

**Ovanti Limited**  
**Appendix 4D**  
**Half-year report**

**1. Company details**

Name of entity:	Ovanti Limited
ABN:	11 091 192 871
Reporting period:	For the half-year ended 31 December 2024
Previous period:	For the half-year ended 31 December 2023

**2. Results for announcement to the market**

			\$
Revenues from ordinary activities	down	37.0% to	2,075,144
Loss from ordinary activities after tax attributable to the owners of Ovanti Limited	up	64.2% to	(4,734,891)
Loss for the half-year attributable to the owners of Ovanti Limited	up	64.2% to	(4,734,891)

*Dividends*

There were no dividends paid, recommended or declared during the current financial period.

*Comments*

The loss for the consolidated entity after providing for income tax amounted to \$4,734,891 (31 December 2023: \$2,883,152).

The loss for the half-year includes an impairment of \$1,681,947 in relation to the consolidated entity's investment in 1-Destinasi Sdn Bhd resulting from a re-classification of the asset to non-current assets held for sale. Refer to note 8 of the attached financial statements for further details.

**3. Net tangible assets**

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	0.73	1.17

**4. Control gained over entities**

Not applicable.

**5. Loss of control over entities**

Not applicable.

**6. Dividends**

*Current period*

There were no dividends paid, recommended or declared during the current financial period.

*Previous period*

There were no dividends paid, recommended or declared during the previous financial period.

**7. Dividend reinvestment plans**

Not applicable.

**8. Details of associates and joint venture entities**

Not applicable.

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**9. Foreign entities**

*Details of origin of accounting standards used in compiling the report:*

Not applicable.

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**10. Audit qualification or review**

*Details of audit/review dispute or qualification (if any):*

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

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**11. Attachments**

*Details of attachments (if any):*

The Interim Report of Ovanti Limited for the half-year ended 31 December 2024 is attached.

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**12. Signed**

Signed



Daler Fayziev  
Executive Chairman

Date: 28 February 2025

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**Ovanti Limited**

**ABN 11 091 192 871**

**Interim Report - 31 December 2024**

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**Ovanti Limited**  
**Directors' report**  
**31 December 2024**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Ovanti Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2024.

**Directors**

The following persons were directors of Ovanti Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Daler Fayziev  
Greg Woszczalski  
Mohammad Shahrudin  
Joshua Quinn  
Richard Gordon (appointed 20 December 2024)  
David Halliday (resigned 20 December 2024)

**Principal activities**

Ovanti Limited (ASX: OVT) specializes in providing advanced fintech and digital commerce software solutions, empowering institutional clients to securely and efficiently authenticate end-user customers while seamlessly managing banking, purchasing, and payment transactions.

Our foundational technology platform facilitates the seamless connection of extensive customer communities to end-users through various mobile devices, seamlessly integrating mobile technology into their existing business and customer product portfolios. Ovanti's operational segments include Mobile Banking, Digital Payments, and Digital Services, serving the top 20 banks in Malaysia, along with prominent telecommunication companies and corporations in Malaysia and Indonesia.

Furthermore, Ovanti collaborates with telecommunication network providers to deliver mobile Over-The-Top (OTT) services, leveraging their subscriber base to foster vibrant and engaged communities.

**Review of operations**

The loss for the consolidated entity after providing for income tax amounted to \$4,734,891 (31 December 2023: \$2,883,152).

*USA Market Entry*

During the Period, the company worked on preparing the strategic report for the entry into the USA BNPL Pay market and made numerous key executive hires in order to assist in the preparation of this Report.

*Isentric*

During the Period, the Mobile Banking Division performed strongly and experiencing a growth trend with record transaction event volumes for July and December exceeding the previous record highs achieved during Q1 FY24. A significant portion of this growth is attributed to notifications and marketing messages distributed to the mobile devices of our banking sector clients' customers.

*Corporate*

During the Period, the Company appointed EAS Advisors to assist with the USA BNPL expansion plans. The Company now utilises the EAS offices in New York, USA as OVT's corporate registered office in the USA. The Company intends to open further offices in numerous States of the US during the course of 2025 in line with the market entry strategy.

During the Period, OVT completed a AUD \$6 million placement, before costs, which resulted in the issue of 300,000,000 ordinary shares at \$0.02 per share to fund the expansion of the Company's US team; legal, licensing and compliance costs; marketing and merchant acquisition; technology and platform development; working capital and offer costs. The placement shares were issued on 19 December 2024. Additionally, the Company continues to anticipate the receipt of circa AUD \$14,300,000 from the sale of IDSB.

**Significant changes in the state of affairs**

There were no significant changes in the state of affairs of the consolidated entity during the financial half-year.

**Ovanti Limited**  
**Directors' report**  
**31 December 2024**

**Matters subsequent to the end of the financial half-year**

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Daler Fayziev  
Executive Chairman

28 February 2025


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**AUDITOR'S INDEPENDENCE DECLARATION  
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001**

As lead auditor for the review of Ovanti Limited for the half-year ended 31 December 2024, I declare that, to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Ovanti Limited.



**ROBIN KING HENG LI CA RCA**  
**DIRECTOR**  
**CONNECT NATIONAL AUDIT PTY LTD**  
Authorised Audit Company No. 521888  
28 February 2025

**Ovanti Limited**  
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**31 December 2024**

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**General information**

The financial statements cover Ovanti Limited as a consolidated entity consisting of Ovanti Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Ovanti Limited's functional and presentation currency.

Ovanti Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

c/- Prime Company Compliance, Level 9, 505 Little Collins  
Street, MELBOURNE, VIC, AUSTRALIA, 3000

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 February 2025.

**Ovanti Limited**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the half-year ended 31 December 2024**

		<b>Consolidated</b>	
	<b>Note</b>	<b>December 2024</b>	<b>December 2023</b>
		<b>\$</b>	<b>\$</b>
<b>Revenue from continuing operations</b>	3	2,075,144	3,289,976
Other income	4	129	360,673
Interest revenue calculated using the effective interest method		-	1,417
<b>Expenses</b>			
Sales direct costs		(2,004,923)	(3,313,023)
Administration expenses		(244,964)	(474,765)
Marketing expenses		(202,392)	(547,562)
Travel expenses		(258,293)	(123,499)
Employee benefits expense		(517,466)	(546,087)
Insurance expenses		-	(57,738)
Depreciation and amortisation expense		(20)	(6,864)
Impairment of receivable		-	(30,385)
Compliance and professional fees		(2,490,619)	(1,871,029)
Other expenses		(339,248)	(127,699)
Finance costs		(86,980)	(58,724)
<b>Loss before income tax expense from continuing operations</b>		(4,069,632)	(3,505,309)
Income tax expense		-	-
<b>Loss after income tax expense from continuing operations</b>		(4,069,632)	(3,505,309)
Profit/(loss) after income tax expense from discontinued operations	5	(665,259)	622,157
<b>Loss after income tax expense for the half-year attributable to the owners of Ovanti Limited</b>		(4,734,891)	(2,883,152)
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		1,736,033	(384,004)
<b>Other comprehensive income for the half-year, net of tax</b>		1,736,033	(384,004)
<b>Total comprehensive income for the half-year attributable to the owners of Ovanti Limited</b>		<u>(2,998,858)</u>	<u>(3,267,156)</u>
Total comprehensive income for the half-year is attributable to:			
Continuing operations		(2,333,599)	(3,267,156)
Discontinued operations		(665,259)	-
		<u>(2,998,858)</u>	<u>(3,267,156)</u>

*The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*



Ovanti Limited  
 Consolidated statement of profit or loss and other comprehensive income  
 For the half-year ended 31 December 2024

		Cents	Cents
<b>Earnings per share for loss from continuing operations attributable to the owners of Ovanti Limited</b>			
Basic earnings per share	16	(0.24)	(0.47)
Diluted earnings per share	16	(0.24)	(0.47)
<b>Earnings per share for profit/(loss) from discontinued operations attributable to the owners of Ovanti Limited</b>			
Basic earnings per share	16	(0.04)	0.08
Diluted earnings per share	16	(0.04)	0.08
<b>Earnings per share for loss attributable to the owners of Ovanti Limited</b>			
Basic earnings per share	16	(0.28)	(0.38)
Diluted earnings per share	16	(0.28)	(0.38)

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**Ovanti Limited**  
**Consolidated statement of financial position**  
**As at 31 December 2024**

		<b>Consolidated</b>	
	<b>Note</b>	<b>December</b>	<b>June 2024</b>
		<b>2024</b>	<b>2024</b>
		<b>\$</b>	<b>\$</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		5,420,631	472,666
Trade and other receivables	6	840,487	1,295,678
Contract assets		140,989	47,007
Other		17,419	50,958
		<u>6,419,526</u>	<u>1,866,309</u>
Non-current assets classified as held for sale	7	14,395,220	-
Total current assets		<u>20,814,746</u>	<u>1,866,309</u>
<b>Non-current assets</b>			
Investments accounted for using the equity method	8	-	13,977,416
Property, plant and equipment		164	164
Intangibles		126,724	-
Other		9,000	-
Total non-current assets		<u>135,888</u>	<u>13,977,580</u>
<b>Total assets</b>		<u>20,950,634</u>	<u>15,843,889</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	9	2,932,607	3,276,539
Borrowings	10	908,765	1,245,171
Employee benefits		4,438	-
Total current liabilities		<u>3,845,810</u>	<u>4,521,710</u>
<b>Non-current liabilities</b>			
Provisions		1,174	-
Total non-current liabilities		<u>1,174</u>	<u>-</u>
<b>Total liabilities</b>		<u>3,846,984</u>	<u>4,521,710</u>
<b>Net assets</b>		<u>17,103,650</u>	<u>11,322,179</u>
<b>Equity</b>			
Issued capital	11	96,076,761	87,497,725
Reserves	12	2,031,421	94,095
Accumulated losses		<u>(81,004,532)</u>	<u>(76,269,641)</u>
<b>Total equity</b>		<u>17,103,650</u>	<u>11,322,179</u>

*The above consolidated statement of financial position should be read in conjunction with the accompanying notes*

**Ovanti Limited**  
**Consolidated statement of changes in equity**  
**For the half-year ended 31 December 2024**

<b>Consolidated</b>	<b>Issued capital \$</b>	<b>Reserves \$</b>	<b>Accumulated losses \$</b>	<b>Total equity \$</b>
Balance at 1 July 2023	82,560,538	(407,064)	(70,321,607)	11,831,867
Loss after income tax expense for the half-year	-	-	(2,883,152)	(2,883,152)
Other comprehensive income for the half-year, net of tax	-	(384,004)	-	(384,004)
Total comprehensive income for the half-year	-	(384,004)	(2,883,152)	(3,267,156)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs	4,047,500	-	-	4,047,500
Balance at 31 December 2023	<u>86,608,038</u>	<u>(791,068)</u>	<u>(73,204,759)</u>	<u>12,612,211</u>

<b>Consolidated</b>	<b>Issued capital \$</b>	<b>Reserves \$</b>	<b>Accumulated losses \$</b>	<b>Total equity \$</b>
Balance at 1 July 2024	87,497,725	94,095	(76,269,641)	11,322,179
Loss after income tax expense for the half-year	-	-	(4,734,891)	(4,734,891)
Other comprehensive income for the half-year, net of tax	-	1,736,033	-	1,736,033
Total comprehensive income for the half-year	-	1,736,033	(4,734,891)	(2,998,858)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 11)	8,579,036	-	-	8,579,036
Share-based payments	-	201,293	-	201,293
Balance at 31 December 2024	<u>96,076,761</u>	<u>2,031,421</u>	<u>(81,004,532)</u>	<u>17,103,650</u>

*The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes*

**Ovanti Limited**  
**Consolidated statement of cash flows**  
**For the half-year ended 31 December 2024**

	<b>Consolidated</b>	
	<b>December</b>	<b>December</b>
	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>		
Receipts from customers	2,643,867	4,412,774
Payments to suppliers and employees	<u>(6,711,131)</u>	<u>(8,476,463)</u>
	(4,067,264)	(4,063,689)
Interest received	129	2,255
Interest and other finance costs paid	<u>(10,555)</u>	<u>(3,585)</u>
	(4,077,690)	(4,065,019)
Net cash used in operating activities	<u>(4,077,690)</u>	<u>(4,065,019)</u>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment	-	(28,195)
Payments for intangibles	(126,744)	-
Proceeds from disposal of property, plant and equipment	-	7,232
Dividends received (From Discounted Operations)	<u>687,927</u>	<u>465,645</u>
	561,183	444,682
Net cash from investing activities	<u>561,183</u>	<u>444,682</u>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	9,230,161	1,700,000
Proceeds from convertible notes	-	830,000
Proceeds from borrowings	100,000	-
Share issue transaction costs	(477,877)	(174,000)
Repayment of borrowings	(450,000)	-
Repayment of lease liabilities	<u>-</u>	<u>(96,553)</u>
	8,402,284	2,259,447
Net cash from financing activities	<u>8,402,284</u>	<u>2,259,447</u>
Net increase/(decrease) in cash and cash equivalents	4,885,777	(1,360,890)
Cash and cash equivalents at the beginning of the financial half-year	472,666	2,042,103
Effects of exchange rate changes on cash and cash equivalents	<u>62,188</u>	<u>(8,683)</u>
	5,420,631	672,530
Cash and cash equivalents at the end of the financial half-year	<u><u>5,420,631</u></u>	<u><u>672,530</u></u>

*The above consolidated statement of cash flows should be read in conjunction with the accompanying notes*

**Note 1. Material accounting policy information**

These general purpose financial statements for the interim half-year reporting period ended 31 December 2024 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

**New or amended Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

**Going concern**

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The consolidated entity incurred a loss from ordinary activities of \$4,734,891 for the half-year ended 31 December 2024 and had negative cash from operating activities of \$4,077,690.

The directors have reviewed the cashflow forecasts and believe that there are reasonable grounds to believe that the consolidated entity will be able to continue as a going concern due to the following factors:

- The company has received an offer of MYR 40,000,000 (\$14,395,220) for its 21% stake in 1-Destinasi Sdn Bhd (IDSB). The draft formal documentation has been exchanged and the board expects to complete the disposal in the coming months;
- The loss for the year includes a non-cash impairment expense of \$1,681,947 resulting from re-classification of the investment in IDSB as a non-current asset held for sale as detailed in Note 8;
- The cash balance at 31 December 2024 was \$5,420,631;
- The directors have also implemented a cost-reduction program across all operations to ensure the cost base is commensurate with operations. In addition, non-performing businesses have been put into run-off, resulting in capital being prioritised to ongoing operations and recovery activities;
- The Board are aware of certain claims and allegations relating to the possible misappropriation of the Company's funds. After detailed investigations, interviews and various meetings with relevant individuals, lawyers and consultants, the Ovanti board have agreed to a framework, outlined by our advisors, to pursue and potentially recover funds on behalf of shareholders. The directors remain vigilant in ensuring that any expected recovery costs still allow for an acceptable overall return to shareholders based on the probability and likelihood of recovery against those costs;
- Clee Capital, the Company's corporate advisor for capital raising is still mandated by the Company and has indicated ongoing support to the Company for working capital to be raised on commercial terms pursuant to the terms of Clee Capital's mandate with the Company; and
- As an ASX listed entity, the Consolidated Entity has the ability to raise equity and has a proven track record of being able to raise capital when required.

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

In the event that consolidated entity is unsuccessful in implementing the above-stated initiatives, a material uncertainty exists, that may cast significant doubt on the consolidated entity's ability to continue as a going concern and its ability to recover assets and discharge liabilities in normal course of business and at the amounts shown in the financial report.

**Note 2. Operating segments**

*Identification of reportable operating segments*

The consolidated entity is organised into one operating segment: provision of fintech and digital commerce software solutions in Malaysia . This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

**Note 3. Revenue**

**From continuing operations**

Sales - mobile services

Consolidated December 2024 \$	Consolidated December 2023 \$
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2,075,144	3,289,976
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*Disaggregation of revenue*

The disaggregation of revenue from contracts with customers is as follows:

Consolidated December 2024 \$	Consolidated December 2023 \$
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*Geographical regions*

Malaysia

2,075,144	3,289,976
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*Timing of revenue recognition*

Services transferred over time

2,075,144	3,289,976
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**Note 4. Other income**

Consolidated December 2024 \$	Consolidated December 2023 \$
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Interest revenue

129	981
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Other miscellaneous income

-	279
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Reversal of impairment of receivables

-	359,413
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Other income

129	360,673
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**Note 5. Discontinued operations**

*Description*

The company has received an offer of MYR 40,000,000 (\$14,395,220) for its 21% stake in 1-Destinas Sdn Bhd. The board expects to complete the disposal in the coming months. For this reason, the share of profit recognised and the impairment relating to that investment have been disclosed as from discontinued operations.

**Ovanti Limited**  
**Notes to the consolidated financial statements**  
**31 December 2024**

**Note 5. Discontinued operations (continued)**

*Financial performance information*

	Consolidated December 2024 \$	December 2023 \$
Share of profit of equity-accounted associate	1,016,688	622,157
Impairment of investment in associate (note 8)	(1,681,947)	-
Profit/(loss) before income tax expense	(665,259)	622,157
Income tax expense	-	-
Profit/(loss) after income tax expense from discontinued operations	<u>(665,259)</u>	<u>622,157</u>

The cash flows from discontinued operations were:

	Consolidated December 2024 \$	December 2023 \$
Operating activities	-	-
Investing activities	687,927	465,645
Financing activities	-	-
	<u>687,927</u>	<u>465,645</u>

**Note 6. Current assets - trade and other receivables**

	Consolidated December 2024 \$	June 2024 \$
Trade receivables	643,750	1,138,214
Other receivables	196,737	157,464
	<u>840,487</u>	<u>1,295,678</u>

**Note 7. Current assets - non-current assets classified as held for sale**

	Consolidated December 2024 \$	June 2024 \$
Investment in associate	<u>14,395,220</u>	<u>-</u>

The company has received an offer of MYR 40,000,000 (\$14,395,220) for its 21% stake in 1-Destinasi Sdn Bhd. The board expect to complete the disposal in the coming months. Based on this, the carrying amount of the asset as at 31 December 2024, has been impaired to the offer amount and the asset transferred from Investments accounted for using the equity method to non-current assets held for sale. (Refer to note 5 and 8).

**Note 8. Non-current assets - investments accounted for using the equity method**

	Consolidated	
	December 2024	June 2024
	\$	\$
Investment in associate	-	13,977,416

Reconciliation of the carrying amounts at the beginning and end of the current half-year are set out below:

	Carrying Amount
Opening carrying amount	13,977,416
Share of associate's profit	1,016,688
Dividends received	(687,927)
Foreign currency translation	1,770,990
Impairment expense	(1,681,947)
Transfer to held for sale	(14,395,220)
Closing carrying amount	-

The company has received an offer of MYR 40,000,000 (\$14,395,220) for its 21% stake in 1-Destinas Sdn Bhd. The board expects to complete the disposal in the coming months. Based on this the carrying amount of the asset has been impaired to the offer amount and the asset reclassified as held for sale (note 7).

**Note 9. Current liabilities - trade and other payables**

	Consolidated	
	December 2024	June 2024
	\$	\$
Trade payables	1,896,479	2,681,111
Accruals	20,000	-
Other payables	1,016,128	595,428
	2,932,607	3,276,539

**Note 10. Current liabilities - borrowings**

	Consolidated	
	December 2024	June 2024
	\$	\$
Convertible notes payable	908,765	860,384
Loan - other	-	350,000
Insurance premium funding	-	34,787
	908,765	1,245,171

The holder of the convertible may at any time prior to maturity date of 2 April 2025 elect to convert all or part of the Convertible Note at their sole discretion. The conversion price is 2 cents per share. The convertible notes have a 12 months term and interest is payable at 18% per annum.



**Note 11. Equity - issued capital**

	<b>December 2024 Shares</b>	<b>Consolidated June 2024 Shares</b>	<b>December 2024 \$</b>	<b>June 2024 \$</b>
Ordinary shares - fully paid	<u>2,331,547,854</u>	<u>1,222,605,484</u>	<u>96,076,761</u>	<u>87,497,725</u>

*Movements in ordinary share capital*

<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>Issue price</b>	<b>\$</b>
Balance	1 July 2024	1,222,605,484		87,497,725
Issue of shares	6 August 2024	300,000,000	\$0.0040	1,200,000
Issue of shares	19 September 2024	33,742,859	\$0.0040	134,972
Issue of shares	22 October 2024	473,797,250	\$0.0040	1,895,189
Issue of shares	19 December 2024	300,000,000	\$0.0200	6,000,000
Conversion of convertible note	19 December 2024	1,402,261	\$0.0200	28,045
Less cost of capital raised		-	\$0.0000	(679,170)
Balance	31 December 2024	<u>2,331,547,854</u>		<u>96,076,761</u>

*Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Share buy-back*

There is no current on-market share buy-back.

**Note 12. Equity - reserves**

	<b>Consolidated December 2024 \$</b>	<b>June 2024 \$</b>
Foreign currency reserve	809,295	(926,738)
Share-based payments reserve	<u>1,222,126</u>	<u>1,020,833</u>
	<u>2,031,421</u>	<u>94,095</u>

*Foreign currency reserve*

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars.

*Share-based payments reserve*

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

**Note 12. Equity - reserves (continued)**

*Movements in reserves*

Movements in each class of reserve during the current financial half-year are set out below:

<b>Consolidated</b>	Foreign currency \$	Share-based payments \$	Total \$
Balance at 1 July 2024	(926,738)	1,020,833	94,095
Foreign currency translation	1,736,033	-	1,736,033
Share based payments - broker options	-	201,293	201,293
Balance at 31 December 2024	<u>809,295</u>	<u>1,222,126</u>	<u>2,031,421</u>

**Note 13. Equity - dividends**

There were no dividends paid, recommended or declared during the current or previous financial half-year.

**Note 14. Contingent assets and liabilities**

The board are aware of certain claims and allegations relating to the possible misappropriation of Ovanti funds.

After detailed investigations, interviews and various meetings with relevant individuals, lawyers and consultants, the board have agreed to a framework, outlined by our advisors, to pursue and potentially recover funds on behalf of Ovanti shareholders.

The board continues to work with our advisors to determine the magnitude of potentially recoverable funds and will continue to update the market accordingly as further information comes to hand. The board remains vigilant in ensuring that any expected recovery costs still allow for an acceptable overall return to shareholders based on the probability and likelihood of recovery against those costs.

As at reporting date, the Company notes as a contingent liability with a maximum theoretical downside exposure of MYR \$51,710,000 (equivalent to AUD \$18,609,421).

The company has received an application from Kenneth Kuan to discontinue his MYR \$49.9M claim against the company which will be approved by the court on 19 May 2025. It is anticipated that this approval is a mere formality as the company has agreed to the discontinuance proposed by Kenneth Kuan lawyers.

In addition, one of the industrial relations disputes has been settled for MYR 25,000. The remaining two disputes have a maximum exposure to the company of MYR \$1.15M.

**Note 15. Events after the reporting period**

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Note 16. Earnings per share**

	<b>Consolidated December 2024 \$</b>	<b>December 2023 \$</b>
<i>Earnings per share for loss from continuing operations</i>		
Loss after income tax attributable to the owners of Ovanti Limited	<u>(4,069,632)</u>	<u>(3,505,309)</u>

Note 16. Earnings per share (continued)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	1,681,073,685	751,021,679
Weighted average number of ordinary shares used in calculating diluted earnings per share	1,681,073,685	751,021,679
	Cents	Cents
Basic earnings per share	(0.24)	(0.47)
Diluted earnings per share	(0.24)	(0.47)
	Consolidated December 2024 \$	Consolidated December 2023 \$
<i>Earnings per share for profit/(loss) from discontinued operations</i>		
Profit/(loss) after income tax attributable to the owners of Ovanti Limited	(665,259)	622,157
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	1,681,073,685	751,021,679
Weighted average number of ordinary shares used in calculating diluted earnings per share	1,681,073,685	751,021,679
	Cents	Cents
Basic earnings per share	(0.04)	0.08
Diluted earnings per share	(0.04)	0.08
	Consolidated December 2024 \$	Consolidated December 2023 \$
<i>Earnings per share for loss</i>		
Loss after income tax attributable to the owners of Ovanti Limited	(4,734,891)	(2,883,152)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	1,681,073,685	751,021,679
Weighted average number of ordinary shares used in calculating diluted earnings per share	1,681,073,685	751,021,679
	Cents	Cents
Basic earnings per share	(0.28)	(0.38)
Diluted earnings per share	(0.28)	(0.38)

**Ovanti Limited**  
**Directors' declaration**  
**31 December 2024**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Daler Fayziev  
Executive Chairman

28 February 2025

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## Independent Auditor's Review Report

### To the members of Ovanti Limited

### Report on the Half-year Financial Report

#### **Conclusion**

We have reviewed the accompanying Half-year Financial Report of Ovanti Limited ("the company") and the entities it controlled ("Group"). Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the Half-year Financial Report of Ovanti Limited is not in accordance with the Corporations Act 2001, including:

- Giving a true and fair view of the group's financial position as at 31 December 2024 and of its performance for the Half-year ended on that date; and
- Complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

#### **The Half-year Financial Report comprises:**

- Consolidated statement of financial position as at 31 December 2024;
- Consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the Half-year ended on that date;
- Notes 1 to 16 comprising a summary of material accounting policies and other explanatory information; and
- The Directors' Declaration.

#### **Basis for Conclusion**

We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of the Financial Report performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Half-year Financial Report section of our report. We are independent of the group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the corporations Act 2001 which has been given to the directors of the company, would be in the same terms if given to the directors as at the time of this auditor's review report.

#### **Emphasis of Matter regarding uncertainty related to going concern**

We draw attention to Note 1 of the financial report which describes that the financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The consolidated entity incurred a loss from ordinary activities of \$4,734,891 for the half-year ended 31 December 2024 and had negative cash from operating activities of \$4,077,690.

The directors have reviewed the cashflow forecasts and believe that there are reasonable grounds to believe that the consolidated entity will be able to continue as a going concern due to the following factors:

- The company has received an offer of MYR 40,000,000 (\$14,395,220) for its 21% stake in 1-Destinasi Sdn Bhd (IDSB). The draft formal documentation has been exchanged, and the board expects to complete the disposal in the coming months;
- The loss for the year includes a non-cash impairment expense of \$1,681,947 resulting from re-classification of the investment in IDSB as a non-current asset held for sale as detailed in Note 8;
- The cash balance at 31 December 2024 was \$5,420,631;
- The directors have also implemented a cost-reduction program across all operations to ensure the cost base is commensurate with operations. In addition, non-performing businesses have been put into run-off, resulting in capital being prioritised to ongoing operations and recovery activities;
- The Board are aware of certain claims and allegations relating to the possible misappropriation of the Company's funds. After detailed investigations, interviews and various meetings with relevant individuals, lawyers and consultants, the Ovanti board have agreed to a framework, outlined by our advisors, to pursue and potentially recover funds on behalf of shareholders. The directors remain vigilant in ensuring that any expected recovery costs still allow for an acceptable overall return to shareholders based on the probability and likelihood of recovery against those costs;
- Clee Capital, the Company's corporate advisor for capital raising is still mandated by the Company and has indicated ongoing support to the Company for working capital to be raised on commercial terms pursuant to the terms of Clee Capital's mandate with the Company; and
- As an ASX listed entity, the Consolidated Entity has the ability to raise equity and has a proven track record of being able to raise capital when required

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

As stated in Note 1, these events or conditions, along with other matters detailed in the note, indicate the existence of material uncertainty. If these events or conditions are not completed, and within the timeframes forecast, whether the Group is able to continue as a going concern and therefore realise its assets and settle its liabilities in the ordinary course of business is uncertain. Our opinion is not modified in respect of this matter.

### ***Responsibilities of the Directors for the Half-year Financial Report***

The Directors of the Company are responsible for:

- The preparation of the Half-year Financial Report that gives a true and fair view in accordance with Australian Accounting Standards and Corporations Act 2001
- For such internal control as the Directors determine is necessary to enable the preparation of the Half-year Financial Report that is free from material misstatement, whether due to fraud or error.

### ***Auditor's responsibility for the review of the Half-year Financial Report***

Our responsibility is to express a conclusion on the Half-year Financial Report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the Half-year Financial Report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the group's financial position as at 31 December 2024 and

its performance for the half-year ended on that date; and complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

A review of a Half-year Financial Report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Connect National Audit*

**CONNECT NATIONAL AUDIT PTY LTD**  
Authorised Audit Company No. 521888



**ROBIN KING HENG LI CA RCA**  
**DIRECTOR**

28 February 2025