 and 2023, respectively. During the nine months ended September 30, 2024 and 2023, we incurred G&A expenses of \$7,192,001 and \$14,326,481, respectively. The G&A is primarily consisting of the professional costs associated with costs related to its listing on the Nasdaq Stock Exchange, staff cost and D&O insurance cost. The significant decrease is primarily due to effectiveness of cost control improvement. Income Tax Expense. Our income tax expense for the three months ended September 30, 2024 and 2023 was \$51,808 and \$746, respectively, and for nine months ended September 30, 2023 and 2022 was \$56,802 and \$2,414, respectively. Net Loss. As a result of the items noted above, for the three months ended September 30, 2024, we incurred a net loss of \$1,380,578 as compared to the same period ended September 30, 2023 of \$3,918,046. During the nine months ended September 30, 2024 the Company incurred a loss of \$6,163,556, as compared to \$12,617,489 for the same period ended September 30, 2023. The decrease in net loss was primarily attributable to decreased in G&A. The net loss for the nine months ended September 30, 2024 includes non-cash items including stock-based compensation for services of \$737,248 and depreciation and amortization of \$493,306. Liquidity and Capital Resources. As of September 30, 2024, we had cash and cash equivalents and restricted cash of \$4,220,371 and \$54,100, respectively, accounts receivable of \$764,254, deposits, prepayments and other receivables of \$1,445,593, inventories of \$838,843, contract assets of \$607,117 and deferred tax assets of \$64,116. As of December 31, 2023, we had cash and cash equivalents and restricted cash of \$3,628,670 and \$95,312, respectively, accounts receivable of \$1,338,170, deposits, prepayments and other receivables of \$2,207,774, inventories of \$431,483 and contract assets of \$247,368. For the nine months ended September 30, 2024, the Company's stockholders' equity was \$862,575 which decreased as a result of an increase in accumulated deficit partially offset by additional paid-in-capital. For the nine months ended September 30, 2024, the Company incurred net loss of \$6,163,556 and net cash used in operating activities of \$1,178,148. Net cash used in investing activities was \$9,826. Net cash provided by financing activities was \$1,774,423, resulting principally from share buyback exercise and purchase of subsidiary. While the Company believes that it will be able to continue to grow the Company's revenue base and control expenditures, there is no assurance it will be able to do so. The Company continually monitors its capital structure and operating plans and evaluates various potential funding alternatives that may be needed in order to finance the Company's business development activities, general and administrative expenses and growth strategy. We expect to continue to rely on cash generated through financing from public offerings or private offerings by our parent company or one or more of our subsidiaries, to finance our operations and future acquisitions. The Company believes that it has sufficient liquidity to continue its current business plans and operations for at least one year. Nine Months Ended September 30, 2024 2023 Net cash used in operating activities \$(1,178,148) \$(9,817,965) Net cash used in investing activities \$(9,826) \$(296,287) Net cash provided by (used in) financing activities 1,786,943 \$(650,525) Effect on exchange rate change \$(48,480) 42,869 Net change in cash and cash equivalents 550,489 \$(10,721,908) Cash and cash equivalent and restricted cash at beginning of period 3,723,982 \$(19,003,336) Cash and cash equivalent and restricted cash at end of period 4,274,471 \$8,281,428 Net Cash Used in Operating Activities. For the nine months ended September 30, 2024, net cash used in operating activities was \$1,178,148, which consisted primarily of a net loss of \$6,163,556, waiver of loan payable of \$43,792, deposits, prepayments and other receivables of \$1,407,828, contract assets of \$338,219, contract liabilities of \$49,535, advances to related parties of \$7,512 and operating lease liabilities of \$365,970, partially offset by bad debts of \$35,699, depreciation and amortization of \$493,306, impairment of intangible assets of \$135,000, written-off of plant and equipment of \$8,480, non-cash stock-based compensation for services of \$737,248, deferred tax assets of \$85,742, accounts receivable of \$654,686, accrued liabilities and other payables of \$3,401,850, inventories of \$174,551, accounts payable of \$1,106,556, and right of use assets of \$365,352. For the nine months ended September 30, 2023, net cash used in operating activities was \$9,817,965, which consisted primarily of a net loss of \$12,617,489, gain from early lease termination of \$1,064, waiver of loan payable of \$203,938, deferred tax assets of \$159,841, accounts receivable of \$407,061, contract assets of \$9,052, contract liabilities of \$317,060, accrued liabilities and other payables of \$3,209,471 and operating lease liabilities of \$377,787, partially offset by bad debts of \$283,519, depreciation and amortization of \$1,103,200, written-off of plant and equipment of \$7,676, non-cash stock-based compensation for services of \$3,411,207, inventories of \$143,314, deposits, prepayments and other receivables of \$1,355,079, accounts payable of \$541,740, advances to related parties of \$216,278 and right of use assets of \$422,785. We expect to continue to rely on cash generated through financing from public offerings or private offerings of our or one or more of our subsidiaries' securities, to finance our operations and future acquisitions. Net Cash Used in Investing Activities. For the nine months ended September 30, 2024, there was a net cash outflow of \$9,826, which was used in purchase of plant and equipment. For the nine months ended September 30, 2023, there was a net cash outflow of \$296,287, which consisted of

\$185,255 used in purchase of property, plant, and equipment and \$143,771 used in intangible assets and partially offset by \$32,739 of cash generated from purchase of subsidiary and business acquisition.Â NetCash Provided by (Used In) Financing Activities.Â For the nine months ended September 30, 2024, net cash provided by financing activities was \$1,786,943 mainly from private placement of \$250,000, loans of \$405,564 and resale of treasury share of \$1,137,273, partially offset by repayment of loan of \$5,894.Â For the nine months ended September 30, 2023, net cash used in financing activities was \$650,525 mainly for repurchase of common stock of \$640,525 and purchase of subsidiary of \$10,000.Â 54 Â Critical Accounting Policies and EstimateÂ — Basis of presentationÂ The Company has prepared the accompanying unaudited condensed financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim financial reporting. These financial statements are unaudited and, in our opinion, include all adjustments consisting of normal recurring adjustments and accruals necessary for a fair presentation of our condensed balance sheets, statements of operations and other comprehensive loss, statements of stockholders' deficit and cash flows for the periods presented. Operating results for the periods presented are not necessarily indicative of the results that may be expected for any subsequent quarter or for the full year ending December 31, 2024 due to various factors. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been omitted in accordance with the rules and regulations of the SEC. These condensed consolidated financial statements should be read in conjunction with the 2023 audited financial statements and accompanying notes filed with the SEC.Â — Emerging Growth CompanyÂ We are an "emerging growth company" under the JOBS Act. For as long as we are an "emerging growth company," we are not required to: (i) comply with any new or revised financial accounting standards that have different effective dates for public and private companies until those standards would otherwise apply to private companies, (ii) provide an auditor's attestation report on management's assessment of the effectiveness of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act, (iii) comply with any new requirements adopted by the Public Company Accounting Oversight Board ("PCAOB") or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer or (iv) comply with any new audit rules adopted by the PCAOB after April 5, 2012, unless the SEC determines otherwise. However, we have elected to "opt out" of the extended transition period discussed in (i) and will therefore comply with new or revised accounting standards on the applicable dates on which the adoption of such standards are required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of such extended transition period for compliance with new or revised accounting standards is irrevocable.Â — Use of estimates and assumptionsÂ In preparing these consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses during the years reported. Actual results may differ from these estimates. If actual results significantly differ from the Company's estimates, the Company's financial condition and results of operations could be materially impacted. Significant estimates in the period include the allowance for doubtful accounts on accounts receivable, the incremental borrowing rate used to calculate right of use assets and lease liabilities, valuation and useful lives of intangible assets, impairment of long-lived assets, valuation of common stock and stock warrants, stock option valuations, imputed interest on amounts due to related parties, inventory valuation, revenue recognition, the allocation of purchase consideration in business combinations, and deferred tax assets and the related valuation allowance.Â — Basis of consolidationÂ The consolidated financial statements include the financial statements of the Company and its subsidiaries. All significant inter-company balances and transactions have been eliminated upon consolidation.Â 55 Â — Business combinationÂ The Company follows Accounting Standards Codification ("ASC") ASC Topic 805, "Business Combinations" (ASC 805) and ASC Topic 810, "Consolidation" (ASC 810). ASC Topic 805 requires most identifiable assets, liabilities, non-controlling interests, and goodwill acquired in a business combination to be recorded at fair value. The statement applies to all business combinations. Under ASC 805, all business combinations are accounted for by applying the acquisition method. Accounting for the resulting goodwill requires significant management estimates and judgment. Management performs periodic reviews of the carrying value of goodwill to determine whether events and circumstances indicate that an impairment in value may have occurred. A variety of factors could cause the carrying value of goodwill to become impaired. A write-down of the carrying value of goodwill could result in a non-cash charge, which could have an adverse effect on the Company's results of operations.Â — Non-controlling interestÂ The Company accounts for non-controlling interests in accordance with ASC Topic 810, which requires the Company to present non-controlling interests as a separate component of total shareholders' equity on the consolidated balance sheets and the consolidated net loss attributable to its non-controlling interest be clearly identified and presented on the face of the consolidated statements of operations and comprehensive loss.Â — Segment reportingÂ ASC Topic 280, "Segment Reporting" (Topic 280) establishes standards for reporting information about operating segments on a basis consistent with the Company's internal organization structure as well as information about geographical areas, business segments and major customers in consolidated financial statements. The Company currently operates in six reportable operating segments: (i) Online Grocery and Food and Groceries Deliveries, (ii) Digital marketing, (iii) Online ticketing and reservation, (iv) Telecommunications Reseller, (v) e-Commerce, and (vi) Corporate.Â — Cash and cash equivalentsÂ Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments. As of September 30, 2024 and December 31, 2023, the cash and cash equivalents excluded restricted cash amounted to \$4,220,371 and \$3,628,670, respectively.Â The Company currently has bank deposits with financial institutions in the U.S. which exceed FDIC insurance limits. FDIC insurance provides protection for bank deposits up to \$250,000, so there were uninsured balance of \$0 and \$83,152 as of September 30, 2024 and December 31, 2023, respectively. In addition, the Company has uninsured bank deposits of \$3,989,977 and \$3,262,161 with a financial institution outside the U.S. as of September 30, 2024 and December 31, 2023, respectively. All uninsured bank deposits are held at high quality credit institutions.Â — Restricted cashÂ Restricted cash refers to cash that is held by the Company for specific reasons and is, therefore, not available for immediate ordinary business use. The restricted cash represented fixed deposit maintained in bank accounts that are pledged. As of September 30, 2024 and December 31, 2023, the restricted cash amounted to \$54,100 and \$95,312, respectively.Â 56 Â — Accounts receivableÂ Accounts receivables are recorded at the amounts that are invoiced to customers, do not bear interest, and are due within contractual payment terms, generally 30 to 90-days from completion of service or the delivery of a product. Credit is extended based on an evaluation of a customer's financial condition, the customer's

creditworthiness and their payment history. Accounts receivable outstanding longer than the contractual payment terms are considered past due. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. Quarterly, the Company specifically evaluates individual customer's financial condition, credit history, and the current economic conditions to monitor the progress of the collection of accounts receivables. The Company records bad debt expense and records an allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. For receivables that are past due or not being paid according to payment terms, appropriate actions are taken to pursue all means of collection, including seeking legal resolution in a court of law. Account balances are charged off against the allowance for doubtful accounts after all means of collection have been exhausted and the potential for recovery is considered remote. Currently, the Company does not have any off-balance-sheet credit exposure related to its customers, and as of both September 30, 2024 and December 31, 2023, there was no need for allowance for doubtful accounts.

Inventories Inventories are stated at the lower of cost or net realizable value, cost being determined on a first-in-first-out method. Costs include hardware equipment and peripheral costs which are purchased from the Company's suppliers as merchandized goods. The Company provides inventory allowances based on excess and obsolete inventories determined principally by customer demand. No allowance for obsolete inventories was recorded by the Company during the three and nine months ended September 30, 2024 and 2023. The inventories amounted to \$294,487 and \$431,483 at September 30, 2024 and December 31, 2023, respectively.

Prepaid expenses Prepaid expenses represent payments made in advance for products or services to be received in the future and are amortized to expense on a ratable basis over the future period to be benefitted by that expense. The benefits associated with the products or services are considered current assets if they are expected to be used during the next twelve months and are considered non-current assets if they are expected to be used over a period greater than one year.

Plant and equipment Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis over the following expected useful lives from the date on which they become fully operational and after taking into account their estimated residual values:

Computer equipment	3 years
Office equipment	5 years
Renovation	5 years
Expenditures for repairs and maintenance	As incurred

When assets have been retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations.

Impairment of long-lived assets In accordance with the provisions of ASC Topic 360, "Impairment or Disposal of Long-Lived Assets", all long-lived assets such as plant and equipment and intangible assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is evaluated by a comparison of the carrying amount of an asset to its estimated future undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair value of the assets. Impairment loss of intangible assets of \$135,000 and \$0 have been recognized for the three and nine months period ended September 30, 2024 and 2023, respectively.

Revenue recognition The Company adopted Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). Under ASU 2014-09, the Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to performance obligations in the contract; and
- Recognize revenue as the performance obligation is satisfied.

The Company generates its revenues from a diversified mix of e-commerce activities that correspond to our six business segments (business to consumer or "B2C"), lifestyle (B2C), grocery and food delivery (B2C), telecommunication reseller (B2C), online ticketing and reservations (B2C) and the services providing to merchants for their business growth (business to business or "B2B"), merchant POS (B2B), digital marketing (B2B) and online ticketing and reservations (B2B).

The Company's performance obligations include providing connectivity between merchants and consumers, generally through an online ordering platform. The platform allows merchants to create an account, display a menu and track their sale reports on the merchant facing application. The platform also allows the consumers to create an account and order from merchants on the consumer facing application. The platform allows a delivery company to accept an online delivery request and deliver or ship an order from a merchant to customer.

Lifestyle The Company has developed an online lifestyle platform (the "Lifestyle Platform") under its own brand name of "Leflair" to enable consumers to purchase high-end brands in many categories. Using the Company's smart search engine, consumers search or review their favorite brands among hundreds of choices in various categories, including Apparel, Bags & Shoes, Accessories, Health & Beauty, Home & Lifestyle, International, Women, Men and Kids & Babies categories. The Lifestyle Platform also allows customers to order from hundreds of vendor choices with personalized promotions based on their individual purchase history and location. The platform has also partnered with a Vietnam-based delivery company, Amilo, to offer seamless delivery of product from merchant to consumer's home or office at the touch of a button. Consumers can place orders for delivery or can collect their purchases at the Company's logistics center.

Grocery and Food Delivery Other online platforms include online platforms in Vietnam, under the brand name of "Handycart", and Philippines, under the brand names of "Pushkart" and "Mangan", to enable the consumers to purchase meals from restaurants and food from local grocery and food merchants and deliver to them in their area. This business segment has been progressively ceasing yet the Company has maintained ongoing involvement in specific operational activities during the three and nine months period ended September 30, 2024.

Telecommunications The Company operates a Singapore-based online telecommunication reseller platform under brand name of "Gorilla" to enable the consumers to subscribe local mobile data and overseas internet data in different subscription package. Established in Singapore in 2019, Gorilla utilizes blockchain and Web3 technology to operate a MVNO for its users in South East Asia (SEA). With network coverage to over 150 countries, Gorilla offers a full suite of mobile communication services such as local calls, international roaming, data, and SMS/texting. More importantly, Gorilla enables its customers to convert unused mobile data into digital assets or Gorilla GO Tokens through its innovative proprietary blockchain-based SwitchBack feature. Gorilla GO Tokens in turn can be redeemed for eVouchers, to offset future bills, or be redeemed for other value-added services. Please visit <https://gorilla.global/> for more information.

During the three and nine months ended September 30, 2024, the Company ceased its local mobile data service operation due to business restructuring to refocus on overseas internet data services.

Digital Marketing The acquisition of a digital media platform, TMG, amplifies the reach and engagement of the Company's e-commerce ecosystem and retail partners. Originally founded in 2010,

TMG today creates and distributes digital advertising campaigns across its multi-channel network in both SEA and the US. With its intimate knowledge of local markets, digital marketing technology tools and social commerce business focus, advertisers leverage TMG's wide influencer network throughout SEA to market and sell advertising inventory exclusively with specific placement and effect. As a result, Thoughtful Media's content creator partners earn a larger share of advertising revenues from international consumer brands. Thoughtful Media's data-rich multi-channel network has uploaded over 675,000 videos with over 80 billion video views. The current network of 263 YouTube channels has onboarded over 85 million subscribers with an average monthly viewership of over 600 million views. The Company purchased the NusaTrip Group, a leading Jakarta-based Online Travel Agency ("OTA") in Indonesia and across SEA. The NusaTrip acquisition extended the Company's business reach into SEA regional travel industry and marked the Company's first foray into Indonesia. Established in 2013 as the first Indonesian OTA accredited by the International Air Transport Association, NusaTrip pioneered offering a comprehensive range of airlines and hotels to Indonesian corporate and retail customers. With its first mover advantage, NusaTrip has onboarded over 1.2 million registered users, over 500 airlines and over 200,000 hotels around the world as well as connected with over 80 million unique visitors. During the year, NusaTrip Group also acquired two Vietnam based companies having branding name of "VLeisure" and "VIT" selling air ticket, hotel reservation and providing hotel management software to local market. The Company's e-Commerce business is primarily conducted using Leflair's Lifestyle Platform, as follows: 1) When a customer places an order on either the Leflair website or app, a sales orders report will be generated in the system. The Company will either fulfill this order from its inventory or purchase the item from the manufacturer or distributor. Once the Company has the item in its distribution center, it will contract with a logistics partner delivered to the end customer. The sale is recognized when the delivery is completed by the logistics partner to the end customer. Sale of products are offered with a limited right of return ranging from 3 to 30 days, from the date of purchase and not subject to any product warranty. The Company is considered the principal in this e-commerce transaction and reports revenue on a gross basis as the Company establishes the price of the product, has responsibility for fulfillment of the order and retains the risk of collection. During the three months ended September 30, 2024 and 2023, the Company generated revenue of \$4,931 and \$87,201 respectively, in the Lifestyle sector. During the nine months ended September 30, 2024 and 2023, the Company generated revenue of \$29,360 and \$456,972 respectively, in the Lifestyle sector. The Company's Merchant POS offers both software and hardware products and services to vendors, as follows: Software sales consist of: 1) Subscription fees consist of the fees that the Company charge merchants to obtain access to the Merchant Marketing Program. 2) The Company provides optional add-on software services which includes Analytics and Chat box capabilities at a fixed fee per month. 3) The Company collects commissions when they sell third party hardware and equipment (cashier stations, waiter tablets and printers) to merchants. During the three months ended September 30, 2024 and 2023, the Company generated revenue of \$0 and \$3,809, respectively, from software fees. During the nine months ended September 30, 2024 and 2023, the Company generated revenue of \$0 and \$5,696 respectively, from software fees. Hardware sales are generally involved with the sale of on-premise appliances and endpoint devices. The single performance obligation is to transfer the hardware product (which is to be installed with its licensed software integral to the functionality of the hardware product). The entire transaction price is allocated to the hardware product and is generally recognized as revenue at the time of delivery because the customer obtains control of the product at that point in time. It is concluded that control generally transfers at that point in time because the customer has title to the hardware, physical possession, and a present obligation to pay for the hardware. Payments for hardware contracts are generally due 30 to 90 days after shipment of the hardware product. The Company records revenues from the sales of third-party products on a gross basis pursuant to ASC Topic 606 when the Company controls the specified good before it is transferred to the end customer and have the risks and rewards as principal in the transaction, such as responsibility for fulfillment, retaining the risk for collection, and establishing the price of the products. If these indicators have not been met, or if indicators of net revenue reporting specified in ASC Topic 606 are present in the arrangement, revenue is recognized net of related direct costs since in these instances we act as an agent. Software subscription fee is The Company's performance obligation includes providing customer access to our software, generally through a monthly subscription, where the Company typically satisfies its performance obligations prior to the submission of invoices to the customer for such services. The Company's software sale arrangements grant customers the right to access and use the software products which are to be installed with the relevant hardware for connectivity at the outset of an arrangement, and the customer is entitled to both technical support and software upgrades and enhancements during the term of the agreement. The term of the subscription period is generally 12 months, with automatic one-year renewal. The subscription license service is billed monthly, quarterly or annually. Sales are generally recorded in the month the service is provided. For clients who are billed on an annual basis, deferred revenue is recorded and amortized over the life of the contract. Payments are generally due 30 to 90 days after delivery of the software licenses. The Company records its revenues, net of value added taxes ("VAT"), which is levied at the rate of 10% on the invoiced value of sales. Grocery and food delivery consists of online grocery under brand name "Pushkart" and food delivery service under brand name "Handycart" as follows: Customers place order for groceries and take-out food through our online platforms of "Pushkart", "Mangan" and "Handycart" respectively. When the grocery or food merchant receives an order, our platform will assign a third-party delivery service to pick up and deliver the grocery and/or food order to the customer. Revenue is recognized when the grocery and/or food is delivered, at which time the customer pays for the grocery and/or food order with cash, at Net of merchant cost. During the three months ended September 30, 2024 and 2023, the Company generated revenue of \$0 and \$54,762, respectively, from this stream. During the nine months ended September 30, 2024 and 2023, the Company generated revenue of \$0 and \$88,847, respectively, from this stream. 60 As a telecommunication reseller we provide local mobile data and overseas internet data plans under the brand name of "Gorilla", which is a group of company we acquired in May 2022. Our telecommunication revenues are recorded for ASC Topic 606 purposes as follows: Local mobile plan - customers choose and subscribe to a monthly local mobile plan through our "Gorilla" online platform. The Company will proceed to register the sim card (effectively, the mobile telephone number activation card) and arrange delivery of that sim card to the customer. Following sim card activation, the system will capture the monthly data usage of each customer, calculated in accordance with the package data capacity and monthly subscription rate, which amounts are aggregated and recorded as revenue. Unused data will be converted to Rewards Points and carried forward to next month for potential subsequent data usage. As a result of the rewards points, the company also recognizes revenue from Rewards Point redemption for subscription fees offset, voucher redemption, extra data purchases, that the customer chooses to use via

our online platform. A Overseasinternet data plan â€” a customer will place order for their desired overseas internet data plan through either the â€œGorillaâ€ online platform or third-party partner platforms. Subscription revenue is recognized when the Sim card is delivered and activated. A Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$106A and \$2,977, respectively, from telecommunications. A Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$4,849A and \$23,648, respectively, from telecommunications. A DigitalmarketingÂ revenues are recognized when the Company has negotiated the terms of the transaction,which includes determining either the overall price, or price for each performance obligation in the form of a service or a product, the service or product has been delivered to the customer, no obligation is outstanding regarding that service or product, and the Companyis reasonably assured that funds have been or will be collected from the customer. A summary of each of the Companyâ€™s revenue streams under ASCÂ 606 is as follows: A Marketingservices from customers A Revenueis recognized at the time the related performance obligation is satisfied by transferring a promised service to a customer. A TheCompany derives its revenue from the provision of digital marketing services to customers. The Company offers customers with a comprehensive suite of digital marketing services to enhance their social media presence and reach their target audiences, particularly Gen Z and Millennials,to achieve marketing goals. The customers can leverage the Companyâ€™s experience in building content and fanbases with creators,their creatorsâ€™ creativity, engagement, and trust among creatorsâ€™ loyal fanbases to increase their brand awareness and sellproducts. The Company offers customized digital marketing solution, including (i) advising on content strategy and budget and recommending specific creators; (ii) communicating with and managing selected creators; (iii) producing and engaging relevant content with creatorsto promote key messages for customers; (iv) uploading branded content on creatorsâ€™ social media channels; (v) amplifying the reachof creatorsâ€™ and customersâ€™ content through precise media planning and buying via boosting marketing services on social mediaplatforms, such as Google; and (vi) providing optimization services through data analysis and reporting. A TheCompanyâ€™s customersâ€™ payment terms generally range from 30-60 days of fulfilling its performance obligations and recognizingrevenue. A Campaign-basedmarketing services revenue is recognized as a distinct single performance obligation when the Company transfers services to customers,which occurs over time. The performance obligation may be a promise to place branded content on certain social media platforms and issatisfied upon delivery of such related services to customers. The duration of the service period is short, usually over 1-3 months. Such revenue is recognized at over time, for the amount the Company is entitled to receive, as and when the marketing services are providedand completed. A 61 A Marketingservices from social media platforms (â€œplatform revenueâ€) A TheCompany also derives its advertising revenue generated from its channel pages and posts on social media platforms, such as YouTube bymonetizing its contents. The payments are usually received within 30 days upon completion of performance obligation for platform revenueservices. A TheCompany recognizes revenue as performance obligations are satisfied as the creation of contents are published on the social media platforms,which occurs at a point in time. The advertisements are delivered primarily based on impressions of contents on social media platforms,hence the Company provided the advertising services by an on-going basis during the publication period and the outcome of the servicescan be received and consumed by the social media platform simultaneously. A TheCompany records its revenues, net of value added taxes (â€œVATâ€), which is levied at the rate ofA 10% on the invoiced valueof sales. A Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$1,461,480A and \$1,784,695, respectively, fromthis stream. A Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$4,542,073A and \$4,579,429, respectively, fromthis stream. A Onlineticketing and reservationA provide information, prices, availability, booking servicesfor domestic and international air ticket, hotels, car, train, and hotel technology as follows: A TheCompanyâ€™s revenues are substantially reported on a net basis as the travel supplier is primarily responsible for providing theunderlying travel services and the Company does not control the service provided by the travel supplier to the traveler. Revenue fromair ticketing services, air ticket commission, hotel reservation and ancillary services including insurance commissions and refund marginare substantially recognized at a point of time when the performance obligations that are satisfied. A These revenues cover B2B andB2C sales channel segments. A TheCompany has a software subscription revenue generated from hotel in Vietnam, and online advertising revenue, reported in gross basis,providing a hotel booking management platform for hotel management purposes, and brand advertisement purpose. these revenues are recognizedratably over the time or upon relevant performance obligations being fulfilled. A Ticketingservices A TheCompany receives spread margin from B2B and B2C customers and commissions from travel suppliers for ticketing reservations through theCompanyâ€™s transaction and service platform under various services agreements. Spread margin and commissions from ticketing reservationsrendered are recognized when tickets are issued as this is when the Companyâ€™s performance obligation is satisfied. The Companyis not entitled to a spread margin and commission fee for the tickets canceled by the end users. Losses incurred from cancelations areimmaterial due to a historical low cancelation rate and minimal administrative costs incurred in processing cancelations. The Companypresents revenues from such transactions on a net basis in the statements of income as the Company, generally, does not control the serviceprovided by the travel supplier to the traveler and does not assume inventory risk for canceled ticketing reservations. A 100%of the Companyâ€™s ticketing services revenues were recognized on a net basis, as an agent, during the three and nine months endedSeptember 30, 2024 and 2023. A 62 A Hotelreservation services A TheCompany receives spread margin from B2B and B2C customers and commissions from travel suppliers for hotel room reservations through theCompanyâ€™s transaction and service platform. Commissions from hotel reservation services rendered are recognized when the reservationbecomes non-cancelable (when the cancelation period provided by the reservation expires) which is the point at which the Company hasfulfilled its performance obligation (successfully booking a reservation, which includes certain post-booking services during the cancelationperiod). Contracts with certain travel suppliers contain incentive commissions typically subject to achieving specific performance targets. The incentive commissions are considered as variable consideration and are estimated and recognized to the extent that the Company isentitled to such incentive commissions. The Company generally receives incentive commissions from monthly arrangements with hotels basedon the number of hotel room reservations where end users have completed their stay. The Company presents revenues from such transactionson a net basis in the statements of income and comprehensive income as the Company, generally, does not control the service providedby the travel supplier to the traveler and does not assume inventory risk for canceled hotel reservations. A Hoteltechnology platform software services A TheCompany receives subscription fee from travel suppliers for hotel room reservation and marketing system through the Companyâ€™s reservationand marketing platform. A Subscriptionfee from hotel technology platform software services rendered are recognized ratably over the fixed term of the agreement as servicesare provided throughout the contract

period, where the performance obligations being fulfilled through the usage of our hotel technologyplatform software services. The Company presents revenues from such transactions on a gross basis in the statements of income and comprehensive income as the Company, generally, control the service provided by the travel supplier to the traveler. Ancillaryservices Ancillaryrevenues comprise primarily of the insurance commission and refund margin. Insurancecommission revenue received from B2B and B2C customers for selling of travel insurance through the Company's transaction and serviceplatform. Commission from travel insurance is recognized when the order is confirmed and paid which is the point at which the Companyfulfilled its performance obligation. Refund margin revenue received from B2B and B2C customers for the spread arise from reservationscancellation fee between customers and travel suppliers. This is recognized upon the confirmation of refund amount by both customersand travel suppliers which is the point at which the Company fulfilled its performance obligation. The Company presents revenues from ancillary service transactions on a net basis in the statements of income and comprehensive income asthe Company, generally, does not control the service provided by the insurance supplier and travel supplier to the traveler. Duringthe three months ended September 30, 2024 and 2023, the Company generated revenue of \$209,377 and \$394,193, respectively, from thisstream. Duringthe nine months ended September 30, 2024 and 2023, the Company generated revenue of \$657,201 and \$1,438,829, respectively, fromthis stream. Principalvs Agent Considerations Inaccordance with ASC Topic 606, Revenue Recognition: PrincipalAgent Considerations, the Company evaluates the terms in the agreements with its customersand vendors to determine whether or not the Company acts as the principal or as an agent in the arrangement with each party respectively. The determination of whether to record the revenue on a gross or net basis depends upon whether the Company has control over the goodsprior to transferring it. This evaluation determined that the Company is not in control of establishing the transaction price, not managingall aspects of the terms, even though taking the risk of campaign results and default payment. 63. Contractassets Inaccordance with ASC Topic 606, a contract asset arises when the Company transfers a good or performs a service in advance of receivingconsideration from the customer as agreed upon. A contract asset becomes a receivable once the Company's right to receive considerationbecomes unconditional. There were contract assets balance was \$607,117 and \$247,368 on September 30, 2024 and December 31, 2023, respectively. Contractliabilities Inaccordance with ASC Topic 606, a contract liability represents the Company's obligation to transfer goods or services to a customerwhen the customer prepays for a good or service or when the customer's consideration is due for goods and services that the Companywill yet provide whichever happens earlier. Contractliabilities represent amounts collected from, or invoiced to, customers in excess of revenues recognized, primarily from the billingof annual subscription agreements. The value of contract liabilities will increase or decrease based on the timing of invoices and recognitionof revenue. The Company's contract liabilities balance was \$1,326,384and \$1,265,753 on September 30, 2024 and December 31, 2023, respectively. Software development costs Inaccordance with the relevant FASB accounting guidance regarding the development of software to be sold, leased, or marketed, the Companyexpenses such costs as they are incurred until technological feasibility has been established, at and after which time these costs arecapitalized until the product is available for general release to customers. Once the technological feasibility is established per ASCTopic 985, Software, the Company capitalizes costs associated with the acquisition or development of major software for internal andexternal use in the balance sheet. These capitalized software costs are ratably amortized over the period of the software's estimateduseful life. Costs incurred to enhance the Company's software products, after general market release of the services using theproducts, is expensed in the period they are incurred. The Company only capitalizes subsequent additions, modifications or upgrades tointernally developed software to the extent that such changes allow the software to perform a task it previously did not perform. The Company also expenses website costs as incurred. Researchand development expenditures arising from the development of the Company's own software are charged to operations as incurred. For the nine months ended September 30, 2024, and 2023, software development costs were \$40,972and \$41,777, respectively. For the three months ended September 30, 2024 and 2023, the softwaredevelopment costs were \$13,635 and \$12,649, respectively. Based on the software development process, technological feasibilityis established upon completion of a working model, which also requires certification and extensive testing. Costs incurred by the Companybetween completion of the working model and the point at which the product is ready for general release have, to date, been immaterialand have been expensed as incurred. 64. Cost of sales Costof revenue under online ordering consist of the cost of merchandizes ordered by the consumers and the related shipping and handling costs,which are directly attributable to the sales of online ordering. Costof revenue related to software sales and licensing consist of the cost of software and payroll costs, which are directly attributableto the sales and licensing of software. Cost of revenue related to hardware sales consist of the cost of hardware and payroll costs,which are directly attributable to the sales of hardware. Costof revenue related to grocery and food delivery consist of the cost of the outsourced delivery and the outsource payment gateway, whichare directly attributable to the sales of grocery and food delivery. Costof revenue related to our telecommunication data reseller segment consist of the cost of the primary telecommunication service, whichare directly attributable to the sales of telecommunication data. Costof revenue under digital marketing consist of the cost of primary digital marketing service, which are directly attributable to the salesof digital marketing. 65. Shipping and handling costs No shipping and handling costs are associated with the distribution of the products to the customers since those costs are borne by theCompany's suppliers or distributors for our coporate business. The shipping and handling costs for all segments other than our e-commerce segment are recorded net in sales. For shipping costs relatedto our e-commerce business, those shipping costs are recorded in cost of revenue. Sales and marketing Salesand marketing expenses include payroll, employee benefits and other headcount-related expenses associated with sales and marketing personnel, and the costs of advertising, promotions, seminars, and other programs. Advertising costs are expensed as incurred. Advertisingexpense was \$311,096 and \$466,252 for the nine months ended September 30, 2024 and 2023, respectively. Advertising expense was \$40,263 and \$236,874 for the three months ended September 30, 2024 and 2023, respectively. Product warranties TheCompany's provision for estimated future warranty costs is based upon the historical relationship of warranty claims to sales. Based upon historical sales trends and warranties provided by the Company's suppliers, the Company has concluded that no warrantyliability is required as of September 30, 2024 and December 31, 2023. To date, product allowance and returns have been minimal and, basedon its experience, the Company believes that returns of its products will continue to be minimal, although it looks at this issue everyquarter to continue to support its assertion. 66. Income tax TheCompany adopted the ASC 740 Income Tax provisions, which addresses the determination of whether tax benefits claimed or expected to beclaimed on a tax return should be recorded in the condensed consolidated financial statements. Under paragraph ASC Topic 740, the Company may

recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the condensed consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. ASC Topic 740 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of ASC Topic 740, nor did it record any uncertain tax positions for the three and nine months ended September 30, 2024 and 2023. The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. On a quarterly basis, the Company reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances to reduce those amounts to the amounts management believes will be realized in future income tax returns. In addition to U.S. income taxes, the Company and its wholly-owned foreign subsidiary, is subject to income taxes in the jurisdictions in which it operates. Significant judgment is required in determining the provision for income tax, there may be transactions and calculations for which the ultimate tax determination is uncertain. The company recognizes liabilities for anticipated tax audit issues based on the Company's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

—Foreign currencies translation and transactions The reporting currency of the Company is the United States Dollar (US\$) and the accompanying consolidated unaudited condensed financial statements have been expressed in US\$. In addition, the Company's subsidiary is operating in the Republic of Vietnam, Singapore, India and Philippines and maintains its books and record in its local currency, Vietnam Dong (VND), Singapore Dollar (SGD), Indian Rupee (INR), Philippines Pesos (PHP), Malaysian Ringgit (MYR), Thailand Baht (THB) and Indonesian Rupiah (IDR), respectively, which are the functional currencies in which the subsidiary's operations are conducted. In general, for consolidation purposes, assets and liabilities of its subsidiaries whose functional currency is not US\$ are translated into US\$, in accordance with ASC Topic 830, Translation of Financial Statement (ASC 830) using the applicable exchange rates on the balance sheet date. Shareholders' equity is translated using historical rates. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from the translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive income (loss) within the unaudited condensed statements of changes in shareholder's equity. Schedule of Foreign currencies translation and transactions Translation of amounts from SGD into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: September 30, 2024 \$0.77993 \$0.73165 Period average SGD:US\$ exchange rate \$0.74763 \$0.74578 Translation of amounts from VND into US\$ has been made at the following exchange rates for nine months ended September 30, 2024 and 2023: September 30, 2024 \$0.000041 \$0.000041 Period average VND:US\$ exchange rate \$0.000040 \$0.000042 Translation of amounts from INR into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: September 30, 2024 \$0.01194 \$0.01202 Period average INR:US\$ exchange rate \$0.01199 \$0.01214 \$0.01214 66 Translation of amounts from PHP into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: September 30, 2024 \$0.01783 \$0.01764 Period average PHP:US\$ exchange rate \$0.01754 \$0.01802 Translation of amounts from THB into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: September 30, 2024 \$0.03094 \$0.02727 Period average THB:US\$ exchange rate \$0.02802 \$0.02895 Translation of amounts from MYR into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: September 30, 2024 \$0.24267 \$0.21276 Period average MYR:US\$ exchange rate \$0.21592 \$0.22157 Translation of amounts from IDR into US\$ has been made at the following exchange rates for the nine months ended September 30, 2024 and 2023: September 30, 2024 \$0.000066 \$0.000064 Period average IDR:US\$ exchange rate \$0.000063 \$0.000066 Translation gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are translated, as the case may be, at the rate on the date of the transaction and included in the results of operations as incurred.

—Comprehensive income ASCTopic 220, Comprehensive Income, establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying consolidated statements of changes in shareholders' equity, consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income is not included in the computation of income tax expense or benefit.

—Earning per share Basic per share amounts are calculated using the weighted average shares outstanding during the year, excluding unvested restricted stock units. The Company uses the treasury stock method to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, only in the money dilutive instruments impact the diluted calculations in computing diluted earnings per share. Diluted calculations reflect the weighted average incremental common shares that would be issued upon exercise of dilutive options assuming the proceeds would be used to repurchase shares at average market prices for the years.

For the three and nine months ended September 30, 2024 and 2023, diluted weighted-average common shares outstanding is equal to basic weighted-average common shares, due to the Company's net loss position. Hence, no common stock equivalents were included in the computation of diluted net loss per share since such inclusion would have been antidilutive.

Schedule of computation of diluted net loss per share: Three months ended September 30, 2024 \$1,377,885 \$(3,861,929) Net loss attributable to Society Pass Incorporated \$(1,377,885) \$(3,861,929) Weighted average common shares outstanding Basic and diluted 2,882,349 1,898,924 Net loss per share Basic and diluted \$(0.48) \$(2.03) Nine months ended September 30, 2024 \$6,156,153 \$(12,472,114) Weighted average common shares outstanding Basic and diluted 2,733,145 1,861,192 Net loss per share Basic and diluted \$(2.25) \$(6.70) The following potentially dilutive securities outstanding have been excluded from the computation of diluted

weighted-average shares outstanding, because such securities had an antidilutive impact: A Schedule of Common stock issued: A A A Nine months ended September 30, A A A 2024 A A 2023 A Options to purchase common stock (a) A A 129,685 A A 129,685 A Warrants granted to underwriter A A 253,549 A A 253,549 A Warrants granted with Series C-1 Convertible Preferred Stock A A 71,200 A A 71,200 A Total of common stock equivalents A A 454,434 A A 454,434 A A (a) The Board of Directors have approved a 10-year stock option at an exercise price of \$97.35 per share that will be exercisable at any time. A a—Leases A The Company adopted Topic 842, A Leases A (â€œASC 842â€) to determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (â€œROUâ€) assets and operating lease liabilities in the consolidated balancesheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in the consolidatedbalance sheets. A A 68 A A ROUassets represent the right to use an underlying asset for the lease term and lease liabilities represent the Companyâ€™s obligationsto make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based onthe present value of lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, the Companygenerally use the incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar termof the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise thatoption. Lease expense for lease payments is recognized on a straight-line basis over the lease term. A Inaccordance with the guidance in ASC 842, components of a lease should be split into three categories: lease components (e.g. land, building,etc.), non-lease components (e.g. common area maintenance, consumables, etc.), and non-components (e.g. property taxes, insurance, etc.). Subsequently, the fixed and in-substance fixed contract consideration (including any related to non-components) must be allocated basedon the respective relative fair values to the lease components and non-lease components. A Whena lease is terminated before the expiration of the lease term, irrespective of whether the lease is classified as a finance lease oran operating lease, the lessee would derecognize the ROU asset and corresponding lease liability. Any difference would be recognizedas a gain or loss related to the termination of the lease. Similarly, if a lessee is required to make any payments or receives any considerationwhen terminating the lease, it would include such amounts in the determination of the gain or loss upon termination. A As of September 30, 2024 and December 31, 2023, the Company recorded the right of use asset of \$917,836 A and \$1,407,956, A respectively. A a—Retirement plan costs A Contributionsto retirement plans (which are defined contribution plans) are charged to general and administrative expenses in the accompanying consolidatedstatements of operation as the related employee service is provided. A a—Share-based compensation A The Company follows ASC Topic 718, A Compensationâ€"Stock Compensation A (â€œASC718â€), which requires the measurement and recognition of compensation expense for all share-based payment awards (employee andnon-employee), at grant-date fair value of the equity instruments that an entity is obligated to issue. Restricted stock units are valuedusing the market price of the Companyâ€™s common shares on the date of grant. The Company uses a Black-Scholes option pricing modelto estimate the fair value of employee stock options at the date of grant. As of September 30, 2024, those shares issued and stock optionsgranted for service compensation, vest 180 days after the grant date, and therefore these amounts are thus recognized as expense duringthe three and nine months ended September 30, 2024 and 2023. Stock-based compensation is recorded in general and administrative expenseswithin the Consolidated Statements of Operations and Other Comprehensive Loss, with corresponding credits to common stock and accumulatedpaid-in capital. A a—Warrants A Inconnection with certain financing, consulting and collaboration arrangements, the Company has issued warrants to purchase shares of itspreferred and common stock. The outstanding warrants are standalone instruments that are not puttable or mandatorily redeemable by theholder and are classified as equity awards. The Company measures the fair value of the awards using a Black-Scholes Option Pricing Modelas of the measurement date. The Company uses a Black-Scholes option pricing model to estimate the grant date fair value of the warrants. Warrants issued in conjunction with the issuance of common stock are initially recorded at fair value as a reduction in additional paid-in capital (the accounting treatment for common stock issuance costs). All other warrants are recorded at the grant date fair value as anexpense over the requisite service period, or at the date of issuance if the warrants vest immediately, with corresponding credits toadditional paid-in capital. A 69 A a—Related parties A The Company follows ASC 850-10, A Related Party Disclosures A (â€œASC 850â€) for the identification of related partiesand the disclosure of related party transactions. A Pursuant to ASC 850, the related parties include a) affiliates of the Company; b) entities for which investments in their equity securities wouldbe required, absent the election of the fair value option under ASC 825, A Financial Instruments, to be accounted for by theequity method by the investing entity; c) trusts for the benefit of employees, such as pension and income-sharing trusts that are managedby or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with whichthe Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extentthat one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that cansignificantly influence the management or operating policies of the transacting parties or that have an ownership interest in one ofthe transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be preventedfrom fully pursuing its own separate interests. A Thecondensed consolidated financial statements shall include disclosures of material related party transactions, other than compensationarrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions thatare eliminated in the preparation of consolidated or combined financial statements is not required by ASC 850. The disclosures shallinclude: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amountsor nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemednecessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions foreach of the periods for which income statements are presented and the effects of any change in the method of establishing the terms fromthat used in the preceding period; and d) amount due from or to related parties as of the date of each balance sheet presented and, ifnot otherwise apparent, the terms and manner of settlement. A a—Commitments and contingencies A The Company follows the ASC 450, A Commitments, to account for contingencies. Certain conditions may exist as of the date the financialstatements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, which assessment inherently involves an exercise of judgment. Inassessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result insuch proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived meritsof the amount of

relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available, that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows if the current level of facts and circumstances changes in the future.

70. Fair value of financial instruments. The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification (Paragraph 820-10-35-37) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by paragraph 820-10-35-37 of the FASB Accounting Standards Codification are described below:

- Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data. Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash and cash equivalents, accounts receivable, deposits, prepayments and other receivables, contract liabilities, accrued liabilities and other payables, amounts due to related parties and operating lease liabilities, approximate their fair values because of the short maturity of these instruments.

Recent Accounting Pronouncements. From time to time, new accounting pronouncements are issued by the Financial Accounting Standard Board (FASB) or other standard-setting bodies and adopted by the Company as of the specified effective date. In March 2023, the FASB issued ASU No. 2023-01, Leases (Topic 842): Common Control Arrangements (ASU 2023-01) that is intended to improve the guidance for applying Topic 842 to arrangements between entities under common control. This ASU requires all entities (that is, including public companies) to amortize leasehold improvements associated with common control leases over the useful life to the common control group. The standard will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been made available for issuance. If an entity adopts the amendments in an interim period, it must adopt them as of the beginning of the fiscal year that includes that interim period. The Company is currently evaluating the potential impact of ASU 2023-01 on its consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The disclosure requirements included in ASU 2023-07 are required for all public entities, including those with a single reportable segment. ASU 2023-07 is effective for annual periods beginning after December 15, 2024, on a retrospective basis, and early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2023-07 on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 720): Improvements to Income Tax Disclosures (ASU 2023-09), which prescribes standard categories for the components of the effective tax rate reconciliation and requires disclosure of additional information for reconciling items meeting certain quantitative thresholds, requires disclosure of disaggregated income taxes paid, and modifies certain other income tax-related disclosures. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. The Company is currently evaluating the potential impact of the adoption of ASU 2023-09 on its consolidated financial statements.

Other recently issued, but not yet effective, 2024 Accounting Standards Updates are not expected to have an effect on the Company.

Item 3. Quantitative and Qualitative Disclosures about Market Risk. Not required under Regulation S-K for smaller reporting companies.

Item 4. Controls and Procedures. Evaluation of Disclosure Controls and Procedures. We maintain disclosure controls and procedures that are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the rules and forms promulgated by the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Because of the inherent limitations to the effectiveness of any system of disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that all control issues and instances of fraud, if any, with a company have been prevented or detected on a timely basis. Even disclosure controls and procedures determined to be effective can only provide reasonable assurance that their objectives are achieved.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) pursuant to Rule 13a-15 of the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are not effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting. There were no changes in the Company's internal

control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the period ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. **A 72 A PARTII - OTHER INFORMATION** Item1. Legal Proceedings In the ordinary course of business, from time to time, we have been and may be named as a defendant in various legal proceedings arising in connection with our business activities. We may also be involved, from time to time, in reviews, investigations and proceedings (both formal and informal) by governmental agencies regarding our business (collectively, "ceregulatory matters"). We contest liability and/or the amount of damages as appropriate in each such pending matter. We do not anticipate that the ultimate liability, if any, arising out of any such pending matter will have a material effect on our financial condition, results of operations or cash flows. Our material legal proceedings are described in Part I, Item 1 of this Form 10-Q in the Notes to Condensed Consolidated Financial Statements in Note 20, "Commitments and Contingencies". Item1A. Risk Factors. Factors that could cause our actual results to differ materially from those in this Quarterly Report are any of the risks described in Part I, Item 1A. Risk Factors in the Company's Form 10-K filed with the Securities and Exchange Commission on April 15, 2024. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations. As of the date of this Quarterly Report, there have been no material changes to the risk factors disclosed in the Form 10-K. We may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC. Item2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities Not applicable. Item3. Defaults Upon Senior Securities Not applicable. Item4. Mine Safety Disclosures Not applicable. Item5. Other Information None. Item6. Exhibits. EXHIBIT INDEX Exhibit No. A Description 31.1\*\* A Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) 31.2\*\* A Certification of Principal Financial Officer pursuant to Rule 13a-14(a) 32.1++ A Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (furnished herewith) 101.INS A Inline XBRL Instance Document 101.SCH A Inline XBRL Taxonomy Extension Schema Document 101.CAL A Inline XBRL Taxonomy Extension Calculation Linkbase Document 101.DEF A Inline XBRL Taxonomy Extension Definition Linkbase Document 101.LAB A Inline XBRL Taxonomy Extension Label Linkbase Document 101.PRE A Inline XBRL Taxonomy Extension Presentation Linkbase Document 104 A Cover Page Interactive Data File (embedded within the Inline XBRL document) \*\* Filed herewith A ++ Furnished herewith A 74 A A SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. A SOCIETY PASS INCORPORATED A Date: November 15, 2024 /s/ Raynauld Liang A Raynauld Liang A Chief Executive Officer A (Principal Executive Officer) A Date: November 15, 2024 /s/ Yee Siong Tan A Yee Siong Tan A Chief Financial Officer A (Principal Financial Officer) A 75A false --12-31 Q3 0001817511 0001817511 2024-01-01 2024-09-30 0001817511 2024-11-14 0001817511 2024-09-30 0001817511 2023-12-31 0001817511 us-gaap:RelatedPartyMember 2024-09-30 0001817511 us-gaap:RelatedPartyMember 2023-12-31 0001817511 us-gaap:ConvertiblePreferredStockMember 2024-09-30 0001817511 us-gaap:ConvertiblePreferredStockMember 2023-12-31 0001817511 us-gaap:SeriesAPreferredStockMember 2024-09-30 0001817511 us-gaap:SeriesAPreferredStockMember 2023-12-31 0001817511 us-gaap:SeriesBPreferredStockMember 2024-09-30 0001817511 us-gaap:SeriesBPreferredStockMember 2023-12-31 0001817511 sop:SeriesB1PreferredStockMember 2024-09-30 0001817511 sop:SeriesB1PreferredStockMember 2023-12-31 0001817511 sop:SeriesCPreferredStockMember 2024-09-30 0001817511 us-gaap:SeriesCPreferredStockMember 2023-12-31 0001817511 sop:SeriesC1PreferredStockMember 2024-09-30 0001817511 sop:SeriesC1PreferredStockMember 2023-12-31 0001817511 sop:SeriesXPreferredStockMember 2024-09-30 0001817511 sop:SalesOnlineOrderingMember 2024-07-01 2024-09-30 0001817511 sop:SalesOnlineOrderingMember 2023-07-01 2023-09-30 0001817511 sop:SalesOnlineOrderingMember 2024-01-01 2024-09-30 0001817511 sop:SalesOnlineOrderingMember 2023-01-01 2023-09-30 0001817511 sop:SalesDigitalMarketingMember 2024-07-01 2024-09-30 0001817511 sop:SalesDigitalMarketingMember 2024-01-01 2024-09-30 0001817511 sop:SalesDigitalMarketingMember 2023-01-01 2023-09-30 0001817511 sop:SalesOnlineTicketingAndReservationMember 2024-07-01 2024-09-30 0001817511 sop:SalesOnlineTicketingAndReservationMember 2023-07-01 2023-09-30 0001817511 sop:SalesOnlineTicketingAndReservationMember 2024-01-01 2024-09-30 0001817511 sop:SalesOnlineTicketingAndReservationMember 2023-01-01 2023-09-30 0001817511 sop:SalesDataMember 2024-07-01 2024-09-30 0001817511 sop:SalesDataMember 2023-07-01 2023-09-30 0001817511 sop:SalesDataMember 2024-01-01 2024-09-30 0001817511 sop:SalesDataMember 2023-01-01 2023-09-30 0001817511 sop:SoftwareSalesMember 2024-07-01 2024-09-30 0001817511 sop:SoftwareSalesMember 2023-07-01 2023-09-30 0001817511 sop:SoftwareSalesMember 2024-01-01 2024-09-30 0001817511 sop:SoftwareSalesMember 2023-01-01 2023-09-30 0001817511 sop:SoftwareSalesMember 2024-07-01 2024-09-30 0001817511 2023-07-01 2023-09-30 0001817511 2023-01-01 2023-09-30 0001817511 sop:CostOfOnlineOrderingMember 2024-07-01 2024-09-30 0001817511 sop:CostOfOnlineOrderingMember 2023-07-01 2023-09-30 0001817511 sop:CostOfOnlineOrderingMember 2024-01-01 2024-09-30 0001817511 sop:CostOfOnlineOrderingMember 2023-01-01 2023-09-30 0001817511 sop:CostOfDigitalMarketingMember 2024-07-01 2024-09-30 0001817511 sop:CostOfDigitalMarketingMember 2023-07-01 2023-09-30 0001817511 sop:CostOfDigitalMarketingMember 2024-01-01 2024-09-30 0001817511 sop:CostOfDigitalMarketingMember 2023-01-01 2023-09-30 0001817511 sop:CostOfOnlineTicketingAndReservationMember 2024-07-01 2024-09-30 0001817511 sop:CostOfOnlineTicketingAndReservationMember 2023-07-01 2023-09-30 0001817511 sop:CostOfOnlineTicketingAndReservationMember 2024-01-01 2024-09-30 0001817511 sop:CostOfOnlineTicketingAndReservationMember 2023-01-01 2023-09-30 0001817511 sop:CostOfDataMember 2024-07-01 2024-09-30 0001817511 sop:CostOfDataMember 2023-07-01 2023-09-30 0001817511 sop:CostOfDataMember 2024-01-01 2024-09-30 0001817511 sop:CostOfDataMember 2023-01-01 2023-09-30 0001817511 us-gaap:PreferredStockMember 2023-12-31 0001817511 us-gaap:CommonStockMember 2023-12-31 0001817511 us-gaap:TreasuryStockCommonMember 2023-12-31 0001817511 sop:SubscriptionReceivableMember 2023-12-31 0001817511 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001817511 us-gaap:RetainedEarningsMember 2023-12-31 0001817511 us-gaap:NoncontrollingInterestMember 2023-12-31 0001817511 us-



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2024-09-30 0001817511 sopa:BeforeModificationMember 2024-09-30 0001817511 sopa:AfterModificationMember 2024-09-30 0001817511 2021-12-08 0001817511 us-gaap:StockOptionMember 2022-12-31 0001817511 us-gaap:StockOptionMember 2022-01-01 2022-12-31 0001817511 us-gaap:StockOptionMember 2023-01-01 2023-01-01 0001817511 us-gaap:StockOptionMember 2024-09-30 0001817511 sopa:ExdirectorsStockAwardsMember 2024-01-01 2024-09-30 0001817511 sopa:DirectorsStockAwardsMember 2022-12-31 0001817511 sopa:DirectorsStockAwardsMember 2022-01-01 2022-12-31 0001817511 sopa:DirectorsStockAwardsMember 2023-01-01 2023-12-31 0001817511 sopa:DirectorsStockAwardsMember 2024-01-01 2024-09-30 0001817511 sopa:DirectorsStockAwardsMember 2024-01-01 2024-09-30 0001817511 sopa:CommonStockMember 2024-01-01 2024-09-30 0001817511 sopa:LiquidationRightsMember 2024-09-30 0001817511 us-gaap:SeriesAPreferredStockMember 2024-01-01 2024-09-30 0001817511 us-gaap:SeriesBPreferredStockMember 2024-01-01 2024-09-30 0001817511 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sopa:SeriesB1ConvertiblePreferredStockMember 2023-12-31 0001817511  
sopa:SeriesCConvertiblePreferredStockMember 2023-12-31 0001817511  
sopa:SeriesC1ConvertiblePreferredStockMember 2023-12-31 0001817511 srt:BoardOfDirectorsChairmanMember  
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gaap:CustomerConcentrationRiskMember 2024-07-01 2024-09-30 0001817511 sopa:CustomerAMember us-  
gaap:AccountsReceivableMember us-gaap:CustomerConcentrationRiskMember 2024-09-30 0001817511  
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gaap:CustomerConcentrationRiskMember 2023-07-01 2023-09-30 0001817511 sopa:CustomerAMember us-  
gaap:AccountsReceivableMember us-gaap:CustomerConcentrationRiskMember 2023-09-30 0001817511  
sopa:CustomerAMember us-gaap:AccountsReceivableMember us-gaap:CustomerConcentrationRiskMember 2023-01-01  
2023-09-30 0001817511 us-gaap:AccountsPayableMember us-gaap:SupplierConcentrationRiskMember  
sopa:VendorAMember 2024-07-01 2024-09-30 0001817511 us-gaap:AccountsPayableMember us-  
gaap:SupplierConcentrationRiskMember sopa:VendorAMember 2023-09-30 0001817511 us-  
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srt:MinimumMember sopa:RahulNarainMember 2024-09-30 0001817511 srt:MaximumMember  
sopa:RahulNarainMember 2024-09-30 0001817511 srt:MaximumMember 2024-01-01 2024-09-30 0001817511  
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2023-09-01 2023-09-30 0001817511 2023-10-01 2023-10-31 0001817511 2023-11-01 2023-11-30 0001817511  
srt:MinimumMember sopa:CVOAdvisorsMember 2024-09-30 0001817511 srt:MaximumMember  
sopa:CVOAdvisorsMember 2024-09-30 0001817511 sopa:CVOAdvisorsPteLtdMember us-gaap:CommonStockMember  
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01-01 2024-09-30 0001817511 sopa:ThomasOConnorMember 2024-09-30 xbrli:shares iso4217:USD iso4217:USD  
xbrli:shares xbrli:shares iso4217:AUD iso4217:THB iso4217:SGD Exhibit 31.1 CERTIFICATION OF THE CHIEF  
EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002 AND RULE 13A-14 OF  
THE EXCHANGE ACT OF 1934. I, Raynauld Liang, certify that: 1. I have reviewed this Quarterly Report on Form 10-Q  
for the period ended September 30, 2024, of Society Pass Incorporated; 2. Based on my knowledge, this report does not  
contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made,  
in light of the circumstances under which such statements were made, not misleading with respect to the period  
covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in  
this report, fairly present in all material respects the financial condition, results of operations and cash flows of the  
registrant as of, and for, the periods presented in this report; 4. The registrant's other certifying officer(s) and I  
are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act  
Rules 13a-15(e) and 15d-15(e)) for the registrant and have: a) Designed such disclosure controls and procedures, or  
caused such disclosure controls and procedures to be designed under our supervision, to ensure that material  
information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within  
those entities, particularly during the period in which this report is being prepared; b) Designed such internal control  
over financial reporting, or caused such internal control over financial reporting to be designed under our  
supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of  
financial statements for external purposes in accordance with generally accepted accounting  
principles; c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in  
this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period  
covered by this report based on such evaluation; and d) Disclosed in this report any change in the registrant's  
internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the  
registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely  
to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other  
certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial  
reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or  
persons performing the equivalent functions): a) All significant deficiencies and material weaknesses in the design or  
operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's

ability to record, process, summarize and report financial information; and b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 15, 2024 By: /s/ Raynauld Liang A Raynauld Liang A Chief Executive Officer A Exhibit 31.2 CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 AND RULE 13A-14 OF THE EXCHANGE ACT OF 1934 I, Yee Siong Tan, certify that: 1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2024, of Society Pass Incorporated; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have: a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 15, 2024 By: /s/ Yee Siong Tan A Yee Siong Tan A Chief Financial Officer A Exhibit 32.1 CERTIFICATION PURSUANT TO SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Society Pass Incorporated (the "Company") for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge: (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Date: November 15, 2024 By: /s/ Raynauld Liang A Raynauld Liang A Chief Executive Officer A A By: /s/ Yee Siong Tan A Yee Siong Tan A Chief Financial Officer A A