

SOCIETY PASS INC. (NasdaqCM: SOPA)

Society Pass Inc., founded in 2018 and based in Singapore, operates e-commerce platforms in Southeast Asia. The company focuses on the fast-growing markets of Vietnam, Indonesia, and Philippines, which together account for approximately two-thirds of the Southeast Asian population. The company's vertical markets include Lifestyle, Food and Beverage, Travel, Digital Media, Merchant Software, and Loyalty Programs. Society Pass completed an initial public offering and began trading on the Nasdaq under the ticker SOPA in November 2021. SOPA shares were added to the Russell 2000 index in December 2021.

COMPANY HIGHLIGHTS

- * SOPA: Building a Loyalty-Driven E-Commerce Platform in Southeast Asia
- * Society Pass is an e-commerce company operating in fast-growing Southeast Asian markets. The company has built a strong e-commerce platform for consumer goods, luxury fashion, and food and beverage delivery, and provides related software and systems for participating merchants. It is also expanding into additional businesses, including, travel booking and digital advertising.
- * Society Pass plans to integrate these diverse businesses through a loyalty program called Society Points, which it will launch in 2Q.
- * As of February 2022, Society Pass has amassed more than 1.6 million registered users and over 5,500 affiliated merchants. It expects to grow by acquiring smaller e-commerce companies that typically require additional funding, but are too small to attract venture capital.
- * The company's Leflair platform enables local businesses in Vietnam to sell premium domestic and foreign brands to enter Vietnam. Leflair features more than 3,500 registered brands, primarily in the fashion & accessories, beauty & personal care, and home & lifestyle categories, and has approximately 1.5 mil-

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KEY STATISTICS

Key Stock Statistics

Recent price (3/30/22)	\$2.96
Fair Value Estimate	\$10.00
52 week high/low	\$77.34-\$2.03
Shares outstanding (M)	23.5
Market cap (M)	\$70
Dividend	Nil
Yield	Nil

Sector Overview

Sector	Information Technology
Sector % of S&P 500	28.1%

Financials (\$M, as of 12/31/21)

Cash & Mkt Securities	23.3
Debt	0.6
Working Capital (\$M)	27.2
Current Ratio	12.1
Total Debt/Equity (%)	2.0%
Payout ratio	NM
Revenue (\$M) TTM	0.5
Net Income (\$M) TTM	NM
Net Margin	NM

Risk

Beta	NA
Inst. ownership	2%

Valuation

P/E forward EPS	NA
Price/Sales (TTM)	NA
Price/Book (TTM)	NA

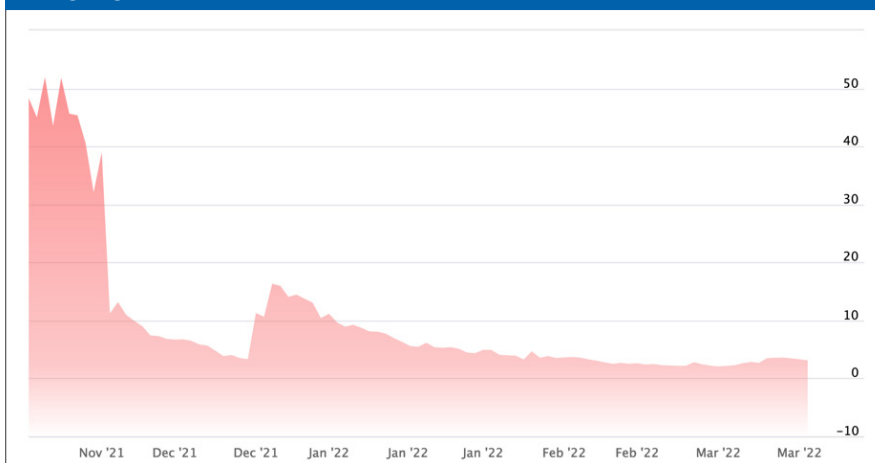
Top Holders

Geode Capital Management LLC
Vanguard Group Inc.
BlackRock Inc.

Management

Chairman/CEO	Mr. Dennis Nguyen
CFO	Mr. Raymond Liang
COO	Ms. Pamela Aw-Young
Company website	https://thesocietypass.com

PRICE CHART



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lion registered users. Society Pass plans to expand Leflair to Philippines and Indonesia in the second half of 2022.

- * In February 2022, Society Pass acquired Handycart, a Vietnamese online grocery and restaurant delivery app with its own fleet of delivery vehicles. Handycart expects to provide delivery from 500 restaurants in Hanoi by the end of 2022.
- * In February 2022, Society Pass acquired Pushkart, a Philippines online grocery delivery app with its own fleet of delivery vehicles. Philippine consumers are able to use Pushkart across 19 cities in Metro Manila, with guaranteed next-day delivery service. Pushkart aims to more than double its registered user base to over 500,000 and drive app downloads to over 150,000 in 2022.
- * Society Pass raised \$25.5 million in an initial public offering in November 2021 and \$11.5 million in a follow-on offering in February 2022. In our view, the company has sufficient resources to maintain operations and fund projected acquisitions through 2022.
- * Based on our EV/revenue analysis, we arrive at a fair value estimate for SOPA of \$10 per share, well above current levels.

INVESTMENT THESIS

Society Pass is an e-commerce company operating in fast-growing Southeast Asian markets. It focuses on Vietnam, Indonesia, and Philippines, which together account for more than two-thirds of the population of Southeast Asia. The company has built a strong e-commerce platform for consumer goods, luxury fashion, and food and beverage delivery, and provides related software and systems for participating merchants. It is also expanding into additional businesses, including travel booking and digital advertising. Society Pass plans to integrate these diverse businesses by attracting and retaining customers through a loyalty program called Society Points, which it will launch in 2Q. Loyalty program members will be able to redeem points to make purchases directly from Society Pass or from affiliated merchants. They will also receive personalized promotions and discounts based on the company's data capabilities and understanding of consumer shopping behavior. We believe that this open-loop loyalty program differentiates Society Pass from other regional competitors.

The consumer portfolio includes fashion company Leflair, and online grocery delivery services Pushcart and Handycart. In 2Q22, we expect the company to add a Vietnam-based fashion e-commerce business and a Philippines-based online beauty product platform to its lifestyle vertical and enter the travel booking and digital advertising businesses, in addition to launching the loyalty program mentioned above. The company's goal is to

provide consumers with a broad selection of goods, attractive discounts, and delivery services, while also giving merchants access to e-commerce systems and exposure to more potential customers. We expect Society Points to be rolled out first in Vietnam and then extended to other Southeast Asian markets.

As of February 2022, Society Pass has amassed more than 1.6 million registered users and over 5,500 registered merchants/brands on its platforms. It expects to grow by acquiring smaller e-commerce companies that typically require additional funding, but are too small to attract venture capital. Society Pass is able to acquire these companies at a relatively low cost, while retaining their management through equity awards and earnout incentives. It also adds the customers of acquired companies to its user base.

We have a favorable view of the company's target markets given their still limited e-commerce capabilities and strong projected growth. The "VIP countries" (Vietnam, Indonesia, Philippines) have young, rapidly growing populations with a median age of 25-30, compared to about 42 in China, a more mature market. Southeast Asian economies are also growing at a faster-than-average rate. According to the International Monetary Fund, since 2010, Southeast Asia has averaged 4.6% GDP growth, compared to 0.7% in Japan, 0.8% in the EU, and 1.7% in the U.S. In Vietnam, which we expect to be the company's main revenue driver in the near term, GDP rose at a 6.1% rate from 2011 to 2020 and is expected to grow at a 7% rate over the next five years. Indonesia and the Philippines are also among the world's fastest-growing economies,

Although Society Pass is in the early stages of revenue generation, we think that it has made significant progress in developing its e-commerce ecosystem. Its Lifestyle vertical is led by flagship brand Leflair, which generated revenues of \$10 million as recently as 2019. Society Pass acquired Leflair out of bankruptcy in February 2021 and relaunched the site in September 2021. Leflair allows local consumers to access premium domestic and foreign brands at significantly discounted prices, and works to attract customers through daily flash sales, especially of odd lots and end-of-season merchandise. In 4Q21, it generated revenue of more than \$0.5 million, and its strong growth has continued in 2022. The site features more than 3,500 registered brands, primarily in the fashion & accessories, beauty & personal care, and home & lifestyle categories, and has approximately 1.5 million registered users and more than 460,000 Facebook followers. Society Pass plans to expand Leflair to the Philippines and Indonesia in the second half of 2022.

Society Pass is working to increase the average transaction size in its Lifestyle vertical, which we think is likely as it expands

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PEER COMPARISON

Company	Ticker	Recent Price (\$)	52-Week High (\$)	52-Week Low (\$)	Mkt. Cap (\$ML)	1-yr Price Change (%)	1-yr Rev Growth (%)	1 YR EPS Growth (%)	P/E Ratio	Beta	Yield (%)
SOCIETY PASS INC	NASDAQ: SOPA	2.96	77.34	2.03	70	NA	891	NA	NA	NA	NA
REVOLVE GROUP INC	NASDAQ: RVLV	55.36	89.60	38.82	4,056	30	54	70	41.5	2.30	NA
COUPANG INC	NYSE: CPNG	18.71	50.5	15.28	32,848	-62	54	NA	NA	NA	NA
SEA LIMITED	NYSE: SE	123.44	372.7	85.01	68,847	-42	128	NA	NA	1.43	NA

its user base and continues to provide users with personalized offers. We also expect the Society Points loyalty program to help boost the average transaction basket and convert more registered users into regular customers.

In the Food & Beverage vertical, the company's app offers grocery and restaurant delivery, as well as delivery from "big-box" stores. It also allows users to search for products and write reviews. In February 2022, Society Pass acquired Pushkart.ph, an online grocery-shopping platform in the Philippines. Pushkart.ph has more than 125,000 registered users, and over 35,000 social media followers. Society Pass sees Pushkart.ph, which has been downloaded 20,000 times, as one of the Philippines' fastest-growing e-commerce platforms. Pushkart carries 60,000 products (SKUs) and filled 12,000 orders and generated \$650,000 in gross market value (GMV) in 2021. It expects to have more than 500,000 users by the end of 2022.

In February 2022, Society Pass acquired Handycart, a Vietnamese online grocery and restaurant delivery app with its own fleet of delivery vehicles. Handycart expects to provide delivery from 500 restaurants in Hanoi by the end of 2022 and to expand into Ho Chi Minh City in the second half of 2022. Although Handycart's GMV was a modest \$271,000 in 2021, the app has 3,000 registered customers and was downloaded 10,000 times last year. We expect registered customers to grow significantly over time.

The #HOTTAB service, a smaller revenue-generating vertical, helps merchants, particularly in the restaurant and hotel industries, to increase revenue and lower costs. It provides merchants with an online multilingual "store front," a fully integrated POS software solution, payment infrastructure, customer analytics, and other services. #HOTTAB functions both online and offline and facilitates the redemption of vouchers and rewards. The expansion of this business will require significant additional investment. As such, we see it as a less material near-term value driver for the company.

RECENT DEVELOPMENTS

Year-to-date in 2022, SOPA shares have declined more than 70% compared to a 4% decline for the S&P 500. In 2021, the stock fell 31%, compared to a 27% advance for the S&P 500.

In March 2022, Society Pass reported results for 2021 and filed its first 10-K. Full-year revenues were a modest \$520,000, largely reflecting contributions from Leflair, which re-launched in September 2021. The 2021 net loss was \$34.8 million, mostly reflecting noncash G&A expense for share-based compensation as well as the amortization of intangibles.

In February 2022, Society Pass acquired Dream Space Trading Company, the operator of Handycart, a Vietnamese delivery service. Handycart will become part of the Society Pass Food & Beverage vertical, and its founder, Seo Jun Ho, will serve as the head of this vertical in Vietnam.

In February 2022, Society Pass acquired Pushkart.ph, an online grocery delivery service in the Philippines. The acquisition marks the company's entry into the Philippines market. Pushkart will become part of the Society Pass Food & Beverage vertical, and its founder, Michael Lim, will serve as the head of this vertical in Philippines.

In February 2022, Society Pass raised \$11.5 million in gross proceeds from a secondary equity offering of 3.485 million shares and warrants for the same number of shares. In its November 2021 IPO, the company raised a net \$25.5 million by selling 3.125 million shares at a price of \$9 per share. It also began trading on the Nasdaq under the ticker symbol SOPA. In December 2021, SOPA was added to the Russell 2000 index.

EARNINGS & GROWTH ANALYSIS

We forecast 2022 revenue of \$14 million and 2023 revenue of \$38 million, which includes contributions from recent acquisitions, namely Leflair, Pushkart, Handykart, and merchant software business #HOTTAB. We expect Leflair to drive results in 2022, with projected revenue of about \$9 million, and the remainder from other businesses. We expect additional acquisitions to close by mid-2022, including lifestyle, travel-related, and digital-advertising businesses. Helped by the Society Points program's launch, we expect the revenue run rate to be approximately \$50 million by the end of the year.

We expect the Lifestyle vertical to be the primary driver of long-term revenue growth as it carries inventory and books revenue for product sales. In contrast, the Food and Beverage, Travel, and Loyalty Points verticals are commission-based businesses in which Society Pass takes a small percentage of the revenue generated by its merchant partners.

We look for Society Pass to generate overall portfolio gross margins of approximately 20% over time. We note that 2021 G&A expenses of \$33.7 million (up from \$3.5 million in 2020) are not indicative of future expenses, as they included nearly \$30 million for the noncash amortization of intangible assets and stock-based compensation. In 2022 and 2023, we project G&A expense of \$7 million and \$7.6 million, respectively. In all, we look for operating expenses of \$16.5 million in 2022 and \$18.3 million in 2023. We think that Leflair could be cash flow-positive by the end of 2022 based on its recent revenue growth trajectory.

We forecast net losses of \$0.40 per share in 2022 and \$0.22 per share in 2023. We expect shares outstanding of approximately 35 million at the end of 2022, up from 23.2 million at the end of 2021 as the company issues shares to help finance acquisitions.

FINANCIAL STRENGTH & DIVIDEND

Our financial strength rating on Society Pass is Medium. In our view, the company has sufficient resources to maintain operations and fund projected acquisitions through 2022. We expect Society Pass to expand its portfolio of e-commerce businesses across a growing geographic footprint, and to post stronger results over time.

As noted above, the company raised \$25.5 million from its November 2021 IPO and an additional \$11.5 million from a secondary offering in February 2022. As of December 31, 2021, the company had \$23.3 million in cash and equivalents on its balance sheet.

As of December 31, working capital was \$27.2 million, consisting of \$29.6 million in current assets and \$2.4 million in current liabilities. The current ratio of 12.1 is favorable relative to peers, and should enable the company to execute its strategy. As of December 31, 2021, Society Pass had no long-term debt, and shareholders' equity of \$32.3 million.

As of March 2022, Society Pass had 28.4 million shares outstanding on a fully diluted basis. We expect the company to issue additional shares to fund acquisitions, which will lead to shareholder dilution. Society Pass does not pay a cash dividend on its stock, and we do not expect it to initiate one in the near term.

MANAGEMENT

Dennis Nguyen is the founder and CEO of Society Pass. He has more than 25 years of consulting, investment banking, and venture capital experience, and has founded and brought public a range of Southeast Asian companies. Mr. Nguyen holds a double BA in Economics and Chinese Literature from the University of California, Irvine; a JD from the University of Minnesota; an MA in International Studies from Johns Hopkins; and an MBA from the University of Chicago.

Ray Liang is the company's CFO and general manager in Singapore. Mr. Liang has two decades of accounting, strategy, and finance experience, including positions at Primeforth Capital and Sino Environment Technology. Mr. Liang has a BA in Accounting from the University of Queensland.

The five-member Society Pass board includes a majority of independent directors. Independent directors chair the key audit, remuneration, and nominating/corporate governance committees, which we view favorably.

Society Pass executives and insiders, including board members, own approximately 45% of the company's stock and control 77% of the voting rights. CEO Nguyen owns 31% of the stock and controls 69% of the voting rights. We like the fact that all board members are SOPA shareholders.

We note that nearly half of the company's senior managers, and more than half of all employees, are women, which we view favorably from a corporate governance and ESG standpoint. We also believe that this gender diversity is important from a business perspective, as women are the company's primary target market, especially in the Lifestyle vertical.

RISKS

Investors in Society Pass face risks. Society Pass is a new, still unprofitable company operating in the competitive e-commerce industry, and must rely on outside capital to fund its growth-by-acquisition strategy. The company's success will also depend on its

ability to efficiently target online advertising and attract and retain consumers with its loyalty points program. It also faces risks from general economic weakness, a potential decline in demand for luxury goods, and the retention of key personnel.

The easing of the pandemic could slow the migration of customers to e-commerce channels, as more consumers return to physical stores. At the same time, the loosening of pandemic-related restrictions should benefit the company's food and travel-related businesses.

COMPANY DESCRIPTION

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VALUATION

Society Pass shares have been extremely volatile. They went public at \$9 per share in November 2021 and have traded between \$2 and \$77 since that time. We believe that the volatility reflects changing investor sentiment toward small-cap stocks, particularly those of tech companies based in Asia, amid increased economic and geopolitical uncertainty. The company's recent market cap near \$70 million is less than 2-times our revenue run-rate forecast of \$50 million at the end of 2022, well below the average multiple of more than 6 for a basket of comparable e-commerce peers. However, in our view, this below-average valuation does not adequately reflect the company's growth potential, fueled by acquisitions and the loyalty points program, or prospects for continued economic recovery in Southeast Asia.

Applying a more reasonable EV/revenue multiple of 7 to our year-end revenue run-rate forecast of \$50 million, and adjusting for a projected share count of 35 million, we arrive at a fair value estimate for SOPA of \$10 per share, well above current levels. We note that our revenue and share count assumptions could change significantly given the company's aggressive M&A strategy.

Steve Silver

INCOME STATEMENT

Growth Analysis (\$MIL)	2021	Q1 2022E	Q2 2022E	Q3 2022E	Q4 2022E	2022E	Q1 2023E	Q2 2023E	Q3 2023E	Q4 2023E	2023E
Revenue	0.5	1.5	3.0	4.5	5.1	14.1	8.5	9.0	9.5	11.0	38.0
Gross Profit	-0.2					2.5					7.6
SG&A	33.7					9.1					13.3
R&D	0.1					0.0					0.0
Operating Income	-34.2					-14.1					-10.7
Interest Expense	0.0					0.0					-0.1
Pretax Income	-34.8					-14.1					-10.8
Tax Rate (%)	NA					NA					NA
Net income	-34.8					-14.1					-10.8
Diluted Shares	9.4					35.0					50.0
EPS	-3.68	-0.15	-0.10	-0.10	-0.05	-0.40	-0.06	-0.06	-0.05	-0.05	-0.22
Dividend	NA					NA					NA
Growth Rates (%)											
Revenue	NA					2,720					170
Operating Income	NA					NA					NA
Net Income	NA					NA					NA
EPS	NA					NA					NA
Valuation Analysis											
Price (\$): High	77.34					NA					NA
Price (\$):Low	3.27					NA					NA
PE: High	NA					NA					NA
PE: Low	NA					NA					NA
PS: High	NA					NA					NA
PS: Low	NA					NA					NA
Yield: High	NA					NA					NA
Yield: Low	NA					NA					NA
Financial & Risk Analysis (\$MIL)											
Cash	23.3					NA					NA
Working Capital	27.2					NA					NA
Current Ratio	12.1					NA					NA
LTDebt/Equity (%)	0					NA					NA
Total Debt/Equity (%)	2					NA					NA
Ratio Analysis											
Gross Profit Margin	NA					18%					20%
Operating Margin	NA					NA					NA
Net Margin	NA					NA					NA
Return on Assets (%)	NA					NA					NA
Return on Equity (%)	NA					NA					NA
Op Inc/Int Exp	NA					NA					NA
Div Payout	NA					NA					NA

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