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

FORM 10-K

(Mark One)
☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended June 30, 2026

Or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-41476



TREASURE GLOBAL INC
(Exact name of registrant as specified in its charter)

Delaware	**36-4965082**
(*State or other jurisdiction of incorporation or organization)*	(*I.R.S. Employer Identification No.*)

276 5th Avenue, Suite 704 #739,
New York, New York 10001
+6012 643 7688
(*Address, including zip code, of registrant's principal executive offices and telephone number, including area code*)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Trading Symbol**	**Name of each exchange on which registered**
Common Stock, par value $0.00001 per share	TGL	The Nasdaq Stock Market LLC

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes: ☐ No: ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes: ☐ No: ☒

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. Yes: ☒ No: ☐

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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 "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company, in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging Growth Company	☒		

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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule12b-2 of the Act). Yes: ☐ No: ☒

The aggregate market value of the Registrant's common stock, held by non-affiliates of the Registrant as of December 31, 2025 (which is the last business day of Registrant's most recently completed second fiscal quarter) based upon the reported closing price of $6.13 on The Nasdaq Capital Market on that date, was approximately $10.1 million.

The number of shares outstanding of the Registrant's common stock, par value $0.00001 per share, on October 13, 2026 was 5,159,897 shares.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this "Annual Report") contains "forward-looking statements." Forward-looking statements reflect the current view about future events. When used in this Annual Report, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions, as they relate to us or our management, identify forward-looking statements. Such statements, include, but are not limited to, statements contained in this Annual Report relating to our business strategy, our future operating results and liquidity and capital resources outlook. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward - looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees of assurance of future performance. We caution you therefore against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, without limitation:

- Our ability to effectively operate our business segments;
- Our ability to manage our research, development, expansion, growth and operating expenses;
- Our ability to evaluate and measure our business, prospects and performance metrics;
- Our ability to compete, directly and indirectly, and succeed in a highly competitive and evolving industry;
- Our ability to respond and adapt to changes in technology and customer behavior;
- Our ability to protect our intellectual property and to develop, maintain and enhance a strong brand; and;
- Other factors (including the risks contained in the section of this Annual Report entitled "Risk Factors") relating to our industry, our operations and results of operations.

Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

PRESENTATION OF INFORMATION

Except as otherwise indicated by the context, references in this Annual Report to the "Company," "TGL," the "registrant," "we," "our," or "us" in this Annual Report mean Treasure Global Inc. and its subsidiaries, which include the collective operations of Treasure Global Inc and its consolidated subsidiaries.

This Annual Report includes our audited consolidated financial statements as of and for the fiscal years ended June 30, 2026 and 2025. These financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). All financial information in this Annual Report is presented in U.S. dollars, unless otherwise indicated, and should be read in conjunction with our audited consolidated financial statements and the notes thereto included in this Annual Report.

SUMMARY OF RISK FACTORS

Our business is subject to a number of risks. You should be aware of these risks before making an investment decision. These risks are discussed more fully in *Item 1A: Risk Factors* in this Annual Report. These risks include, among others, that:

- There is substantial doubt about our ability to continue as a going concern;
- We have a limited operating history in an evolving industry, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful;
- If we fail to raise capital when needed it will have a material adverse effect on the Company's business, financial condition and results of operations;
- None of our material contracts are long term and if not renewed could have a material adverse effect on our business;
- We rely on email, internet search engines and application marketplaces to drive traffic to our ZCITY platform, certain providers of which offer products and services that compete directly with our products. If links to our applications and website are not displayed prominently, traffic to our ZCITY platform could decline and our business would be adversely affected;
- The ecommerce market is highly competitive and if the Company does not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis our business could be adversely affected;
- If we are unable to expand our systems or develop or acquire technologies to accommodate increased volume or an increased variety of operating systems, networks and devices broadly used in the marketplace our ZCITY platform could be impaired;
- As we increase our reliance on cloud-based applications and platforms to operate and deliver our products and services, any disruption or interference with these platforms could adversely affect our financial condition and results of operations;
- The Company's failure to successfully market its ZCITY platform could result in adverse financial consequences;
- The Company may not be able to successfully develop and promote new products or services which could result in adverse financial consequences;
- A decline in the demand for goods and services of the merchants included in the ZCITY platform could result in adverse financial consequences;
- The effective operation of the Company's ZCITY platform is dependent on technical infrastructure and certain third-party service providers;
- There is no assurance that the Company will be profitable;
- Illegal use of our ZCITY platform could result in adverse consequences to the Company;
- Malaysia is experiencing substantial inflationary pressures which may prompt the governments to take action to control the growth of the economy and inflation that could lead to a significant decrease in our profitability;
- The economy of Malaysia in general might not grow as quickly as expected, which could adversely affect our revenues and business prospects;
- Fluctuations in exchange rates in the Malaysian Ringgit could adversely affect our business and the value of our securities;

- Regulation of gift cards or “E-vouchers” could have adverse consequences on our business;
- Litigation is costly and time consuming and could have a material adverse effect our business, results or operations and reputation;
- Our financial statements have been prepared on a going-concern basis and our continued operations are in doubt;
- We face potential liability and expense for legal claims based on the content on our Platform;
- Our intellectual property rights may be inadequate to protect us against protect us others claiming violations of their proprietary rights and the cost of enforcement could be significant;
- Third parties may assert that our employees or consultants have wrongfully used or disclosed confidential information or misappropriated trade secrets;
- Our failure to maintain effective internal controls over financial reporting could have an adverse impact on us;
- We are an “emerging growth company” under the JOBS Act and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors;
- The elimination of personal liability against our directors and officers under Delaware law and the existence of indemnification rights held by our directors, officers and employees may result in substantial expenses;
- We have not paid dividends in the past and do not expect to pay dividends in the future, and any return on investment may be limited to the value of our stock;
- We experienced a limited cybersecurity incident in May 2025; cybersecurity events could recur and adversely affect us;
- A limited number of customers and counterparties account for a meaningful portion of our revenues, receivables and prepayments; if any major customer reduces or delays orders, or if prepayments are not realized as planned, our results of operations and liquidity could be adversely affected.

PART I

Item 1. Business

Our Mission

Our mission is to bring together the worlds of online e-commerce and offline physical retailers; widening consumer choice and rewarding loyalty, while sustaining and enhancing our earning potential.

Our Company

We have created an innovative online-to-offline ("O2O") e-commerce platform business model offering consumers and merchants instant rebates and affiliate cashback programs, while providing a seamless e-payment solution with rebates in both e-commerce (i.e., online) and physical retailers/merchant (i.e., offline) settings.

Our proprietary product is an internet application (or "App") branded "ZCITY App," which was developed through our wholly owned subsidiary, TADAA Technologies Sdn. Bhd. ("TADAA Technologies") (formerly known as ZCity Sdn. Bhd and Gem Reward Sdn. Bhd, name change effected on July 31, 2025 and July 20, 2023, respectively). The ZCITY App was successfully launched in Malaysia in June 2020. TADAA TECHNOLOGIES is equipped with the know-how and expertise to develop additional/add-on technology-based products and services to complement the ZCITY App, thereby growing its reach and user base.



Through simplifying a user's e-payment gateway experience, as well as by providing great deals, rewards and promotions with every use, we aim to make the ZCITY App Malaysia's top reward and payment gateway platform. Our longer-term goal is for the ZCITY App and its ever-developing technology to become one of the most well-known commercialized applications more broadly in Southeast Asia and Japan.

As of October 13, 2026, we had 2,715,386 registered users and 2,027 registered merchants.

Corporate Structure

Treasure Global Inc is a Delaware corporation that was incorporated on March 20, 2020. We issued 10,000,000 shares to Kok Pin "Darren" Tan, our founder and former Chief Executive Officer on July 1, 2020, who as a result became our sole shareholder.

TADAA Technologies Sdn. Bhd. (formerly known as Zcity Sdn. Bhd and Gem Reward Sdn. Bhd, name change effected on July 31, 2025 and July 20, 2023, respectively), a Malaysia private limited company was incorporated on June 6, 2017. Prior to the incorporation of TADAA TECHNOLOGIES, Kok Pin "Darren" Tan entered into a Beneficial Shareholding Agreement ("Beneficial Shareholding Agreement 1") with two individuals, one of which is a vice president of the Company (the "Initial TADAA TECHNOLOGIES Shareholders"), which provided for the Initial Shareholders to hold the TADAA TECHNOLOGIES shares issued to them in equal amounts and for the sole benefit of Kok Pin "Darren" Tan and provided Kok Pin "Darren" Tan with control over the voting and disposition over such shares as well as control over the issuance of additional TADAA TECHNOLOGIES shares in consideration for equity in a company that had not been determined on the date of Beneficial Shareholding Agreement 1. On November 10, 2020, Kok Pin "Darren" Tan instructed the Initial TADAA TECHNOLOGIES Shareholders to issue one million additional TADAA TECHNOLOGIES shares to Chong Chan "Sam" Teo, currently our Chief Executive Officer, and as a result each Initial TADAA TECHNOLOGIES Shareholder and Chong Chan "Sam" Teo held one million shares of TADAA TECHNOLOGIES. On November 10, 2020. Chong Chan "Sam" Teo entered into a Beneficial Shareholding Agreement with Kok Pin "Darren" Tan with terms similar to Beneficial Shareholding Agreement 1 ("Beneficial Shareholding Agreement 2" and together with the Beneficial Shareholding Agreement 1, the "Beneficial Shareholding Agreements"). As a result of Kok Pin "Darren" Tan's 100% ownership of our common stock and the Beneficial Shareholding Agreements, TGL and TADAA TECHNOLOGIES were both under the sole control of Kok Pin "Darren" Tan.

TGL and TADAA TECHNOLOGIES were reorganized into a parent subsidiary structure pursuant to a Share Swap Agreement, dated March 11, 2021, as amended on March 11, 2021 among TGL, the Initial TADAA TECHNOLOGIES Shareholders and Chong Chan "Sam" Teo (the "Share Swap Agreement"), in which TGL exchanged 321,585 shares of its common stock (the "Swap Shares") for all equity of TADAA TECHNOLOGIES. Pursuant to the Share Swap Agreement, the purchase and sale of the Swap Shares was completed on March 11, 2021, but the issuance of the Swap Shares did not occur until October 27, 2021 when TGL amended its certificate of incorporation to increase the number of its authorized common stock to a number that was sufficient to issue the Swap Shares. As a result of the Share Swap Agreement, (i) TADAA TECHNOLOGIES became the 100% subsidiary of TGL and Kok Pin "Darren" Tan no longer had any control over TADAA TECHNOLOGIES's ordinary shares; and (ii) Kok Pin "Darren" Tan, the Initial TADAA TECHNOLOGIES Shareholders and Chong Chan "Sam" Teo owned 100% of the TGL common stock (Darren Tan owning 97%). Subsequent to the date of the Share Swap Agreement, Kok Pin "Darren" Tan transferred 9,529,002 of his 10,000,000 shares of TGL common stock to 16 individuals and entities and currently owns less than 5% of our common stock.

We have no substantive operations other than holding all of the outstanding shares of TADAA Technologies Sdn. Bhd. ("TADAA Technologies"), (formerly known as ZCity Sdn. Bhd and Gem Reward Sdn. Bhd, underwent a name change on July 31, 2025 and July 20, 2023, respectively). TADAA Technologies was originally established under the laws of the Malaysia on June 6, 2017, through a reverse recapitalization.

Corporate Information

Our principal executive offices are located at 276 5th Avenue, Suite 704 #739, New York, New York 10001 and B03-C-13A, Menara 3A, KL Eco City, No. 3 Jalan Bangsar, 59200 Kuala Lumpur, Malaysia.

Recent Developments

- On October 21, 2025, the Company entered into a Sale and Purchase Agreement with Nexe Cloud Limited for the purchase of an AI server for a total consideration of US$750,000, payable as US$280,000 in cash and US$470,000 through the issuance of shares of common stock at a cost basis of US$0.90 per share.

- On October 22, 2025, the Board appointed Chong Chan "Sam" Teo as Executive Director of the Company and Y. Bhg. Datin Nurfatin Binti Mufti as Independent Director of the Company.

- On October 24, 2025, the Company entered into a Management Consultancy Agreement with Astute All Advisory Ltd., a British Virgin Islands company.

- On November 14, 2025, the Company entered into a Lock-Up Agreement with certain stockholders, pursuant to which the stockholders agreed not to offer, sell, transfer, pledge, or otherwise dispose of any shares of common stock or securities convertible into common stock for a period of one year.

- On November 18, 2025, the Company entered into a non-binding Letter of Intent with Tee Chee Siong to acquire 51% of the issued share capital of Quarters Elite Advisory Sdn Bhd for a purchase consideration of RM5,160,000 (approximately US$1,200,000), subject to the execution of a definitive agreement and completion of due diligence.

- On December 2, 2025, the Company received a Staff Determination from Nasdaq indicating non-compliance with the minimum bid price requirement under Listing Rule 5550(a)(2). The Company elected to request a hearing before a Nasdaq Hearings Panel to appeal the determination. During the appeal process, the Company's common stock continued to be listed and trade on Nasdaq.

- On December 4, 2025, the Company effected a 1-for-20 reverse stock split of its common stock, effective December 5, 2025. The reverse stock split was intended to bring the Company into compliance with Nasdaq's minimum bid price requirement. Every 20 shares of issued and outstanding common stock were automatically combined into 1 share. The Company's common stock continued to trade on Nasdaq under the ticker symbol "TGL" with a new CUSIP number of 89458T403. On December 23, 2025, the Company received a formal notice from Nasdaq indicating that the Company has regained compliance with Nasdaq's minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2). The Company is now in compliance with the Nasdaq Capital Market's listing requirements. Nasdaq has confirmed that the previously scheduled hearing before the Nasdaq Hearings Panel on January 27, 2026, has been cancelled.

- On December 10, 2025, the Company entered into a securities purchase agreement with certain institutional investors pursuant to which the Company issued and sold 250,000 shares of common stock at an offering price of $10.00 per share in a registered direct offering for aggregate gross proceeds of approximately $2,500,000. D. Boral Capital LLC served as placement agent for the offering.

- On December 15, 2025, See Wah "Sylvia" Chan resigned as Chief Financial Officer, effective December 31, 2025. On December 16, 2025, Pusparajan a/l Vadiveloo was promoted from Financial Controller to Chief Financial Officer, effective December 17, 2025.

- On December 22, 2025, the Company entered into a Share Sale Agreement with Maison de Cuisine Sdn. Bhd. to sell 100% of the issued and outstanding ordinary shares of Tadaa Ventures Sdn. Bhd. (formerly VWXYZ Ventures Sdn. Bhd.), its investment holding subsidiary that owns 100% of Bowlcrafted Sdn. Bhd. The purchase consideration consists entirely of ordinary shares of Reveillon Group Limited having an agreed aggregate value of US$1,400,000 at an issuance price of US$2.00 per share. The transaction is part of the Company's strategy to streamline its corporate structure by divesting non-core food and beverage operations to focus on its core fintech and digital-asset platforms.

- On January 28, 2026, the Company entered into an At The Market Offering Agreement with Kingswood Capital Partners, LLC, pursuant to which the Company may offer and sell shares of common stock having an aggregate offering price of up to $10,085,000 through at-the-market offerings under its existing shelf registration statement on Form S-3. On January 30, 2026, the Company entered into a Supplemental Agreement with Astute All Advisory Ltd. amending the Management Consultancy Agreement dated October 23, 2025.

- On March 11, 2026, TADAA Technologies Sdn Bhd, a subsidiary of the Company, entered into a Software Enhancement Agreement with Apexcode Innovations Sdn Bhd for software development services.

- On March 31, 2026, Carlson Thow resigned as Chief Executive Officer, effective immediately. Mr. Thow remains as a member of the Board of Directors. On March 31, 2026, the Board promoted Chong Chan "Sam" Teo to Acting Chief Executive Officer, effective April 1, 2026, with an adjusted monthly salary of RM 22,000.

- On May 1, 2026, Chan Wai Kuan resigned as non-executive director of the Board, effective immediately. On May 1, 2026, the Board appointed Tengku Dato' Musahiddin Shah Bin Tengku Dato' Seri Samad Shah Alhaj as a non-executive director for a term of twelve months, at a director's fee of RM10,000 per month.

- On May 26, 2026, the Company entered into a Subscription Agreement with Legacy Trustee Berhad pursuant to which the Company agreed to issue and sell an aggregate of $1,200,000 of shares of common stock in a private placement conducted in reliance on Regulation S. The investment amount is payable in four equal tranches of $300,000 each.

- On May 28, 2026, the Company entered into a Software Development Agreement with Nexe Cloud Limited, a company incorporated under the laws of the British Virgin Islands.

- On July 20, 2026, Tadaa Capital Sdn. Bhd., a subsidiary of the Company, entered into a Share Sale Agreement to acquire shares in a target company from certain vendors.

- On August 17, 2026, the Company entered into a Software Enhancement Agreement with Keen Success Technology Ltd, a Hong Kong company, for software enhancement services.

- On August 20, 2026, the Company entered into two Sale and Purchase Agreements: (i) with New Year Holdings Limited, a Hong Kong company, for the sale of the Company's interests in V Gallant Limited shares, and (ii) with Hung Dat Group Trade Limited, a British Virgin Islands company, for the sale of the Company's interests in Reveillon Group Limited shares. Under the New Year Holdings Limited and Hung Dat Group Trade Limited agreement, the purchase price of USD 5,200,000 and USD 1,400,000 is payable in 36 monthly milestone payments commencing September 1, 2026.

- On August 26, 2026, the Company entered into three separate Software Development Agreements with Mestiz Technology Sdn Bhd, E Agro Digital Sdn Bhd, and Add2Cart Commerce Pte Ltd for the design, development, and delivery of a Lifestyle Membership and Experience Platform. The aggregate software development fee is US$3,000,000 (US$1,000,000 per agreement), payable in milestone payments. Payment may be satisfied in cash, shares of common stock, or a combination thereof at the Company's discretion.

- On September 11, 2026, the Company entered into a Software Development Agreement with Mestiz Technology Sdn Bhd for additional software development services, with a development fee of US$1,000,000 payable in milestone payments.

Market Opportunity

We expect that continued strong economic expansion, robust population growth, rising level of urbanization, the emergence of the middle class and the increasing rate of adoption of mobile technology provide market opportunities for our Company in Southeast Asia ("SEA"). SEA is a large economy and, as of 2022, its gross domestic product ("GDP") was US$3.66 trillion.[1] In comparison, the respective GDP for both the European Union ("EU") and the United States ("US") totaled EUR$15.8 trillion and US$25.5 trillion[2] in 2022. SEA has experienced rapid economic growth rates in recent years, far exceeding growth in major world economies such as Japan, the EU and the US. According to the International Monetary Fund ("IMF"), Malaysia's GDP growth averaged more than 4.5% from 2016 to 2019. However, it experienced a deficit of -5.5% in 2020 due to the COVID-19 pandemic. Nevertheless, it rebounded to 3.1% and 8.7% in 2021 and 2022 respectively, and it is expected to maintain an average annual growth rate of 4.5% for the next five years, including 2023.[3] The GDP of Malaysia amounted to US$337 billion in 2020 and is projected to reach approximately US$500 billion by 2025.[4] Malaysia registered a strong post-pandemic recovery in 2022. Its strong macroeconomic policy frameworks, including a track record of fiscal prudence and a credible monetary policy framework, have served the country well.

SEA continues to enjoy robust population growth. The United Nations Population Division estimates that the population of the SEA countries in 2000 was approximately 525 million people, growing to 681 million in 2022. According to the World Bank, Malaysia had a population of approximately 33 million people in 2022 compared to 23 million people in 2000.[5]

1 *https://www.statista.com/statistics/796245/gdp-of-the-asean-countries/*

2 *https://www.statista.com/statistics/279447/gross-domestic-product-gdp-in-the-european-union-eu/*
https://www.statista.com/statistics/263591/gross-domestic-product-gdp-of-the-united-states/

3 *https://www.imf.org/en/News/Articles/2023/05/31/pr23191-malaysia-imf-executive-board-concludes-2023-article-iv-consultation-with-malaysia*

4 IMF Staff Report March 2021

5 *https://www.worldometers.info/world-population/south-eastern-asia-population/*
https://data.worldbank.org/indicator/SP.POP.TOTL?locations=MY

A high percentage of Malaysians have lived in cities for the last decade and that percentage is increasing. Since 2011, Malaysia's urbanization has increased from approximately 71.61% to approximately 77.7% in 2022.[6] By comparison, in 2021 the urbanization rates for China, Vietnam and India were approximately 62.51%, 37% and 35%, respectively.[7]

Urbanization is highly correlated with the size and growth of the middle class. Simply put, urbanization drives middle class consumption demand. According to the World Bank, Malaysia is likely to transition from an upper-middle-income economy to a high-income economy between 2024 and 2028, a reflection of the country's economic transformation development trajectory over the past decades.[8] In fact, Malaysia's gross national income per capita is at US$11,200 according to latest estimates, only US$1,335 short of the current threshold level that defines a high-income economy.[9]

And despite the ongoing effects from the COVID-19 pandemic, the Internet economy continues to boom in SEA. According to a Google Temasek e-Conomy SEA 2022 Report (the "Google Report"), internet usage in the region increased with 20 million new users added in 2022 for a total of 460 million compared to 360 million in 2019 and 440 million in 2021. An additional 100 million internet users have come online in the last three years since 2020.[10] In year 2022, 94% of Malaysia's population is now online, compared to approximately 62% in 2013.[11] It is forecasted to continuously increase between 2024 and 2028, totaling a growth of 0.4 percentage points. 81% and 80% of Malaysia and SEA's internet users, respectively, have made at least one purchase online. E-commerce, online media and food delivery adoption and usage surged with the total value of goods and services sold via the Internet, or gross merchandise value ("GMV"), in SEA, expected to reach approximately US$200 billion by year end 2022 according to the Google Report. In fact, according to the Google Report, the SEA Internet sector GMV is forecast to grow to over US$360 billion by 2025 up from the $300 billion forecast in the Google, Temasek, Bain SEA Report 2022.[12]

Malaysia's internet economy has grown from $14 billion in 2020 to $21 billion in 2021 (47% growth) and is expected to grow to $35 billion in 2025.[13]

As consumers in these markets gradually shift towards the online platform model, the total value of internet-based transactions has grown tremendously and is expected to keep doing so. According to the Google Report, total the GMV of South Asia's Internet economy is expected to skyrocket from US$174 billion in 2021 to US$363 billion in 2025.

We believe that these ongoing positive economic and demographic trends in SEA and South Asia propel demand for our e-commerce platform.

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6 *https://www.statista.com/statistics/455880/urbanization-in-malaysia/*

7 *https://www.statista.com/*

8 *https://www.worldbank.org/en/country/malaysia/overview#1*

9 The World Bank Press Release dated March 16, 2021, *https://www.worldbank.org/en/news/press-release/2021/03/16/aiminghighmalaysia*

10 *https://services.google.com/fh/files/misc/e_conomy_sea_2022_report.pdf*

11 *https://www.statista.com/statistics/975058/internet-penetration-rate-in-malaysia/*

12 *https://www.bain.com/globalassets/noindex/2021/e_conomy_sea_2021_report.pdf*
https://services.google.com/fh/files/misc/e_conomy_sea_2022_report.pdf

13 *https://www.digitalnewsasia.com/digital-economy/e-conomy-sea-report-2021-malaysias-internet-economy-crosses-us21-bil*

About the ZCITY App

SEA consumers have access to a plethora of smart ordering, delivery and "loyalty" websites and apps, but in our experience, SEA consumers very rarely receive personalized deals based on their purchases and behavior.

The ZCITY App targets consumers through the provision of personalized deals based on consumers' purchase history, location and preferences. Our technology platform allows us to identify the spending trends of our customers (the when, where, why, and how much). We are able to offer these personalized deals through the application of our proprietary artificial intelligence (or "AI") technology that scours the available database to identify and create opportunities to extrapolate the greatest value from the data, analyze consumer behavior and roll out attractive rewards-based campaigns for targeted audiences. We believe this AI technology is currently a unique market differentiator for the ZCITY App.

We operate our ZCITY App on the hashtag: "#RewardsOnRewards." We believe this branding demonstrates to users the ability to spend ZCITY App-based Reward Points (or "RP") and "ZCITY Cash Vouchers" with discount benefits at checkout. Additionally, users can use RP while they earn rewards from selected e-Wallet or other payment methods.

ZCITY App users do not require any on-going credit top-up or need to provide bank card number with their binding obligations. We have partnered with Malaysia's leading payment gateway, iPay88, for secure and convenient transactions. Users can use our secure platform and enjoy cashless shopping experiences with rebates when they shop with e-commerce and retail merchants through trusted and leading e-wallet providers such as Touch'n Go eWallet, Boost eWallet, GrabPay eWallet and credit card/online banking like the "FPX" (the Malaysian Financial Process Exchange) as well as more traditional providers such as Visa and Mastercard.

Our ZCITY App also provides the following functions:

1. Registration and Account verification

   Users may register as a ZCITY App user simply, using their mobile device. They can then verify their ZCITY App account by submitting a valid email address to receive new user "ZCITY Newbie Rewards".

2. Geo-location-based Homepage

   Based on the users' location, nearby merchants and exclusive offers are selected and directed to them on their homepage for a smooth, user-friendly interaction.

3. Affiliate Partnership

   Our ZCITY App is affiliated with more than five local services providers such as Shopee and Lazada. The ZCITY App allows users to enjoy more rewards when they navigate from the ZCITY App to a partner's website.

4. Bill Payment & Prepaid service

   Users can access and pay utility bills, such as water, phone, internet and TV bills, while generating instant discounts and rewards points with each payment.

5. Branded e-Vouchers

   Users can purchase their preferred e-Vouchers with instant discounts and rewards points with each checkout.

6. User Engagement through Gamification

   Users can earn daily rewards by playing our ZCITY App minigame "Spin & Win" where they can earn further ZCITY RP, ZCITY e-Vouchers as well as monthly grand prizes.

7. ZCITY RAHMAH Package

   TADAA TECHNOLOGIES has collaborated with the Ministry of Domestic Trade and Cost of Living (KPDN) for the launch of the 'Payung Rahmah' program (ZCITY RAHMAH Package). This program offers a comprehensive package of living

essential e-vouchers on the ZCITY app for items such as petrol, food, and bills. TADAA TECHNOLOGIES users will be able to purchase vouchers for these items at reduced prices, thereby assisting low-income Malaysians and helping to address this societal challenge.

8. TAZTE Smart F&B system

ZCITY App offers a "Smart F&B" system that provides a one stop solution and digitalization transformation for all registered Food "F&B" outlets located in Malaysia. It also allows merchants to easily record transactions with QR Digital Payment technology, set discounts and execute RP redemptions and rewards online on the ZCITY App.

Since December 2022, we have been developing TAZTE. However, due to insufficient participation from merchant clients, management has decided to discontinue the program as of June 2024.

9. Zstore

Zstore is ZCITY App's e-mall service that offers group-buys and instant rebate to users with embedded AI and big data analytics to provide an express shopping experience. The functionality and benefit of users to use the Zstore can be summarized within the chart below:

Set out below is an illustration of some of our key partnerships by category:



Retail Merchant Agreements. We have retail merchant agreements with merchants which together own more than 100 offline food and beverage franchises in Malaysia. Each of these retail merchants have signed our standard retail merchant agreement which allow merchants to sell their products on the ZCITY App for which we receive a commission ranging from 1% to 10% depending on the category of goods or services being purchased on the ZCITY App. These agreements also provide that each party may use the intellectual property marks of the other party without charge. These agreements may be terminated by either party with 30 days' notice.

Services Partners Agreements. We have service provider agreements with Coup Marketing Asia Pacific Sdn. Bhd. D/B/A Pay's Gift and MOL Access Portal Sdn. Bhd. D/B/A Razer Gold in which Pay's Gift and Razer Gold provide us with e-vouchers for use on the ZCITY App that provide users with discounts on goods and services of many top multinational and lifestyle brands, including gas, clothing, fast food, movie theaters and others. We pay the service partner for the cost of the e-voucher plus a service fee. These contracts provide for the use by us of the trademarks of the service providers and may be terminated at any time with 30 days' notice. TADAA Technologies has also entered into an agreement with Apigate Sdn Bhd, a wholly-owned subsidiary of Axiata Digital, branded as Boost Connect. This agreement was entered into on July 28, 2023, and commenced on the same date, July 28, 2023. It shall continue until March 1, 2024. Apigate Sdn Bhd is a global digital monetization and customer growth platform ecosystem provider, which offers us the services for the reselling of digital vouchers.

Local Strategic Partner Agreements. We have local strategic partner agreements with iPay88. The agreements we enter into with these local strategic partners provide us with payment gateways (i.e. online "checkout" portals) used to enter credit card information for payment of goods and services.

The iPay88 agreement was entered into on August 6, 2021 and provides our users with payment gateways that include credit card processing, online banking services from certain banks in Malaysia and eWallet payment processing such as Touch' N Go eWallet, Grabpay, ShopeePay, Boost eWallet etc. for which iPay88 receives a fee ranging from 1.0% to 1.6% of the processed transaction depending on the credit card used or if the transaction is online banking or eWallet.

TADAA Technologies Sdn. Bhd (formerly known as ZCity Sdn Bhd and Gem Reward Sdn Bhd), has entered into a business partner agreement with CIMB Bank to establish a payment gateway. This agreement enables users to conveniently make payments using their CIMB Bank credit and debit cards. Additionally, users have the added benefit of enjoying rewards for their spending at TADAA Technologies through this partnership.

Local Demands Agreements. We have local demand agreements with Digi Telecommunication Sdn. Bhd. ("Digi") and ATX Distribution Sdn. Bhd. ("ATX") which provide ZCITY App users bill payment services.

The Digi agreement was entered on December 16, 2021 and provides our users with bill payment services for all of its telecommunication products and services to postpaid subscribers. We receive a commission from Digi of 0.5% for each transaction. ZCITY App users may also use Digi's prepaid automatic internet payment service for which we receive a commission from Digi of 2.5% for each reload. The Digi agreement may be terminated by either party with 30 days' notice. CelcomDigi kicked off full-scale integration of Digi & Celcom network in December 2022. This marks one of the largest telecommunications network deployment projects in Malaysia.

The ATX agreement was entered into on November 8, 2021 whereby ATX and provides our users with bill payment services for many companies in Malaysia, including but not limited to, certain utilities, telecommunication companies, insurance companies, entertainment companies and charities. We receive a commission on each transaction from ATX at different rates depending on the company for which the bill is being paid. The ATX agreement may be terminated by either party with 30 days' notice.

The Company has both direct and indirect relationships with merchants and service providers. In terms of the Company's indirect relationships, through the service partner's agreement the Company is able to offer e-vouchers for leading brands including, among others, Shell, Lazada FamilyMart and Watsons; while via the iPay88 agreement, the Company gains access to other e-wallet providers, such as Boost and Grabpay. Additionally, through the Company's agreement with ATX Distribution, it is able to gain access to bill payment services provided by Malaysia's telco service provider such as, among others, CelcomDigi, U Mobile, Astro and Air Selangor.

Download ZCITY App



ZCITY App is free to download from the Google Play Store, Apple iOS Store, and Huawei AppGallery.

ZCITY Apps's Reward Points Program

Operating under the hashtag #RewardsOnRewards, we believe the ZCITY App reward points program encourages users to sign up the app, as well as increasing user engagement and spending on purchases/repeat purchases and engenders user loyalty.

Furthermore, we believe the simplicity of the steps to obtaining Reward Points (or "RP") is an attractive incentive to user participation in that participants receive:

- 200 RP for registration as a new user;
- 100 RP for referral of a new user;
- Conversion of Malaysian ringgit spent into RP;
- 50% RP of every user paid amount; and
- 25% RP of every referred user paid amount as a result of the referral.

The key objectives of our RP are:

- Social Engagement;
- RP are offered to users for increased social engagement.
- Spending;
- RP incentivizes users with every MYR spent in order to increase the spending potential and to build users loyalty.
- Sign-up; and
- Drives loyalty and greater customer engagement. Every new user onboarded will get 200 RP as welcoming gift.
- Referral Program;
- Rewards users with RP when they refer a new user.

Offline Merchant

When using our ZCITY App to make payment to a registered physical merchant, the system will automatically calculate the amount of RP to deduct. The deducted RP amount is based on the percentage of profit sharing as with the merchant and the available RP of the user.

Online Merchant

When using our ZCITY App to pay utility bills or purchase any e-vouchers, our system shows the maximum RP deduction allowed and the user determines the amount of discount deducted subject to maximum deductions described below and the number of RP owned by such user.

Different features have different maximum deduction amounts. For example, for bill payments, the maximum deduction is up to 3% of the bill amount. For e-vouchers, the maximum deduction is up to 5% of the voucher amount.

In order to increase the spending power of the user, our ZCITY App RP program will credit RP to the user for all MYR paid.

Marketing Strategy - Consumer

With the number of available apps for download from the world's leading app stores totaling over four million, we believe that structured and innovative user marketing strategy is the only way to stand out in today's app market. Aside from focusing on app development and building our app features properly, we believe we need to get our app featured on the leading platforms to most successfully extend our reach and user base.

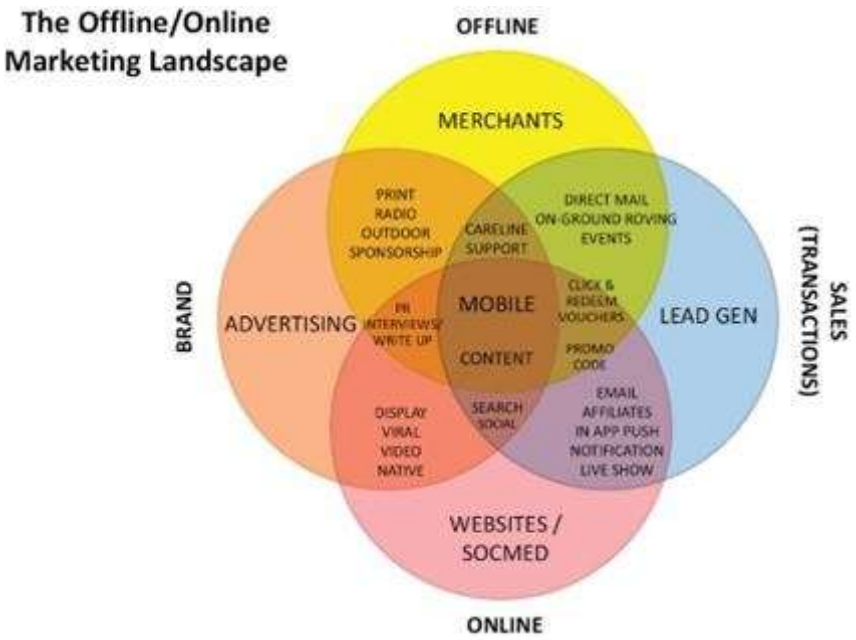
We believe that our ZCITY App marketing strategy covers the user from when they first learn about our ZCITY App, to when they become a regular repeat user. The marketing strategy for the ZCITY App involves defining our target audience, learning how best to reach them, how best to communicate with them, and analyzing their "in-app" behavior to make continuous AI driven improvements as users move through the recruitment funnel.

Ultimately, the goal of our ZCITY App marketing strategy is to acquire users that will not only drive repeat engagement, but will also become loyal advocates for the ZCITY App.

At the initial launch of the ZCITY App in June 2020, we combined both online and offline strategies in branding and marketing, which we believed would effectively communicate our objectives, reaching a prospective target audience and turning that target audience into users of our ZCITY App.

Other than just user experience and features offered in the app itself, we believe consumers are choosing brands whose messaging, marketing and values go beyond the product, and have a potentially deeper meaning to the user. For example, they may consider brand trustworthiness and identity to be major influences on their market decisions. As a result, we have focused on building brand loyalty to drive on going marketing success, increase repeat users and attain greater market share.

In this regard, we have chosen to adapt various marketing strategies, such as re-targeting users and enticing current users to use our app on multiple occasions, by providing what users look for when they choose our app in order to increase engagement and retention. The diagram below reflects the strategies we engage in to promote marketing success and avoid missed opportunities.



We adopt a multi-pronged approach to user outreach through outdoor digital billboards, radio commercials, third party editorials and advertorials, social media postings on platforms such as Facebook, Instagram, TikTok, YouTube, as well as the targeting of users through Google ads and direct email marketing to encourage downloads and promote various campaigns.



Since the outbreak of the COVID-19 pandemic, we have been very focused on reaching our target audience through digital media due to movement restrictions and retail closures. Advertisements especially on social media have become more routine.

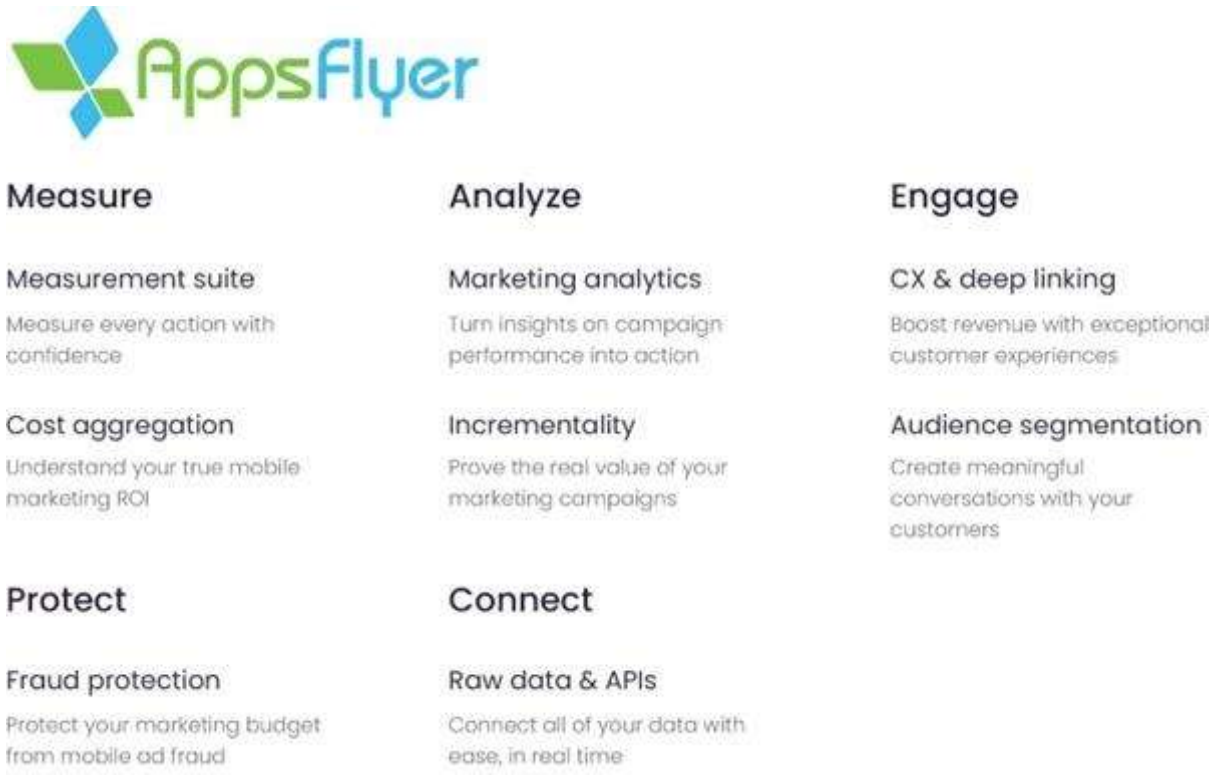


Social media-based advertising can be very targeted, helping to convert new users into repeat users and building brand loyalty. We reach potential users based on criteria, including, among others, job title, interests, marital status, and recent locations. We believe that it is much easier to measure and optimize social media campaigns while they are active. If an advertisement isn't producing the expected results, we can suspend the campaign or reallocate funds on demand.

Another key media vehicle that we utilize is Universal App Campaign (or "UAC") by Google. UAC helps promote our ZCITY App across Google's largest properties including Google Search, Google Play Store, YouTube, and the Google Display Network. It combines information Google has on users' tendencies and perceived intents outside of the app (such as what they have searched for, what other apps they have downloaded and what they watched on YouTube) with advertisers' information on user actions in the app.

UAC then uses machine learning technology to make decisions for each ad by analyzing potential data signal combinations in real-time, including the platform where users are most likely to engage with our ad (such as YouTube or Gmail), the right ad format (whether video, text, or combination of the two) and keywords that will perform best for our marketing goals.

In addition, in order to obtain more accurate data for analysis, AppsFlyer SDK is installed in our ZCITY App, where it provides conversion data of user acquisition and retention campaigns. Through AppsFlyer SDK, we can monitor digital media activities to optimize our marketing budget. The data can be utilized and turned into actionable insights (to run campaigns and promotions which users are more favorable to) that will share our strategic and tactical business decisions, while boosting the ZCITY App brand presence.



Marketing Strategy - Merchants "6Cs" Strategy

In order to roll out our system, we plan to implement our 6Cs marketing strategy: clients, convenience, competition, consistency with creative content, corporate social responsibilities and credibility.

Clients (Soon-to-be F&B Owners). We have forecast potential merchants by category, which will enable us to create a marketing plan that will attract them by aligning our promotional content with their business interests and ideals. We will initiate advertisements that connect with their preferences and generate brand loyalty.

Convenience. We plan to demonstrate the convenience provided by our ZCITY App by launching a digitalization initiative which can get a merchant up and running on our platform within 24 hours. We believe this strategy emphasizes the ease of onboarding potential merchants and the potential positive transformation of their business in the shortest amount of time.

Competition. To further differentiate our system from our competitors, we expect to identify, compare and discover issues within their business model of operations against our own business model.

Consistency with Creative Content. We plan to maintain a consistent brand image across all our current marketing approaches with creative and innovative content. We strive to make our brand recognizable to stand out among competitors to increase brand awareness and recognition.

Corporate Social Responsibilities. We expect to integrate social and environmental concerns in our business operations to gain positive publicity and recognition and greater market exposure. For example, our "Green Oil" program will allow our merchants to contribute to zero pollution by recycling used cooking oil with one of our strategic partners.

Credibility. We expect to prove our credibility by presenting our expertise to potential merchants who are seeking alternative business strategies in the ever-expanding technological age. We believe that promoting a credible and reliable system for merchants will increase referrals and positive reviews.

Revenue Model

TADAA Technologies' revenues are generated from a diversified mix of:

- e-commerce activities for users;
- services to merchants to help them grow their businesses; and
- membership subscription fees.

The revenue streams consist of "Consumer Facing" revenues and "Merchant Facing" revenues.

The revenue streams can be further categorized as following: (1) product and loyalty program revenue, (2) transaction revenue, and (3) agent subscription revenue. Please see *"Management's Discussion and Analysis - Revenue Recognition*."

Our Competitive Strengths

Powerful, Unique and Integrated App. We have designed an application - the ZCITY App - which serves both consumers and merchants in ways that concurrently maximize value creation and enhance the shopping experience. Furthermore, through the application of our proprietary developed AI technology, we can offer consumers a more personalized and targeted rewards offering/experience.

Unique Loyalty Program. Operating under our hashtag #RewardsOnRewards, we believe our RP program increases user engagement and loyalty. Through consumer redemption and platform issuance of RP, we believe our system is advantageous to both consumers and merchants.

Attractive Markets. We currently operate in Malaysia, which according to the IMF is expected to average annual growth rate of 4.5% GDP growth over the next five years.[14] See Part I, Item 1.*"Business - Market Opportunity.*"

As we scale our operations, we intend to expand to other countries in Southeast Asia, which possesses solid economic fundamentals, fast growing middle classes, favorable demographic trends and accelerating adoption of mobile technology.

Experienced Management Team. Our executives and directors combine decades of on-the-ground local e-commerce operations and social media marketing experience, as well as professional expertise in the global finance field.

Our Growth Strategy

Our main goal is focused on the recruitment of new consumers and the registration of as many merchants as possible in the most efficient way in the shortest amount of time. We believe that this approach establishes a cycle where more consumers lead to more merchants and more merchants lead to more consumers. External partnerships play an important part in our business, as we will continue sourcing more delivery partners to offer our merchants greater flexibility.

Consumer Growth. We strive to provide consumers with a smarter shopping experience from ordering to receiving goods and services as one seamless process. Our marketing efforts will focus on attracting consumers by awarding RP upon the execution of successful transactions (where they can redeem instant rebates).

Merchant Growth. We feel our ZCITY App has the potential to pioneer a generation of technologically astute "Smart Merchants," effectively encouraging more merchants to join the technological trend. Apart from the technological advantages, merchants would be able to gain access to a significant consumer database of nearly 2.7 million registered users currently for their own brand marketing.

14IMF:*https://www.imf.org/en/News/Articles/2023/05/31/pr23191-malaysia-imf-executive-board-concludes-2023-article-iv-consultation-with-malaysia*

Partner Growth. We are continuously enhancing the ZCITY App through adding further strategic partnerships. We believe that collaborations will enable merchants and consumers to have more options to choose from and the delivery speed and rates related to transparency will benefit all parties.

Expansion Growth. With our proven systems and by leveraging our large network, leading technology, operational excellence, and product expertise, we expect the ZCITY App to launch and scale our expansion plans to neighboring countries such as Indonesia, Thailand, and Japan, by partnering with or acquiring local establishments.

Acquisition Growth. In order to complement our organic growth strategy, we will continue to evaluate investment and acquisition opportunities that will enable us to become market leaders. Our anticipated investments and acquisitions of other e-commerce platforms in different verticals are expected to expand our service offerings and attract new consumers and merchants. We expect negotiations with acquisition targets in the e-Commerce industries. Furthermore, we would expect to finance such acquisitions through internal and potential financings from the stock market.

Strategic Partnerships

We have entered into agreements with various Malaysian companies i.e.: Touch'nGo e-wallet marketing, iPay88, Boost eWallet, Digi and Grabpay eWallet to provide essential services to our ZCITY App platform.

Strategic partnerships are vital to our strategy and operations, as they enable the ZCITY App to offer more value-added services to both our consumers and merchants. Through our partnerships, we intend to gain low-cost access to our partners' users, where possible, to drive user conversion. Our marketing approach to acquire strategic partners focuses on the benefits of brand awareness, stressing the ability to access a larger pool of consumers and clients while reducing marketing expenses via joint marketing efforts like crossover marketing campaigns, digital marketing and affiliate programs.

Competitive Outlook

We compete with other online platforms and apps for merchants, who can sell their products/services on other online shopping marketplaces and other food ordering platforms. We also compete with other e-commerce platforms and apps, fashion and lifestyle retailers and restaurants for the attention of consumers. Consumers have the choice of shopping with any online or offline retailer, large marketplaces or restaurant chain. We compete for consumers and merchants based on our ability to deliver a personalized e-commerce experience with an easy-to-use mobile app, unique cross-business reward system, instant rebate & cashback, and a trusted payment gateway which is both secure and convenient.

Within the Malaysian market, we believe the principal competitors to the ZCITY App to include, but not limited to Fave and Shopback. We have set out below how we perceive the ZCITY App differentiates our offering from these competitors in the Malaysian market both downstream (services provided to consumers) and upstream (services provided to merchants).



The information with respect to Fave was obtained from Fave's website at *https://help.myfave.com/hc/en-us/articles/115000181194-How-do-I-pay-with-FavePay-*.

The information with respect to Shop Back was obtained from Shop Back's website at *https://support.shopback.my/hc/en-us/articles/360037382453-Is-there-a-payment-method-not-eligible-for-Cashback-*.

We expect to be able to successfully compete for merchants based on our unique cross-business reward system, reward points module, instant rebate and cashback program, upcoming new features, which we expect will build lasting customer loyalty for our merchants, as well as our personalized, data-driven approach to customer engagement, both of which ensure that our success is aligned with that of our merchants.

Intellectual Property Matters

Our technology and ZCITY App are comprised of copyrightable and/or patentable subject matter licensed by our Malaysian subsidiaries, TADAA Technologies. Our intellectual property assets include trade secrets associated with our software platform. We have successfully carried out development of our multilayer cloud-based software platform based upon our reliance on third parties for payment and reward points deployment. As a result, we can monetize our software by making it available in locations such as the Apple iOS Store, Google Play Store, Huawei AppGallery and compatible with existing payment systems depending on the country's regulatory requirements. We are currently focusing on using our intellectual property in Malaysia and plan to expand further into Southeast Asia as part of our strategy. The loss of all of these third-party payment facilitators could not be easily replaced and therefore could materially affect our business and results of operations.

Trademarks. TADAA Technologies has filed one trademark application stylized as "ZCITY" with the trademark offices of Malaysia. The name and mark, ZCITY App and other trade names and service marks of TADAA Technologies in this prospectus are our property.

Patents. TADAA Technologies has filed one patent application entitled "A Revenue Allocation System" with the Patents Registration Office of Malaysia.

We manage all our intellectual property matters in Malaysia including the registration of patents, trademarks, trade names, and service marks in the name of TADAA Technologies, our subsidiary in Malaysia. While we have not delineated each of our trademarks, the foregoing constitutes our material trademarks. Without prejudice to the generality of foregoing, TADAA Technologies is, inter alia, the direct owner of the registered trademark "ZCITY" in connection with artificial intelligence software, electronic payment services, loyalty programs, SaaS platforms, and other subsets of our business.

Information Technology Protection. All of our software development professionals are required to sign and are bound by the IT Infrastructure, Security, Email, Intranet Usage Policy Manual (the "IT Policy Manual"), which governs use of our hardware, software, code, source code, data, computational data, screen data, analytics dashboards, data displayed on screens, emails, intranet and internet. This IT Policy Manual establishes standard practices and rules for responsible, safe, and productive use of our intellectual property, information and assets and is expected to ensure the protection of information and prevention of any misuse.

We have internally implemented the "Active Directory and VPN" to manage access to our assets in order to prevent any intentional or unintentional leaks of sensitive data, documentation or information, as well as to prevent users from installing irrelevant software or malware viruses.

Our ZCITY App's server is hosted on the AWScloud and is compliant with SOC2, which we believe securely manages our data across six aspects:

- Security - protects the system resources against unauthorized access. Apply security group rules as security control. Enabled AWS WAF rule for more protection. AWS WAF (Web Application Firewall) is a managed security service provided by Amazon Web Services (AWS) that helps protect web applications from various web-based attacks. It acts as a protective layer between your web applications and the internet, allowing you to control and monitor incoming traffic to your web applications.

- Availability - makes sure the server accessibility meets the SLA. Regularly review and report on server availability metrics to track performance against SLA targets. Provide transparent reporting to stakeholders, including customers, about server uptime and downtime. Moreover, continuously monitor and analyze server performance data (AWS) to identify areas for improvement. Implement optimizations to enhance server availability and performance over time.

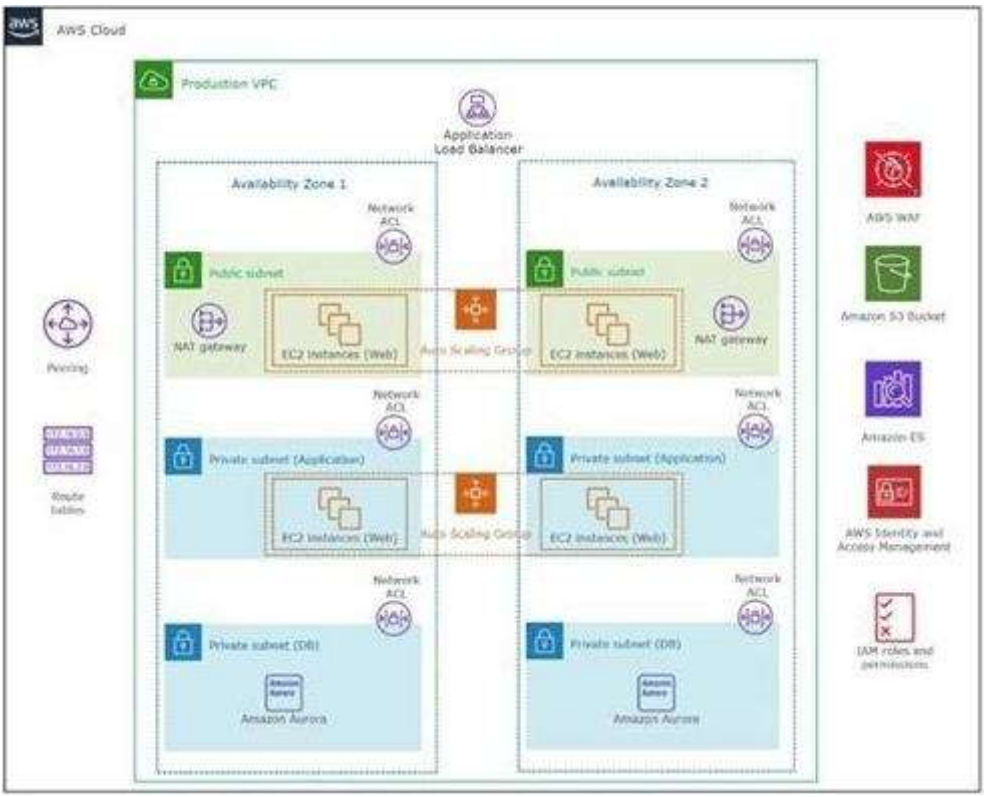
- Processing integrity - data process monitoring couple with quality assurance procedures can help ensure processing integrity.

- Confidentiality - data is encrypted during network transmission. Subscripted to the cloud flare service, which offers a range of services to protect websites, applications, and company data.

- Privacy - data collection, use, retention, disclosure and disposal of personal information in conformity.

- Backup - Enabled AWS Backup service. It helps you centralize and automate the backup of data across various AWS services and on-premises resources. AWS Backup is designed to be efficient, scalable, and reliable.

We practice Disaster Recovery SOP to easily overcome disaster events efficiently. We have in place a "Disaster Recovery" ("DR") initiative, which we rely on the "AWS" cloud facilities to ensure as described below:



The architecture diagram shows how "AWS" cloud architect is powered by distributed servers and database services across multiple zones to ensure disaster recovery on deployment across multiple data centers, once the Application Load Balancer (ALB) detects the primary unavailable then it will direct all traffic to other in-service data centers.[29]

The controls for restricting user access to our system and data, include:

1) User authorization

2) Maintaining the user access log

3) Periodic review user access

4) Revoking user access

5) Managing Privileged User access

6) Separation of Duties to reduce the risk of misuse of client code and assets

7) Change management, risk management and issue management are exercised as part of Management Reviews

29 Disaster Recovery - First-in-class automated disaster recovery mechanism with multi-AZ support
https://docs.aws.amazon.com/whitepapers/latest/disaster-recovery-workloads-on-aws/disaster-recovery-options-in-the-cloud.html

Litigation

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. We believe that we do not have any pending or threatened litigation which, individually or in the aggregate, would have a material adverse effect on our business, results of operations, financial condition, and/or cash flows.

Properties

We lease and maintain our offices at located at 276 5th Avenue, Suite 704 #739, New York, New York 10001 and B03-C-13A, Menara 3A, KL Eco City, No. 3 Jalan Bangsar, 59200 Kuala Lumpur, Malaysia.

Human Capital Resources

As of June 30, 2026, we had a total of 12 full-time employees. We engage consultants on an as-needed basis to supplement existing staff. Since the onset of the COVID-19 pandemic, we have taken an integrated approach to helping our employees manage their work and personal responsibilities, with a strong focus on employee well-being, health, and safety.

Our human capital resources objectives include, as applicable, identifying, recruiting, retaining, incentivizing and integrating our existing and new employees, advisors and consultants. The principal purposes of our equity and cash incentive plans are to attract, retain and reward personnel through the granting of stock-based and cash-based compensation awards, in order to increase stockholder value and the success of our Company by motivating such individuals to perform to the best of their abilities and achieve our objectives.

Available Information

Our corporate website address is *https://treasureglobal.org*. Our ZCITY website address is *https://zcity.world*. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, any amendments to those reports, and registration statements filed or furnished with the SEC, are available free of charge through our website. We make these materials available through our website as soon as reasonably practicable after we electronically file such materials with, or furnish such materials to, the SEC. The reports filed with the SEC by our executive officers and directors pursuant to Section 16 under the Exchange Act are also made available, free of charge on our website, as soon as reasonably practicable after copies of those filings are provided to us by those persons. These materials can be accessed through the “Investors” section of our website. The information contained in, or that can be accessed through, our website is not part of this Annual Report on Form 10-K.

Item 1A. Risk Factors.

Investing in our common stock is highly speculative and involves a significant degree of risk. Before you invest in our securities, you should give careful consideration to the following risk factors, in addition to the other information included in this Annual Report on Form 10-K, including our financial statements and related notes, before deciding whether to invest in our securities. The occurrence of any of the adverse developments described in the following risk factors could materially and adversely harm our business, financial condition, results of operations or prospects. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to Our Business

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

We have incurred substantial operating losses since our inception. For the year ended June 30, 2026, we had approximately $1.6 million cash on hand, an accumulated deficit of approximately $72.5 million at June 30, 2026, a net loss of approximately $11.1 million for the year ended June 30, 2026, and approximately $6.9 million net cash used by operating activities for the year ended June 30, 2026. The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. We anticipate incurring additional losses until such time, if ever, that we will be able to effectively market our products.

Also, we will seek to obtain additional capital through the sale of debt or equity financing or other arrangements to fund operations; however, there can be no assurance that we will be able to raise needed capital under acceptable terms, if at all. The sale of additional equity may dilute existing stockholders and newly issued shares may contain senior rights and preferences compared to currently outstanding shares of common stock. Issued debt securities may contain covenants and limit our ability to pay dividends or make other distributions to stockholders. If we are unable to obtain such additional financing, future operations would need to be scaled back or discontinued. Due to these factors, management believes that there is substantial doubt in our ability to continue as a going concern for twelve months from the issuance of these consolidated financial statements.

If we have insufficient capital to operate our business under our current business plan, we have contingency plans for our business that include, among other things, the delay of the introduction of new products and a reduction in headcount which is expected to substantially reduce revenue growth and delay our profitability. There can be no assurance that our implementation of these contingency plans will not have a material adverse effect on our business.

We have a limited operating history in an evolving industry, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.

We have a limited operating history on which to base an evaluation of our business and prospects. We are subject to all the risks inherent in a small company seeking to develop, market and distribute new services, particularly companies in evolving markets such as the internet, technology and payment systems. The likelihood of our success must be considered, in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the development, introduction, marketing and distribution of new products and services in a competitive environment.

Such risks for us include, but are not limited to, dependence on the success and acceptance of our services, the ability to attract and retain a suitable client base and the management of growth. To address these risks, we must, among other things, generate increased demand, attract a sufficient clientele base, respond to competitive developments, increase the “ZCITY” brand names’ visibility, successfully introduce new services, attract, retain and motivate qualified personnel and upgrade and enhance our technologies to accommodate expanded service offerings. In view of the rapidly evolving nature of our business and our limited operating history, we believe that period-to-period comparisons of our operating results are not necessarily meaningful and should not be relied upon as an indication of future performance.

We are therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues.

If we fail to raise capital when needed it will have a material adverse effect on our business, financial condition and results of operations.

We have limited revenue-producing operations and will require the proceeds from our recently concluded offering to execute our full business plan. We believe the proceeds from our previous offering will be sufficient to cover our funding needs until part way through the first calendar quarter of 2027. Further, no assurance can be given if additional capital is needed as to how much additional capital will be required or that additional financing can be obtained, or if obtainable, that the terms will be satisfactory to us, or that such financing would not result in a substantial dilution of shareholder interest. A failure to raise capital when needed would have a material adverse effect on our business, financial condition and results of operations. In addition, debt and other equity financing may involve a pledge of assets and may be senior to interests of equity holders. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital or to pursue business opportunities, including potential acquisitions. If adequate funds are not obtained, we may be required to reduce, curtail or discontinue operations.

None of our material contracts are long-term and if not renewed could have a material adverse effect on our business.

We have entered into material contracts with a number of companies that directly or indirectly provide the goods and services that appear on our ZCITY App. The majority of these contracts can be terminated by any party with 30 days' notice. The contract with iPay88 (the "iPay88 Agreement"), which provides the payment gateway for many of the brands that can be accessed through the ZCITY App, has no termination clause which means that iPay88 could terminate the iPay88 Agreement without any notice. If one or more of these contracts were not renewed or were terminated and we were not able to enter into agreements with others that could replace these services, the ZCITY App could lose material features and in turn we could find it harder to maintain and grow our user base, which would have a material adverse effect on our business. For a description of these material contracts See "*Business - About ZCITY App*."

We rely on email, internet search engines and application marketplaces to drive traffic to our ZCITY App, certain providers of which offer products and services that compete directly with our products. If links to our applications and website are not displayed prominently, traffic to our ZCITY App could decline and our business would be adversely affected.

Email continues to be a verification source of organic traffic for us. If email providers or internet service providers implement new or more restrictive email or content delivery or accessibility policies, including with respect to net neutrality, it may become more difficult to deliver emails to our users or for user verification process. For example, certain email providers, including Google, categorize our emails as "promotional," and these emails are directed to an alternate, and less readily accessible, section of a users' inbox. If email providers materially limit or halt the delivery of our emails, or if we fail to deliver emails to users in a manner compatible with email providers' email handling or authentication technologies, our ability to contact users through email could be significantly restricted. In addition, if we are placed on "spam" lists or lists of entities that have been involved in sending unwanted, unsolicited emails, marketing campaigns and business updates could be substantially harmed.

We rely heavily on Internet search engines, such as Google, to drive traffic to our ZCITY App through their unpaid search results and on application marketplaces to drive downloads of our applications. Although search results and application marketplaces have allowed us to attract a large audience with low organic traffic acquisition costs to date, if they fail to drive sufficient traffic to our ZCITY App, we may need to increase our marketing spend to acquire additional traffic. We cannot assure you that the value we ultimately derive from any such additional traffic would exceed the cost of acquisition, and any increase in marketing expense may in turn harm our operating results.

The amount of traffic we attract from search engines is due in large part to how and where information from and links to our website are displayed on search engine result pages. The display, including rankings, of unpaid search results can be affected by a number of factors, many of which are not in our direct control, and may change frequently. Search engines have made changes in the past to their ranking algorithms, methodologies and design layouts that may have reduced the prominence of links to our ZCITY App and negatively impacted our traffic, and we expect they will continue to make such changes from time to time in the future. Similarly, marketplace operators may make changes to their marketplaces that make access to our products more difficult. For example, our applications may receive unfavorable treatment compared to the promotion and placement of competing applications, such as the order in which they appear within marketplaces.

We may not know how or otherwise be in a position to influence search results or our treatment in application marketplaces. With respect to search results in particular, even when search engines announce the details of their methodologies, their parameters may change from time to time, be poorly defined or be inconsistently interpreted. For example, Google previously announced that the rankings of sites showing certain types of app install interstitials could be penalized on its mobile search results pages. While we believe the type of interstitial we currently use is not being penalized, we cannot guarantee that Google will not unexpectedly penalize our app install interstitials, causing links to our mobile website to be featured less prominently in Google's mobile search results and harming traffic to our ZCITY App as a result.

In some instances, search engine companies and application marketplaces may change their displays or rankings in order to promote their own competing products or services or the products or services of one or more of our competitors. For example, Google has integrated its local product offering with certain of its products, including search and maps. The resulting promotion of Google's own competing products in its web search results has negatively impacted the search ranking of our website. Because Google in particular is the most significant source of traffic to our website, accounting for a substantial portion of the visits to our website, our success depends on our ability to maintain a prominent presence in search results for queries regarding local businesses on Google. As a result, Google's promotion of its own competing products, or similar actions by Google in the future that have the effect of reducing our prominence or ranking on its search results, could have a substantial negative effect on our business and results of operations.

The ecommerce market is highly competitive and if we do not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis our business could be adversely affected.

The internet-based ecommerce business is highly competitive and we compete with several different types of companies that offer some form of user-vendor connection experience, as well as marketing data companies. Certain of these competitors may have greater industry experience or financial and other resources than us.

To become and remain competitive, we will require research and development, marketing, sales and client support. We may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect our business, financial condition and results of operations. We intend to differentiate ourselves from competitors by developing a payments platform that allows consumers and merchants to accept and use bonus points.

The market for consumer's lifestyle is rapidly evolving and intensely competitive, and we expect competition to intensify further in the future. There is no guarantee that any factors that differentiate us from our competitors will give us a market advantage or continue to be a differentiating factor for us in the foreseeable future. Competitive pressures created by our direct or indirect competitors could have a material adverse effect on our business, results of operations and financial condition.

If we are unable to expand our systems or develop or acquire technologies to accommodate increased volume or an increased variety of operating systems, networks and devices broadly used in the marketplace our ZCITY App could be impaired.

We seek to generate a high volume of traffic and transactions through our technologies. Accordingly, the satisfactory performance, reliability and availability of our website and platform, processing systems and network infrastructure are critical to our reputation and our ability to attract and retain large numbers of users who transact sales on our platform through a variety of operating systems, networks and devices while maintaining adequate customer service levels. Our revenues depend, in substantial way, on the volume of user transactions that are successfully completed. Any system interruptions that result in the unavailability of our service or reduced customer activity would ultimately reduce the volume of transactions completed. Interruptions of service may also diminish the attractiveness of our company and our services. Any substantial increase in the volume of traffic on our ZCITY App, the number of transactions being conducted by customers or substantial increase in the variety of operating systems, networks or devices that are broadly used in the market will require us to expand and upgrade our technology, transaction processing systems and network infrastructure. There can be no assurance that we will be able to accurately project the rate or timing of increases, if any, in the use of the ZCITY App or timely expand and upgrade our systems and infrastructure to accommodate such increases or increases in the variety of operating systems, networks or devices in a timely manner. Any failure to expand or upgrade our systems could have a material adverse effect on our business, results of operations and financial condition.

We use internally developed systems to operate our service and for transaction processing. We must continually enhance and improve these systems in order to accommodate the level of use of our products and services and increase our security. Furthermore, in the future, we may add new features and functionality to our services that would result in the need to develop or license additional technologies. Our inability to add new software and hardware to develop and further upgrade our existing technology, transaction processing systems or network infrastructure to accommodate increased traffic on our platforms or increased transaction volume through our processing systems or to accommodate new operating systems, networks or devices broadly used in the marketplace or to provide new features or functionality may cause unanticipated system disruptions, slower response times, degradation in levels of customer service, impaired quality of the user's experience on our service, and delays in reporting accurate financial information. There can be no assurance that we will be able in a timely manner to effectively upgrade and expand our systems or to integrate smoothly any newly developed or purchased technologies with our existing systems. Any inability to do so would have a material adverse effect on our business, results of operations and financial condition.

As we increase our reliance on cloud-based applications and platforms to operate and deliver our products and services, any disruption or interference with these platforms could adversely affect our financial condition and results of operations.

We rely on cloud-based applications and platforms for critical business functions. We also are migrating a significant portion of our computing infrastructure to third party hosted cloud-based computing platforms. If we are not able to complete this migration on our expected timeline, we could incur additional costs. Further, these migrations can be risky and may cause disruptions to the availability of our products due to service outages, downtime or other unforeseen issues that could increase our costs. We also may be subject to additional risk of cybersecurity breaches or other improper access to our data or confidential information during or following migrations to cloud-based computing platforms. In addition, cloud computing services may operate differently than anticipated when introduced or when new versions or enhancements are released. As we increase our reliance on cloud-based computing services, our exposure to damage from service interruptions may increase. In the event any such issues arise; it may be difficult for us to switch our operations from our primary cloud-based providers to alternative providers. Further, any such transition could involve significant time and expense and could negatively impact our ability to deliver our products and services, which could harm our financial condition and results of operations.

Our failure to successfully market our ZCITY App could result in adverse financial consequences.

We believe that continuing to strengthen our ZCITY App is critical to achieving our widespread acceptance, particularly in light of the competitive nature of our market. Promoting and positioning our ZCITY App will depend largely on the success of our marketing efforts and our ability to provide high quality services. In order to promote our ZCITY App, we will need to increase our marketing budget and otherwise increase our financial commitment to creating and maintaining brand loyalty among users. There can be no assurance that ZCITY App promotion activities will yield increased revenues or that any such revenues would offset the expenses incurred by us in building our ZCITY App. Further, there can be no assurance that any new users attracted to us will conduct transactions over the ZCITY App on a regular basis. If we fail to promote and maintain our brand or incur substantial expenses in an attempt to promote and maintain our brand or if our existing or future strategic relationships fail to promote the ZCITY App or increase awareness, our business, results of operations and financial condition would be materially adversely affected.

We may not be able to successfully develop and promote new products or services which could result in adverse financial consequences.

We plan to expand our operations by developing and promoting new or complementary services, products or transaction formats or expanding the breadth and depth of services. There can be no assurance that we will be able to expand our operations in a cost-effective or timely manner or that any such efforts will maintain or increase overall market acceptance. Furthermore, any new business or service launched by us that is not favorably received by consumers could damage our reputation and diminish the value of our brand. Expansion of our operations in this manner would also require significant additional expenses and development, operations and other resources and would strain our management, financial and operational resources. The lack of market acceptance of such services or our inability to generate satisfactory revenues from such expanded services to offset their cost could have a material adverse effect on our business, results of operations and financial condition.

In addition, if we are unable to keep up with changes in technology and new hardware, software and services offerings, for example, by providing the appropriate training to out account managers, sales technology specialists, engineers and consultants to enable them to effectively sell and deliver such new offerings to customers, our business, results of operations or financial condition could be adversely affected.

A decline in the demand for goods and services of the merchants included in the ZCITY App could result in adverse financial consequences.

We expect to derive most of our revenues from fees from successfully completed transactions on our consumer facing platforms. Our future revenues will depend upon continued demand for the types of goods and services that are offered by the merchants that are included on such platforms. Any decline in demand for the goods offered through our services as a result of changes in consumer trends could have a material adverse effect on our business, results of operations and financial condition.

The effective operation of our platform is dependent on technical infrastructure and certain third-party service providers.

Our ability to attract, retain and serve customers is dependent upon the reliable performance of our ZCITY App and the underlying technical infrastructure. We may fail to effectively scale and grow our technical infrastructure to accommodate these increased demands. In addition, our business will be reliant upon third party partners such as financial service providers and cash-out providers, payment terminals and equipment providers. Any disruption or failure in the services from third party partners used to facilitate our business could harm our business. Any financial or other difficulties these partners face may adversely affect our business, and we exercise little control over these partners, which increases vulnerability to problems with the services they provide.

There is no assurance that we will be profitable.

There is no assurance that we will earn profits in the future or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue our business development and marketing activities. If we do not have sufficient capital to fund our operations, we may be required to reduce our sales and marketing efforts or forego certain business opportunities.

We could lose the right to the use of our domain names.

We have registered domain names for our website that we use in our business. If we lose the ability to use a domain name, whether due to trademark claims, failure to renew the applicable registration, or any other cause, we may be forced to market our products under a new domain name, which could cause us substantial harm, or to incur significant expense in order to purchase rights to the domain name in question. In addition, our competitors and others could attempt to capitalize on our brand recognition by using domain names similar to ours, especially in light of our expected expansion in SEA countries and East Asia. Domain names similar to ours may be registered in the United States and elsewhere. We may be unable to prevent third parties from acquiring and using domain names that infringe on, are similar to, or otherwise decrease the value of our brand or our trademarks or service marks. Protecting and enforcing our rights in our domain names may require litigation, which could result in substantial costs and diversion of management's attention.

We may be required to expend resources to protect ZCITY App information or we may be unable to launch our services.

From time to time, other companies may copy information from our ZCITY App, through website scraping, robots or other means, and publish or aggregate it with other information for their own benefit. We have no assurance that other companies will not copy, publish or aggregate content from our ZCITY App in the future. When third parties copy, publish or aggregate content from our ZCITY App, it makes them more competitive, and decreases the likelihood that consumers will visit our website or use our mobile app to find the information they seek, which could negatively affect our business, results of operations and financial condition. We may not be able to detect such third-party conduct in a timely manner and, even if we could, we may not be able to prevent it. In some cases, particularly in the case of websites operating outside of the United States, our available remedies may be inadequate to protect us against such practices. In addition, we may be required to expend significant financial or other resources to successfully enforce our rights.

Breaches of our online commerce security could occur and could have an adverse effect on our reputation.

A significant barrier to online commerce and communications is the secure transmission of confidential information over public networks. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography and cybersecurity or other events or developments will not result in a compromise or breach of the technology used by us to protect customer transaction data. If any such compromise of our security were to occur, it could have a material adverse effect on our reputation and, therefore, on our business, results of operations and financial condition. Furthermore, a party who is able to circumvent our security measures could misappropriate proprietary information or cause interruptions in our operations. We may be required to expend significant capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches. Concerns over the security of transactions conducted on the Internet and other online services and the privacy of users may also inhibit the growth of the Internet and other online services generally, and the Web in particular, especially as a means of conducting commercial transactions. To the extent that our activities involve the storage and transmission of proprietary information, security breaches could damage our reputation and expose us to a risk of loss or litigation and possible liability. There can be no assurance that our security measures will prevent security breaches or that failure to prevent such security breaches will not have a material adverse effect on our business, results of operations and financial condition.

We may not have the ability to manage our growth.

We anticipate that significant expansion will be required to address potential growth in our customer base and market opportunities. Our anticipated expansion is expected to place a significant strain on our management, operational and financial resources. To manage any material growth of our operations and personnel, we may be required to improve existing operational and financial systems, procedures and controls and to expand, train and manage our employee base. There can be no assurance that our planned personnel, systems, procedures and controls will be adequate to support our future operations, that management will be able to hire, train, retain, motivate and manage required personnel or that our management will be able to successfully identify, manage and exploit existing and potential market opportunities. If we are unable to manage growth effectively, our business, prospects, financial condition and results of operations may be materially adversely affected.

We rely on the performance of highly skilled personnel, and if we are unable to attract, retain and motivate well-qualified employees, our business could be harmed.

We are, and will be, heavily dependent on the skill, acumen and services of our management and other employees. Our future success depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and we may incur significant costs to attract them. In addition, the loss of any of our senior management or key employees could materially adversely affect our ability to execute our business plan, and we may not be able to find adequate replacements. All of our officers and employees are at-will employees, which means they may terminate their employment relationship with us at any time, and their knowledge of our business and industry would be extremely difficult to replace. We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees. If we do not succeed in attracting well-qualified employees or retaining and motivating existing employees, our business could be harmed.

Illegal use of our ZCITY App could result in adverse consequences to us.

Despite measures we will implement to detect and prevent identify theft or other fraud, our ZCITY App remains susceptible to potentially illegal or improper uses. Despite measures we will take to detect and lessen the risk of this kind of conduct, we cannot assure that these measures will succeed. Our business could suffer if customers use the ZCITY App for illegal or improper purposes.

If merchants on our ZCITY App are operating illegally, we could be subject to civil and criminal lawsuits, administrative action and prosecution for, among other things, money laundering or for aiding and abetting violations of law. We would lose the revenues associated with these accounts and could be subject to material penalties and fines, both of which would seriously harm our business.

We are subject to certain risks by virtue of our international operations.

We operate and expand internationally. We expect to expand our international operations significantly by accessing new markets abroad and expanding our offerings in new languages: not less than all languages in SEA countries and Japan. Our platform is now available in English and several other languages. However, we may have difficulty modifying our technology and content for use in non-English-speaking markets or fostering new communities in non-English-speaking markets. Our ability to manage our business and conduct our operations internationally requires considerable management attention and resources, and is subject to the particular challenges of supporting a rapidly growing business in an environment of multiple languages, cultures, customs, legal systems, alternative dispute systems, regulatory systems and commercial infrastructures. Furthermore, in most international markets, we would not be the first entrant, and our competitors may be better positioned than we are to succeed. Expanding internationally may subject us to risks that we have either not faced before or increase our exposure to risks that we currently face, including risks associated with:

- recruiting and retaining qualified, multi-lingual employees, including customer support personnel;
- increased competition from local websites and guides and potential preferences by local populations for local providers;
- compliance with applicable foreign laws and regulations, including different privacy, censorship and liability standards and regulations and different intellectual property laws;
- providing solutions in different languages for different cultures, which may require that we modify our solutions and features to ensure that they are culturally relevant in different countries;
- the enforceability of our intellectual property rights;

- credit risk and higher levels of payment fraud;
- compliance with anti-bribery laws;
- currency exchange rate fluctuations;
- foreign exchange controls that might prevent us from repatriating cash earned outside the United States;
- political and economic instability in some countries;
- double taxation of our international earnings and potentially adverse tax consequences due to changes in the tax laws of the United States or the foreign jurisdictions in which we operate; and
- higher costs of doing business internationally.

We do not have liability business interruption, litigation or natural disaster insurance.

We do not have any business liability, disruption insurance or any other forms of insurance coverage for our operations in Malaysia because our business is still in planning and early stage. Any potential liability, business interruption, litigation or natural disaster may result in our business incurring substantial costs and the diversion of resources.

The economy of Malaysia in general might not grow as quickly as expected, which could adversely affect our revenues and business prospects.

Our business and prospects depend on the continuing development of the economy in Malaysia. We cannot assure you that the Malaysian economy will continue to grow at the same pace as in the past. Economic growth is determined by countless factors, and it is extremely difficult to predict with any level of absolute certainty. In the event that the Malaysian economy suffers, demand for the services and/or products of our wholly owned subsidiaries may diminish, which would in turn result in decreased likelihood of profitability. This could in turn result in a substantial need for restructuring of our business objectives and could result in a partial or entire loss of an investment in our Company.

We face the risk that changes in the policies of the Malaysian government could have a significant impact upon the business we may be able to conduct in Malaysia and the profitability of such business.

Policies of the Malaysian government can have significant effects on the economic conditions of Malaysia. A change in policies by the Malaysian government could adversely affect our interests by, among other factors: changes in laws, regulations or the interpretation thereof, confiscatory taxation, restrictions on currency conversion, imports or sources of supplies or the expropriation or nationalization of private enterprises. We cannot assure you that the government will continue to pursue current policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption, or other circumstances affecting Malaysia's political, economic and social environment.

We are subject to foreign exchange control policies in Malaysia.

The ability of our subsidiaries to pay dividends or make other payments to us may be restricted by the foreign exchange control policies in the countries where we operate. For example, there are foreign exchange policies in Malaysia which support the monitoring of capital flows into and out of the country in order to preserve its financial and economic stability. The foreign exchange policies are administered by the Foreign Exchange Administration, an arm of Bank Negara Malaysia ("BNM"), the central bank of Malaysia. The foreign exchange policies monitor and regulate both residents and non-residents. Under the current Foreign Exchange Administration rules issued by BNM, non-residents are free to repatriate any amount of funds from Malaysia in foreign currency other than the currency of Israel at any time (subject to limited exceptions), including capital, divestment proceeds, profits, dividends, rental, fees and interest arising from investment in Malaysia, subject to any withholding tax. In the event BNM or any other country where we operate introduces any restrictions in the future, we may be affected in our ability to repatriate dividends or other payments from our subsidiaries in Malaysia or in such other countries. Since we are a holding company and rely principally on dividends and other payments from our subsidiaries for our cash requirements, any restrictions on such dividends or other payments could materially and adversely affect our liquidity, financial condition and results of operations.

Malaysia is experiencing substantial inflationary pressures which may prompt the governments to take action to control the growth of the economy and inflation that could lead to a significant decrease in our profitability.

While the Malaysian economy has experienced rapid growth over the last two decades, they have also experienced inflationary pressures. As governments take steps to address inflationary pressures, there may be significant changes in the availability of bank credits, interest rates, limitations on loans, restrictions on currency conversions and foreign investment. There also may be imposition of price controls. If our revenues rise at a rate that is insufficient to compensate for the rise in our costs, it may have an adverse effect on our profitability. If these or other similar restrictions are imposed by a government to influence the economy, it may lead to a slowing of economic growth, which may harm our business, financial condition and results of operations.

If inflation increases significantly in SEA countries, our business, results of operations, financial condition and prospects could be materially and adversely affected.

Should inflation in SEA countries, including Malaysia, increase significantly, our costs, including our staff costs are expected to increase. Furthermore, high inflation rates could have an adverse effect on the countries' economic growth, business climate and dampen consumer purchasing power. As a result, a high inflation rate in SEA countries, including Malaysia, could materially and adversely affect our business, results of operations, financial condition and prospects.

Any potential disruption in and other risks relating to our merchants' supply chain could increase the costs of their products or services to consumers, potentially causing consumers to limit their spending or seek products or services from alternative businesses that may not be registered as a merchant with us, which may ultimately affect the total number of users using our platform and harm our business, financial condition and results of operations.

Our offline and online merchants obtain their products, or the raw materials comprised of their products or used in their services, from manufacturers and distributors located around the world, and may have entered into long-term contracts or exclusive agreements that would ensure their ability to acquire the types and quantities of products or raw materials they desire at acceptable prices and in a timely manner. Any potential disruption in and other risks relating to the offline or online merchants' supply chain as a result of the COVID-19 pandemic or Russia's invasion of Ukraine, could increase the costs of their products or services to consumers, potentially causing consumers to limit their spending or seek products or services from alternative businesses that may not be registered as a merchant with us, which may ultimately affect the total number of users using our platform and harm our business, financial condition and results of operations.

Our business will be exposed to foreign exchange risk.

We derive most of our revenue from the operations of our ZCITY App in Malaysia and expect to derive our revenue from Malaysia, other SEA countries and Japan in the future. Our functional currencies will by necessity be the currencies of the countries of SEA and Japan. Our reporting currency is the U.S. dollar. We translate our results of operations using the average exchange rate for the period, unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions, and we translate our financial position at the period-end exchange rate. Accordingly, any significant fluctuation between the currencies of countries of SEA and Japan on the one hand and the U.S. dollar on the other could expose us to foreign exchange risk.

Some of the currencies of the countries of SEA are not freely convertible. The foreign exchange management regime of many SEA countries has transitioned from a system of fixed multiple exchange rates controlled by the state banks to a system of flexible exchange rates regulated largely by market forces, though transfers of currency is regulated and controlled in some countries. A significant depreciation in many of the currencies of countries of SEA against major foreign currencies may have a material adverse impact on our results of operations and financial condition because our reporting currency is the U.S. dollar. There can be no assurance that the governments will continue to relax their foreign exchange regulations, that they will maintain the same foreign exchange policy or that there will be sufficient foreign currency available in the market for currency conversions. If, in the future, the regulations restrict our ability to convert local currencies or there is insufficient foreign currency available in the market, we may be unable to meet any foreign currency payment obligations.

Fluctuations in exchange rates in the Malaysian Ringgit ("RM") could adversely affect our business and the value of our securities.

The value of the RM against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in Malaysia's political and economic conditions. The value of our common stock will be indirectly affected by the foreign exchange rate between U.S. dollars and RM and between those currencies and other currencies in which our revenue may be denominated. Appreciation or depreciation in the value of the RM relative to the U.S. dollar would affect our financial results reported in U.S. dollar terms without giving effect to any underlying change in our business or results of operations. As we rely entirely on revenues earned in Malaysia, any significant revaluation of RM may materially and adversely affect our cash flows, revenues and financial condition. For example, to the extent that we need to convert U.S. dollars we receive from an offering of our securities into RM for our operations, appreciation of the RM against the U.S. dollar could cause the RM equivalent of U.S. dollars to be reduced and therefore could have a material adverse effect on our business, financial condition and results of operations. Conversely, if we decide to convert our RM into U.S. dollars for the purpose of making dividend payments on our common stock or for other business purposes and the U.S. dollar appreciates against the RM, the U.S. dollar equivalent of the RM we convert would be reduced. In addition, the depreciation of significant U.S. dollar denominated assets could result in a change to our operations and a reduction in the value of these assets.

We may not be able to maintain the listing of our common stock on Nasdaq, which could adversely affect our liquidity and the trading volume and market price of our common stock and decrease or eliminate your investment.

We have experienced repeated periods of non-compliance with Nasdaq's $1.00 minimum bid price requirement under Nasdaq Listing Rule 5550(a)(2). On August 17, 2023, we received a notice of non-compliance and subsequently effected a 1-for-70 reverse stock split on February 27, 2024, after which we regained compliance. On November 20, 2024, we received a second notice of non-compliance with the bid price rule, providing a 180-day compliance period through May 19, 2025. On April 7, 2025, we effected a 1-for-50 reverse stock split. On December 2, 2025, the Listing Qualifications Staff of Nasdaq issued a Staff Determination indicating that we were not in compliance with the minimum bid price requirement and that we were not eligible to receive a compliance period. Nasdaq noted that we had effected a 1-for-70 reverse stock split on February 27, 2024 and a 1-for-50 reverse stock split on April 7, 2025, resulting in a cumulative 1-for-3,500 reverse split ratio, and that our closing bid price had been below $1.00 per share for 30 consecutive business days from October 15 through November 28, 2025. On December 5, 2025, we effected an additional 1-for-20 reverse stock split. We elected to request a hearing before a Nasdaq Hearings Panel to appeal the Staff Determination. On December 23, 2025, the Company received a formal notice from Nasdaq indicating that the Company has regained compliance with Nasdaq's minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2). The Company is now in compliance with the Nasdaq Capital Market's listing requirements. Nasdaq has confirmed that the previously scheduled hearing before the Nasdaq Hearings Panel on January 27, 2026, has been cancelled. Nevertheless, there can be no assurance that we will maintain compliance with Nasdaq's listing requirements or that the Hearings Panel will grant our request for continued listing.

Any delisting determination by Nasdaq could seriously decrease or eliminate the value of an investment in our common stock and other securities linked to our common stock. While a listing on an over-the-counter exchange could maintain some degree of a market in our common stock, we could face substantial material adverse consequences, including, but not limited to, the following: limited availability for market quotations for our common stock; reduced liquidity with respect to and decreased trading prices of our common stock; a determination that shares of our common stock are "penny stock" under the SEC rules, subjecting brokers trading our common stock to more stringent rules on disclosure and the class of investors to which the broker may sell the common stock; limited news and analyst coverage for our Company, in part due to the "penny stock" rules; decreased ability to issue additional securities or obtain additional financing in the future; and potential breaches under or terminations of our agreements with current or prospective large stockholders, strategic investors and banks. The perception among investors that we are at heightened risk of delisting could also negatively affect the market price of our securities and trading volume of our common stock.

Geopolitical conditions, including acts of war or terrorism or unrest in the regions in which we operate could adversely affect our business.

Most of our operations and business activities are conducted in Malaysia, whose economy and legal system remain susceptible to risks associated with an emerging economy and which is subject to higher geopolitical risks than developed countries. Social and political unrest could give rise to various risks, such as loss of employment and safety and security risks to persons and property. Additionally, our operations could be disrupted by acts of war, terrorist activity or other similar events, including the current or anticipated impact of military conflict and related sanctions imposed on Russia, Belarus and certain individuals and entities connected to Russian or Belarusian political, business, and financial organizations by the United States and other countries due to Russia's invasion of Ukraine in February 2022. It is not possible to predict the broader consequences of the conflict, including related geopolitical tensions, and the measures and retaliatory actions taken by the U.S. and other countries in respect thereof as well as any counter measures or retaliatory actions by Russia or Belarus in response, including, for example, potential cyberattacks or the disruption of energy exports, is likely to cause regional instability, geopolitical shifts, and could materially adversely affect global trade, currency exchange rates, regional economies and the global economy. Any such event may in turn have a material and adverse effect on our business, results of operations and financial position.

Because our principal assets are located outside of the United States and all of our directors and all our officers reside outside of the United States, it may be difficult for you to enforce your rights based on U.S. Federal Securities Laws against us and our officers and directors or to enforce a judgment of a United States court against us or our officers and directors.

All of our directors and officers reside outside of the United States. In addition, substantially all of our assets are located outside of the United States. It may therefore be difficult for investors in the United States to enforce their legal rights based on the civil liability provisions of the U.S. federal securities laws against us in the courts of either the U.S. or Malaysia and, even if civil judgments are obtained in U.S. courts, to enforce such judgments in Malaysian courts.

Our failure to maintain effective internal controls over financial reporting could have an adverse impact on us.

We are required to establish and maintain appropriate internal controls over financial reporting. Failure to establish those controls, or any failure of those controls once established, could adversely impact our public disclosures regarding our business, financial condition or results of operations. In addition, management's assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting, disclosure of management's assessment of our internal controls over financial reporting or disclosure of our public accounting firm's attestation to or report on management's assessment of our internal controls over financial reporting may have an adverse impact on the price of our common stock.

In preparing our consolidated financial statements as of and for the year ended June 30, 2026, we and our independent registered public accounting firms identified 2 material weaknesses and other control deficiencies including significant deficiencies in our internal control over financial reporting, as defined in the standards established by the Public Company Accounting Oversight Board. A "material weakness" is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses identified included the following: (1) Inadequate U.S. GAAP expertise. The current accounting staff is inexperienced in applying U.S. GAAP standard as they are primarily engaged in ensuring compliance with International Financial Reporting Standards ("IFRS") accounting and reporting requirement for our consolidated operating entities, and thus require substantial training. The current staff's accounting skills and understanding as to how to fulfill the requirements of U.S. GAAP-based reporting, including subsidiary financial statements consolidation, are inadequate; and (2) Inadequate internal audit function. We lack of a functional internal audit department or personnel that monitors the consistencies of the preventive internal control procedures and lack of adequate policies and procedures in internal audit function to ensure that our policies and procedures have been carried out as planned.

Following the identification of the material weaknesses and control deficiencies, we plan to take remedial measures including (i) hiring more qualified accounting personnel with relevant U.S. GAAP and SEC reporting experience and qualifications to strengthen the financial reporting function and to set up a financial and system control framework; (ii) implementing regular and continuous U.S. GAAP accounting and financial reporting training programs for our accounting and financial reporting personnel; (iii) establishing internal audit function by engaging an external consulting firm to assist us with assessment of Sarbanes-Oxley Act compliance requirements and improvement of overall internal control; and (iv) strengthening corporate governance. However, the implementation of these measures may not fully address the material weaknesses in our internal control over financial reporting. Our failure to correct the material weaknesses or our failure to discover and address any other material weaknesses or control deficiencies could result in inaccuracies in our consolidated financial statements and could also impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis. As a result, our business, financial condition, results of operations and prospects, as well as the trading price of our common stocks, may be materially and adversely affected. Moreover, ineffective internal control over financial reporting significantly hinders our ability to prevent fraud.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, no system of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Further, controls can be circumvented by individual acts of some persons, by collusion of two or more persons, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or the degree of compliance with policies or procedures may deteriorate. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

If we fail to have effective controls and procedures for financial reporting in place, we could be unable to provide timely and accurate financial information which could result in an investigation by the SEC and civil or criminal sanctions; investors losing confidence in the accuracy of our periodic reports filed under the Exchange Act; and a decline in our stock price.

We are an "emerging growth company" under the JOBS Act and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are not applicable to other public companies that are not "emerging growth companies" including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933 (the "Securities Act") for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have chosen to take advantage of the extended transition period for complying with new or revised accounting standards.

We will remain an "emerging growth company" until the last day of the fiscal year following the fifth anniversary of the date of the first sale of our common stock pursuant to an effective registration statement under the Securities Act, although we will lose that status sooner if our revenues exceed $1.235 billion, if we issue more than $1 billion in non-convertible debt in a three year period, or if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last day of our most recently completed second fiscal quarter.

The elimination of personal liability against our directors and officers under Delaware law and the existence of indemnification rights held by our directors, officers and employees may result in substantial expenses.

Our certificate of incorporation, as amended ("Certificate of Incorporation") eliminates the personal liability of our directors and officers to us and our stockholders for damages for breach of fiduciary duty as a director or officer to the extent permissible under Delaware law. Further, our bylaws ("Bylaws") provide that we are obligated to indemnify each of our directors or officers to the fullest extent authorized by the Delaware law and, subject to certain conditions, advance the expenses incurred by any director or officer in defending any action, suit or proceeding prior to its final disposition. Those indemnification obligations could expose us to substantial expenditures to cover the cost of settlement or damage awards against our directors or officers, which we may be unable to afford. Further, those provisions and resulting costs may discourage us or our stockholders from bringing a lawsuit against any of our current or former directors or officers for breaches of their fiduciary duties, even if such actions might otherwise benefit our stockholders.

We have not paid dividends in the past and do not expect to pay dividends in the future, and any return on investment may be limited to the value of our stock.

We have never paid cash dividends on our common stock and do not anticipate paying cash dividends on our common stock in the foreseeable future. We currently intend to retain any future earnings to support the development of our business and do not anticipate paying cash dividends in the foreseeable future. Our payment of any future dividends will be at the discretion of our Board after taking into account various factors, including, but not limited to, our financial condition, operating results, cash needs, growth plans and the terms of any credit agreements that we may be a party to at the time. In addition, our ability to pay dividends on our common stock may be limited by Delaware state law. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize a return on their investment. Investors seeking cash dividends should not purchase our common stock.

Cybersecurity incident and ongoing cyber risk

We operate cloud-based systems and third-party integrations to support our platform and software services. In May 2025 we detected unauthorized changes to our domain, DNS, and email configurations, which caused us to suspend operations on our ZCITY App for 44 days, however no evidence of data exfiltration or compromise involving customer data, financial information, or internal systems was found and the incident did not have any material adverse effect on our business or financial prospects. We have increased our security protocols and migrated to a new domain for our ZCity App. However, cybersecurity events may recur and could result in operational disruption, loss of data, regulatory inquiries, litigation, reputational harm, and additional costs for response and remediation. If any of these events were to occur it could have a material adverse effect on our business and financial condition.

Customer and prepayment concentration

A limited number of customers and counterparties accounted for a meaningful portion of our revenues, receivables and prepayments. If a major customer reduces or delays orders, or if prepayments to project counterparties are not realized as planned, our results of operations and liquidity could be adversely affected, including potential impairments or allowances.

Regulatory Risks

Failure to comply with laws and regulations applicable to our business could subject us to fines and penalties and could also cause us to lose customers or otherwise harm our business.

Our business is subject to regulation by various governmental agencies in Malaysia, including agencies responsible for monitoring and enforcing compliance with various legal obligations, such as privacy and data protection-related laws and regulations, intellectual property laws, employment and labor laws, workplace safety, governmental trade laws, import and export controls, anti-corruption and anti-bribery laws, and tax laws and regulations. These laws and regulations impose added costs on our business. Noncompliance with applicable regulations or requirements could subject us to:

- investigations, enforcement actions, and sanctions;
- mandatory changes to our network and products;
- disgorgement of profits, fines, and damages;
- civil and criminal penalties or injunctions;
- claims for damages by our customers or channel partners;
- termination of contracts;
- failure to obtain, maintain or renew certain licenses, approvals, permits, registrations or filings necessary to conduct our operations; and
- temporary or permanent debarment from sales to public service organizations.

If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, results of operations and financial condition could be adversely affected. In addition, responding to any action will likely result in a significant diversion of our management's attention and resources and an increase in professional fees. Enforcement actions and sanctions could materially harm our business, results of operations and financial condition.

Any reviews by regulatory agencies or legislatures may result in substantial regulatory fines, changes to our business practices and other penalties, which could negatively affect our business and results of operations. Changes in social, political and regulatory conditions or in laws and policies governing a wide range of topics may cause us to change our business practices. Further, our expansion into a variety of new fields also could raise a number of new regulatory issues. These factors could negatively affect our business and results of operations in material ways.

Moreover, we are exposed to the risk of misconduct, errors and failure to functions by our management, employees and parties that we collaborate with, who may from time to time be subject to litigation and regulatory investigations and proceedings or otherwise face potential liability and penalties in relation to noncompliance with applicable laws and regulations, which could harm our reputation and business.

Regulation of the internet generally could have adverse consequences on our business.

We are also subject to regulations and laws in Malaysia specifically governing the internet and e-commerce. Existing and future laws and regulations may impede the growth of the Internet, e-commerce or other online services, and increase the cost of providing online services. These regulations and laws may cover sweepstakes, taxation, tariffs, user privacy, data protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, broadband residential Internet access and the characteristics and quality of services. It is not clear how existing laws governing issues such as property ownership, sales, use and other taxes, libel and personal privacy apply to the internet and e-commerce. Unfavorable resolution of these issues may harm our business and results of operations.

Privacy regulations could have adverse consequences on our business.

We receive, collect, store, process, transfer and use personal information and other user data. There are numerous international laws and regulations regarding privacy, data protection, information security and the collection, storing, sharing, use, processing, transfer, disclosure and protection of personal information and other content, the scope of which are changing, subject to differing interpretations, and may be inconsistent among countries, or conflict with other laws and regulations. We are also subject to the terms of our privacy policies and obligations to third parties related to privacy, data protection and information security. We strive to comply with applicable laws, regulations, policies and other legal obligations relating to privacy, data protection and information security to the extent possible. However, the regulatory framework for privacy and data protection worldwide is, and is likely to remain for the foreseeable future, uncertain and complex, and it is possible that these or other actual or alleged obligations may be interpreted and applied in a manner that we do not anticipate or that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Further, any significant change to applicable laws, regulations, or industry practices regarding the collection, use, retention, security or disclosure of our users' data, or their interpretation, or any changes regarding the manner in which the express or implied consent of users for the collection, use, retention or disclosure of such data must be obtained, could increase our costs and require us to modify our services and features, possibly in a material manner, which we may be unable to complete, and may limit our ability to store and process user data or develop new services and features.

We also expect that there will continue to be new laws, regulations and industry standards concerning privacy, data protection and information security proposed and enacted in various jurisdictions.

Any failure or perceived failure by us to comply with our posted privacy policies, our privacy-related obligations to users or other third parties or any other legal obligations or regulatory requirements relating to privacy, data protection or information security may result in governmental investigations or enforcement actions, litigation, claims or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our users to lose trust in us, and otherwise have an adverse effect on our reputation and business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations and policies that are applicable to the businesses of our users may limit the adoption and use of, and reduce the overall demand for, our ZCITY App.

Additionally, if third parties we work with violate applicable laws, regulations or agreements, such violations may put our users' data at risk, could result in governmental investigations or enforcement actions, fines, litigation, claims or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our users to lose trust in us and otherwise have an adverse effect on our reputation and business. Further, public scrutiny of or complaints about technology companies or their data handling or data protection practices, even if unrelated to our business, industry or operations, may lead to increased scrutiny of technology companies, including us, and may cause government agencies to enact additional regulatory requirements, or to modify their enforcement or investigation activities, which may increase our costs and risks.

Regulation of gift cards or "E-vouchers" could have adverse consequences on our business.

Our platform's payment system inevitably provides our customers with reward points that may or may not be deemed gift certificates, store gift cards, general-use prepaid cards or other vouchers or "gift cards," subject to, various laws of multiple jurisdictions. Many of these laws include specific disclosure requirements and prohibitions or limitations on the use of expiration dates and the imposition of certain fees. Various companies that provided deal products similar to ours around the world are currently or were defendants in purported class action lawsuits.

The application of various other laws and regulations to our products is uncertain. These include laws and regulations pertaining to unclaimed and abandoned property, partial redemption, revenue-sharing restrictions on certain trade groups and professions, sales and other local taxes and the sale of alcoholic beverages. In addition, we may become, or be determined to be, subject to United States federal or state laws or laws in Malaysia or other countries where we operate regulating money transmitters or aimed at preventing money laundering or terrorist financing, including the Bank Secrecy Act, the USA Patriot Act and other similar future laws or regulations in the United States and in the applicable SEA or East Asia countries.

If we become subject to claims or are required to alter our business practices as a result of current or future laws and regulations, our revenue could decrease, our costs could increase and our business could otherwise be harmed. In addition, the costs and expenses associated with defending any actions related to such additional laws and regulations and any payments of related penalties, fines, judgments or settlements could harm our business.

The requirements of being a public company are complex and have increased costs.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), the Dodd-Frank Wall Street Reform and Consumer Protection Act, and other applicable securities rules and regulations. Compliance with these rules and regulations increases our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm our business and operating results. We may need to hire more employees in the future to maintain compliance with these requirements, which will increase our costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

We also expect that being a public company and these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our Board, particularly to serve on our audit committee and renumeration committee, and qualified executive officers.

As a result of disclosure of information in this Annual Report on Form 10-K and in our prior SEC filings, our business and financial condition has become more visible, which we believe may result in increased threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and operating results could be harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and harm our business and operating results.

Failure to comply with the U.S. Foreign Corrupt Practices Act and Malaysia anti-corruption laws could subject us to penalties and other adverse consequences.

We are required to comply the Malaysia's anti-corruption laws and the United States Foreign Corrupt Practices Act, which generally prohibits U.S. companies from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. In addition, we are required to maintain records that accurately and fairly represent our transactions and have an adequate system of internal accounting controls. Foreign companies, including some of our competitors, are not subject to these prohibitions. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices occur from time-to-time in Malaysia. If our competitors engage in these practices, they may receive preferential treatment from personnel of some companies, giving our competitors an advantage in securing business or from government officials who might give them priority in obtaining new licenses, which would put us at a disadvantage. Although we inform our personnel that such practices are illegal, we cannot assure you that our employees or other agents will not engage in such conduct for which we might be held responsible. If our employees or other agents are found to have engaged in such practices, we could suffer severe penalties and other consequences that may have a material adverse effect on our business, financial condition and results of operations. In addition, our brand and reputation, our sales activities or the price of our ordinary shares could be adversely affected if we become the target of any negative publicity as a result of actions taken by our employees or other agents.

Litigation is costly and time consuming and could have a material adverse effect our business, results or operations and reputation.

We and/or our directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of our business, we may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on our business, operating results or financial condition.

Even if the claims are without merit, the costs associated with defending these types of claims may be substantial, both in terms of time, money, and management distraction. In particular, patent and other intellectual property litigation may be protracted and expensive, and the results are difficult to predict and may require us to stop offering certain features, purchase licenses or modify our products and features while we develop non-infringing substitutes or may result in significant settlement costs.

The results of litigation and claims to which we may be subject cannot be predicted with certainty. Even if these matters do not result in litigation or are resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or resolve them, could harm our business, results or operations and reputation.

We face potential liability and expense for legal claims based on the content on our ZCITY App.

We face potential liability and expense for legal claims relating to the information that we publish on our website and our ZCITY App, including claims for copyright or trademark infringement, among others. These claims could divert management time and attention away from our business and result in significant costs to investigate and defend, regardless of the merits of the claims. In some instances, we may elect or be compelled to remove content or may be forced to pay substantial damages if we are unsuccessful in our efforts to defend against these claims. If we elect or are compelled to remove valuable content from our website or mobile app, our ZCITY App may become less useful to consumers and our traffic may decline, which could have a negative impact on our business and financial performance.

Our intellectual property rights may be inadequate to protect us against others claiming violations of their proprietary rights and the cost of enforcement could be significant.

The future success of our business is dependent upon the intellectual property rights surrounding our technology, including trade secrets, know-how and continuing technological innovation. Although we will seek to protect our proprietary rights, our actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights. There can be no assurance that other companies are not investigating or developing other technologies that are similar to our technology. In addition, effective intellectual property protection may be unenforceable or limited in certain countries, and the global nature of the Internet makes it impossible to control the ultimate designation of our technology. Any of these claims, with or without merit, could subject us to costly litigation. If the protection of proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of our brand and other intangible assets may be diminished. Any of these events could have an adverse effect on our business and financial results.

Effective trade secret, copyright, trademark and domain name protection is expensive to develop and maintain, both in terms of initial and ongoing registration requirements and expenses and the costs of defending our rights. We are seeking to protect our trademarks and domain names in an increasing number of jurisdictions, a process that is expensive and may not be successful or which we may not pursue in every location. Litigation may be necessary to enforce our intellectual property rights, protect our respective trade secrets or determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business and operating results. We may incur significant costs in enforcing our trademarks against those who attempt to imitate our brand. If we fail to maintain, protect and enhance our intellectual property rights, our business and operating results may be harmed.

If we are unable to protect the confidentiality of our trade secrets, our business and competitive position could be harmed.

In addition to patent protection, we also rely upon copyright and trade secret protection, as well as non-disclosure agreements and invention assignment agreements with our employees, consultants and third parties, to protect our confidential and proprietary information. In addition to contractual measures, we try to protect the confidential nature of our proprietary information using commonly accepted physical and technological security measures. Such measures may not, for example, in the case of misappropriation of a trade secret by an employee or third party with authorized access, provide adequate protection for our proprietary information. Our security measures may not prevent an employee or consultant from misappropriating our trade secrets and providing them to a competitor, and recourse we take against such misconduct may not provide an adequate remedy to protect our interests fully. Unauthorized parties may also attempt to copy or reverse engineer certain aspects of our product that we consider proprietary. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret can be difficult, expensive and time-consuming, and the outcome is unpredictable. Even though we use commonly accepted security measures, trade secret violations are often a matter of state law, and the criteria for protection of trade secrets can vary among different jurisdictions. In addition, trade secrets may be independently developed by others in a manner that could prevent legal recourse by us. If any of our confidential or proprietary information, such as our trade secrets, were to be disclosed or misappropriated, or if any such information were independently developed by a competitor, our business and competitive position could be harmed.

Third parties may assert that our employees or consultants have wrongfully used or disclosed confidential information or misappropriated trade secrets.

We employ individuals who previously worked with other companies, including our competitors or potential competitors. Although we try to ensure that our employees and consultants do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed intellectual property, including trade secrets or other proprietary information, of a former employer or other third party. Litigation may be necessary to defend against these claims. If we fail in defending any such claims or settling those claims, in addition to paying monetary damages or a settlement payment, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

We maintain a comprehensive cybersecurity program designed to protect our information systems and digital assets, including identity and access management controls, network security monitoring, employee awareness training, and periodic third-party assessments. Our cybersecurity policies are reviewed by management and overseen by the board's audit committee at least annually. We regularly evaluate emerging threats and update our security controls and incident-response procedures accordingly.

Incident and Remediation Summary

In May 2025, we detected unauthorized changes to our domain, DNS, and email configurations originating from administrative credentials retained by a former employee. The impact was limited to a brief email-routing disruption; all production systems remained fully operational. Based on internal reviews and independent external assessment, we found no evidence of data exfiltration or compromise involving customer data, financial information, or internal systems, and the issue was contained on the same day it was discovered.

Upon detection, we immediately purged and rotated credentials across all critical systems, enforced company-wide multi-factor authentication, closed orphaned accounts, and moved registrar and DNS administration under centralized secure access controls. We also hardened email authentication (SPF, DKIM, DMARC), implemented registry-level domain locks and DNSSEC, and completed a secure migration of domain and DNS records to a new registrar environment.

We have since completed a forensic investigation, automated off-boarding and access-revocation processes, established 24/7 SIEM/SOC monitoring for identity and domain anomalies, and conducted targeted cybersecurity training. Our domain, DNS, and email operations are now fully stabilized and secured, with quarterly access reviews and ongoing monitoring to ensure continued resilience.

The incident did not have a material impact on our operations or financial condition.

Item 2. Properties.

Our principal executive offices are located at 276 5th Avenue, Suite 704 #739, New York, New York 10001 and B03-C-13A, Menara 3A, KL Eco City, No. 3 Jalan Bangsar, 59200 Kuala Lumpur, Malaysia. We lease and maintain our offices, and we currently do not own any real estate.

Item 3. Legal Proceedings

We may be subject to legal disputes and subject to claims that arise in the ordinary course of business. We are not a party or subject to any pending legal proceedings the resolution of which is expected to have a material adverse effect on our business, operating results, cash flows or financial condition.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is trading on the Nasdaq Capital Market under the symbol "TGL."

Holders

As of June 30, 2026, there were 18 stockholders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, this number is not representative of the total number of beneficial owners of our stock.

Dividends

We have never declared or paid any cash dividend on our common stock. We intend to retain any future earnings to finance the operation and expansion of our business and fund our share repurchase program, and we do not expect to pay cash dividends in the foreseeable future.

Securities Authorized for Issuance under Equity Compensation Plans

In October 2025, the Company adopted its 2025 Equity Incentive Plan ("EIP") to attract, retain, and motivate key employees, officers, directors, and consultants by providing equity-based incentives aligned with the interests of the Company's stockholders.

Recent Sales of Unregistered Securities

During the fiscal year ended June 30, 2026, the registrant has granted or issued the following securities of the registrant that were not registered under the Securities Act, as amended.

(a) Issuance of Capital Stock.

On October 7, 2025, Treasure Global Inc (the "Company") entered into a subscription agreement (the "Agreement") with two Malaysian individuals, Chuah Su Chen and the Company's director Chan Meng Chun (together with Chuah Su Chen, the "Investors"). Subject to the terms and conditions set forth in the Agreement, the Company desires to issue and sell to each Investor, and each Investor desires to subscribe for, an aggregate amount of USD200,000.00 in the Company for the allotment and issuance of common stock of the Company ("the Shares") for the purchase price of $1.16 per share, which represents the closing price of the Company's common stock on the Nasdaq Capital Market on October 6, 2025. The offering and sale of the Shares were made in reliance upon the exemption from the registration provided by Regulation S under the Securities Act of 1933, as amended (the "Securities Act"), as the transactions were completed outside the United States with non-U.S. persons. The Shares are subject to transfer restrictions and may not be offered to be sold in the United States absent registration or an applicable exemption under the Securities Act.

On October 10, 2024, the Company entered into a service partnership agreement (the "Partnership Agreement") with Octagram Investment Limited ("OCTA"), a Malaysian company, to establish a strategic partnership pursuant to the terms and conditions set forth in this Partnership Agreement. Pursuant to the Partnership Agreement, OCTA shall design, develop and deliver mini-game modules to be integrated into the ZCity App, an E-Commerce platform owned by the Company. In addition, OCTA shall customize the mini-game modules based on the Company's detailed specification (the "Services") TGL agrees to pay OCTA a total fee of $2,800,000.00 ("Service Fees") to OCTA and/or its nominees. The Service Fees shall be due and earned upon execution of this Agreement. The Service Fees shall be utilized by TGL for the Services provided by OCTA at any time during the Term of this Agreement. This includes an upfront payment for the development costs of the mini-game modules, as well as the payment of a flat fee of $10,000.00 per month, starting from the delivery of the first mini-game module, for the ongoing technical support outlined in this Agreement. The Service Fees shall include all taxes and disbursement ("Other Expenses") due and payable to OCTA in rendering the Services under this Agreement. All such Other Expenses incurred by OCTA will be justified to TGL with valid and relevant reasons to the satisfaction of TGL. TGL shall have the sole and absolute discretion to approve such charges or claims provided that such approval shall not be unreasonably withheld by TGL. The Service Fees shall be payable by TGL to OCTA and/or its nominees via the issuance of Three Million and Five Hundred Thousand (3,500,000) shares of common stock, par value $0.00001 of TGL (the "TGL Shares") at a determined issuance price of $0.80 per TGL Share. The TGL Shares shall be issued on a restricted basis for a period of six (6) months pursuant to the requirements of the Securities Act 1933, Rule 144. On the True-Up Date, which means the expiry date of the sixth (6th) month from the day of the issuance of TGL Shares to Octa, in the event that the 30-Day VWAP of the TGL Shares to be issued pursuant to the Agreement falls below the amount of $0.80, then TGL shall issue to OCTA additional TGL Shares equal to the difference between the Service Fees and the value of the TGL Shares on the True Up Date within fourteen (14) business days from the True Up Date.

On October 29, 2024, the Company entered into a certain service agreement (the "Agreement") with V GALLANT SDN BHD ("V Gallant"), a private company incorporated in Malaysia. Pursuant to the Agreement, the Company engaged V Gallant for its generative AI solutions and AI digital human technology services (the "Services") in accordance with the terms and conditions therein. The Company agreed to pay V Gallant a total consideration of USD16,000,000 (the "Fees") to V Gallant and/or its nominees for the Services and all associated hardware and software under the Agreement. The Fees shall be payable by the Company to V Gallant and/or its nominees via the issuance of shares of common stock, par value $0.00001 per share ("TGL Shares") at a determined issuance price of $0.67 per TGL Share in the following manner: (1) the first instalment, constituting a down payment of fifty percent (50%) of the Fees, being $8,000,000), shall be due upon execution of this Agreement; and (2) the remainder, constituting fifty percent (50%) of the Fees, being $8,000,000, shall be paid in twelve (12) equal monthly instalments, commencing from January 31, 2025, with each payment due on the last day of each calendar month, until December 31, 2025, unless otherwise mutually agreed in writing by the TGL and V Gallant. The TGL Shares will be issued pursuant to the exemption from registration provided by Regulation S promulgated under the Securities Act of 1933, as amended.

(b) Warrants.

None.

(c) Option Grants.

None.

(d) Issuance of Notes.

None.

Transfer Agent

The transfer agent for the common stock is Vstock Transfer, LLC, 18 Lafayette Place, Woodmere, New York, telephone (212) 828-8436.

Item 6. [Reserved]

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our results of operations and financial condition should be read together with our consolidated financial statements and the notes thereto and other financial information, which are included elsewhere in this Report. This discussion contains forward-looking statements that involve risks and uncertainties. Factors that could cause or contribute to such differences include those identified below and those discussed in other sections of this Annual Report on Form 10-K. Our historical results are not necessarily indicative of the results that may be expected for any period in the future. Our financial statements have been prepared in accordance with U.S. GAAP. In addition, our financial statements and the financial information included in this Report reflect our organizational transactions and have been prepared as if our current corporate structure had been in place throughout the relevant periods.

Overview

Treasure Global Inc is a holding company incorporated on March 20, 2020, under the laws of the State of Delaware. TGL has no substantive operations other than holding all of the outstanding shares of TADAA Technologies Sdn. Bhd. ("TADAA Technologies"), (formerly known as ZCity Sdn Bhd and Gem Reward Sdn. Bhd, underwent a name change on July 31, 2025 and July 20, 2023, respectively) and TADAA Ventures Sdn. Bhd. (formerly known as VWXYZ Venture Sdn Bhd, underwent a name change on July 29, 2025). It was originally established under the laws of the Malaysia on June 6, 2017, through a reverse recapitalization.

Prior to March 11, 2021, TGL and TADAA Technologies were separate companies under the common control of Kok Pin "Darren," Tan which resulted from Mr. Tan's prior 100% ownership of TGL and his prior 100% voting and investment control over TADAA Technologies pursuant to the Beneficial Shareholding Agreements. For a more detailed description of the Beneficial Shareholding Agreements and Mr. Tan's common control over TGL and TADAA Technologies see Part I, Item 1. *"Business – Corporate Structure."*

On March 11, 2021, TGL and TADAA Technologies were reorganized into a parent subsidiary structure pursuant to the Share Swap Agreement in which TGL exchanged the swap shares for all of the issued and outstanding equity of TADAA Technologies. Pursuant to the Share Swap Agreement, the purchase and sale of the swap shares was completed on March 11, 2021, but the issuance of the swap shares did not occur until October 27, 2021 when TGL amended its certificate of incorporation to increase the number of its authorized common stock to a number that was sufficient to issue the swap shares. As a result of the Share Swap Agreement, (i) TADAA Technologies became the 100% subsidiary of TGL and Kok Pin "Darren" Tan no longer had any control over the TADAA Technologies ordinary shares and (ii) Kok Pin "Darren" Tan the Initial TADAA Technologies Stockholders and Chong Chan "Sam" Teo owned 100% of the shares of TGL common stock (Kok Pin "Darren" Tan owning approximately 97%). Subsequent to the date of the Share Swap Agreement, Kok Pin "Darren" Tan transferred 9,529,002 of his 10,000,000 shares of TGL common stock to 16 individuals and entities and currently owns less than 5% of our common stock.

- *TADAA Technologies Operation*

We have created an innovative online-to-offline e-commerce platform business model offering consumers and merchants instant rebates and affiliate cashback programs, while providing a seamless e-payment solution with rebates in both e-commerce (i.e., online) and physical retailers/merchant (i.e., offline) settings.

Our proprietary product is an application branded "ZCITY App," which was developed through TADAA Technologies. The ZCITY App was successfully launched in Malaysia on June 2020. TADAA Technologies is equipped with the know-how and expertise to develop additional/add-on technology-based products and services to complement the ZCITY App, thereby growing its reach and user base.

Through simplifying a user's e-payment gateway experience, as well as by providing great deals, rewards and promotions with every use, we aim to make the ZCITY App Malaysia's top reward and loyalty platform. Our longer-term goal is for the ZCITY App and its ever-developing technology to become one of the most well-known commercialized applications more broadly in Southeast Asia and Japan. As of October 13, 2026, we had 2,715,386 registered users and 2,027 registered merchants.

Southeast Asia ("SEA") consumers have access to a plethora of smart ordering, delivery and "loyalty" websites and apps, but in our experience, SEA consumers very rarely receive personalized deals based on their purchases and behavior.

The ZCITY App targets consumer through the provision of personalized deals based on consumers' purchase history, location and preferences. Our technology platform allows us to identify the spending trends of our customers (the when, where, why, and how much). We are able to offer these personalized deals through the application of our proprietary artificial intelligence (or "AI") technology that scours the available database to identify and create opportunities to extrapolate the greatest value from the data, analyze consumer behavior and roll out attractive rewards-based campaigns for targeted audiences. We believe this AI technology is currently a unique market differentiator for the ZCITY App.

We operate our ZCITY App on the hashtag: "#RewardsOnRewards." We believe this branding demonstrates to users the ability to spend ZCITY App-based Reward Points (or "RP") and "ZCITY Cash Vouchers" with discount benefits at checkout. Additionally, users can earn rewards from selected e-Wallet or other payment methods.

ZCITY App users do not require any on-going credit top-up or need to provide bank card number with their binding obligations. We have partnered with Malaysia's leading payment gateway, iPay88, for secure and convenient transactions. Users can use our secure platform and enjoy cashless shopping experiences with rebates when they shop with e-commerce and retail merchants through trusted and leading e-wallet providers such as Touch'n Go eWallet, Boost eWallet, GrabPay eWallet and credit card/online banking like the "FPX" (the Malaysian Financial Process Exchange) as well as more traditional providers such as Visa and Mastercard.

Recent Development

- *Corporate Development*

On February 11, 2025, we signed a share purchase agreement to acquire a 51% stake in Tien Ming Distribution Sdn Bhd to expand FMCG fulfilment and logistics capabilities. The transaction is expected to be terminated following the lack of control or significant influence over Tien Ming Distribution Sdn Bhd and no business combination was recognized for the year ended June 30, 2026.

- *Reverse Stock Splits*

On April 7, 2025, we effected a 1:50 reverse stock split of its shares of common stock ("April 2025 Reverse Split").

On December 5, 2025, we further effected a 1:20 reverse stock split of its shares of common stock ("December 2025 Reverse Split").

We believed it is appropriate to reflect the above transactions on a retroactive basis similar to those after a stock split or dividend pursuant to ASC 260. All shares and per share amounts used herein Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations have been retroactively stated to reflect the effect of the April 2025 Reverse Split and December 2025 Reverse Split.

- *Financing Development*

On March 22, 2024, We entered into a marketing offering agreement ("Marketing Offering Agreement") with H.C. Wainwright & Co., LLC, (the "Manager"). Pursuant to the Marketing Offering Agreement, we intend to issue and sell through or to the Manager, as sales agent and / or principal from time to time of the our common stock at the Market Offering. As of June 30, 2026, the Company received an aggregated net proceed of approximately $2.9 million, net of broker fee from issuance of common stock which sell through or to the Manager.

On October 10, 2024, we entered into a Share Purchase Agreement (the "Purchase Agreement") with Alumni Capital LP ("Alumni Capital"), a Delaware limited partnership which was subsequently amended by the Modification Agreement on January 21, 2025. Pursuant to the Purchase Agreement, we have the right, but not the obligation to cause Alumni Capital to purchase up to $50,000,000 common stock, par value $0.00001 (the "Commitment Amount"), at certain purchase Price during the period beginning on the execution date of the Purchase Agreement and ending on the earlier of (i) the date on which Alumni Capital has purchased $50,000,000 of the Company's common stock pursuant to the Purchase Agreement or (ii) December 31, 2025. As of June 30, 2026, Alumni Capital has purchased aggregated total of 644,956 shares of our common stock, while we received an aggregated net proceed of approximately $18.8 million.

On October 7, 2025, we entered into a subscription agreement (the "Agreement") with two investors for the purchase of 17,242 shares of our common stock for aggregate cash consideration of $400,000.

On December 12, 2025, we closed a registered direct offering with certain institutional investors for the purchase and sale of 250,000 shares of its common stock, resulting in net proceeds of $2,160,000, after deducting offering-related costs of $340,000.

On May 26, 2026, we entered into a subscription agreement with an investor for an aggregate investment of $1,200,000 in the Company's common stock. As of June 30, 2026, we had received $600,000 in proceeds and issued 149,695 shares of common stock.

- *Business Development*

Since July 2024, we formalized agreements to develop and implement a Smart Campus System at ELMU University in Nilai, Malaysia. Leveraging our expertise in infrastructure management, we worked with ELMU University to deploy an automated smart campus system that will enhance resource management across the campus, with a strong focus on optimizing electricity usage through integrated software and hardware solutions. During fiscal 2025, following further discussions on program priorities and timing, the parties concluded the engagement. We have ceased work and demobilized. No further performance obligation remains under this engagement.

Since October 2024, we have been advancing our user engagement strategy by partnering with Octagram Investment Limited ("OCTA") to develop and integrate mini-game modules into the ZCity App. We have worked closely with OCTA to design and customize these interactive modules, ensuring they align with our specifications for game mechanics, branding, and user experience. The integration is optimized for cross-platform compatibility and smooth performance across devices, as well as ensuring ongoing support and timely updates, maintaining the seamless functionality of the mini-games with future ZCity App updates. We believe that this initiative is key to enhancing the app's interactive features and driving user engagement.

In October 2024, we have also been developing a cutting-edge Live Streaming Platform enhanced by AI Digital Human Solutions by partnering with V Gallant Sdn Bhd. We will be overseeing the customization of the platform to meet specific requirements, ensuring seamless integration with third-party platforms and optimizing performance across devices. Ongoing support and updates will also be prioritized to maintain consistent functionality. This initiative is central to our efforts to expand our interactive streaming capabilities and elevate user experiences. The development was completed on December 31, 2025.

On October 29, 2024, we entered into a service agreement with V Gallant Sdn Bhd to provide generative AI solutions and AI digital human technology services.

On March 24, 2025, we executed a supplemental letter expanding the scope of that agreement to require V Gallant to provide and manage GPU servers, network infrastructure, cloud integration, security measures, AI tools, and user environments to support AI cloud infrastructure. During fiscal 2025 we advanced software and AI infrastructure development.

Since January 2026, we have expanded our technology ecosystem through the acquisition and development of Tazte Technology Sdn. Bhd. ("Tazte"). On February 23, 2026, we entered into a Share Sale Agreement for the acquisition of Tazte and subsequently provided funding support for its operational needs, working capital and development of the Tazte Apps platform. On March 11, 2026, we entered into a Software Enhancement Agreement on behalf of Tazte with Apexcode Innovations Sdn. Bhd. for technology development and enhancement services relating to the Tazte Apps platform for total contract consideration of $2,866,242.

On April 23, 2026, we completed the acquisition of Tazte, and Tazte became our wholly owned subsidiary. The acquisition expands our technology capabilities and supports the continued development of the Tazte Apps platform. During fiscal 2026, we continued to fund the development of the platform. As of June 30, 2026, Phase 1 of the software development project had been completed, and $955,414 of related development costs had been capitalized as intangible assets, while $110,240 related to development services not yet completed remained recorded as a prepayment.

Key Factors that Affect Operating Results

We believe the key factors affecting our financial condition and results of operations include the following:

Our Ability to Create Value for Our Users and Generate Revenue

Our ability to create value for our users and generate our revenues from merchants is driven by the factors described below:

Number and volume of transactions completed by our consumers.

Consumers are attracted to TADAA Technologies by the breadth of personalized deals/rewards and the interactive user experience our platform offers. The number and volume of transaction completed by our member consumers is affected by our ability to continue to enhance and expand our product and service offerings and improve the user experience.

Empowering data and technology.

Our ability to engage our member consumers and empower our merchants and their brands is affected by the breadth and depth of our data insights, such as the accuracy of our members' shopping preferences, and our technology capabilities and infrastructure, and our continued ability to develop scalable services and upgrade our platform user experience to adapt to the quickly evolving industry trends and consumer preferences.

Our Investment in User Base, Technology, People and Infrastructure

We have made, and will continue to make, significant investments in our platform to attract consumers and merchants, enhance user experience and expand the capabilities and scope of our platform. We expect to continue to invest in our research and development team as well as in our technology capabilities and infrastructure, which will lower our margins but deliver overall long-term growth.

Inflation

Although Malaysia is experiencing a high inflation rate, we do not believe that inflation has had a material adverse effect on our business as June 30, 2026, but we will continue to monitor the effects of inflation on our business in future periods.

Supply Chain Disruptions

Although there have been Russia's February 2022 invasion of Ukraine and the 2023 Middle East conflicts that may have affected the operations of some of our online and offline merchants, these disruptions have not had a material adverse effect on our business as of June 30, 2026, but we will continue to monitor the effects of above mentioned disruptions on our business in future periods.

Key Operating Metrics

Our management regularly reviews a number of metrics to evaluate our business, measures our performance, identifies trends, formulates financial projections and makes strategic decisions. The main metrics we consider, and our results for last five quarters, are set forth in the table below:

	For the Quarters Ended				
	June 30, 2025	**September 30, 2025**	**December 31, 2025**	**March 31, 2026**	**June 30, 2026**
Number of new registered user [(1)]	88	517	507	536	570
Number of active users [(2)]	4,887	4,378	3,754	3,462	3,054
Number of new participating merchants	-	-	-	-	-

(1) Registered are persons who have registered on the ZCITY App.

(2) Active users are users who have logged into the ZCITY App at least once.

	As of June 30, 2025	**As of September 30, 2025**	**As of December 31, 2025**	**As of March 31, 2026**	**As of June 30, 2026**
Accumulated registered users	2,708,053	2,708,570	2,709,077	2,709,613	2,710,183
Accumulated Participating merchants	2,027	2,027	2,027	2,027	2,027

We have experienced a decrease in growth rate in registered users, and a decline of active users over our last five quarters as of June 30, 2026. As of June 30, 2026, we recorded 2,710,183 registered users and 3,054 active users on the ZCITY platform. On average, our registered user base has grown by approximately 0.02% over the past five quarters, while our active user numbers have experienced an average decrease of 21.8%.

The decline in growth of registered users and active users over the past five quarters, as of June 30, 2026, is primarily attributed to reduced E-voucher purchases from our vendor, resulting in fewer E-vouchers available for sale. Additionally, we've implemented reductions in marketing spending and customer rewards to enhance cost-effectiveness and operational profitability. Consequently, this has led to a decrease in new user registrations and lower retention rates among active users on our ZCITY platform.

We continuously monitor the development and participation of active users as a proportion of its total registered user base to ensure the effectiveness of our marketing and feature implantation strategies. Accordingly, the proportion of total registered users that we consider active users at the end last five quarters as of June 30, 2026 is as follows:

Starting	Ending	Total registered users	Total active users	Total active users to total registered users
April 1, 2025	June 30, 2025	2,708,053	4,887	0.2%
July 1, 2025	September 30, 2025	2,708,570	4,378	0.2%
October 1, 2025	December 31, 2025	2,709,077	3,754	0.1%
January 1, 2026	March 31, 2026	2,709,613	3,462	0.1%
April 1, 2026	June 30, 2026	2,710,183	3,054	0.1%

We continuously monitor the development of the churn and retention rates of the active user base. Active users churn rate is the percentage of customers who had stop subscribing in our platform while retention rate is the percentage of customers who is retained in our platform. Accordingly, our churn and retention rates of the active user base at the end of last five quarters as of June 30, 2026 is as follows:

Starting	Ending	Total active users	New active users (registered within the quarter)	Existing active users	Active users churn rate	Active users retention rate
April 1, 2025	June 30, 2025	4,887	88	4,799	54.9%	45.1%
July 1, 2025	September 30, 2025	4,378	517	3,861	21.0%	79.0%
October 1, 2025	December 30,2025	3,754	507	3,247	25.8%	74.2%
January 1, 2026	March 31, 2026	3,462	536	2,926	22.1%	77.9%
April 1, 2026	June 30, 2026	3,054	570	2,484	28.2%	71.8%

The retention rate and churn rate for our active users are calculated as follows:

$$\text{Retention rate of active users for any quarter} = \frac{\text{Existing active users}}{\text{Total active users in the past quarter}}$$

$$\text{Churn rate of active users for any quarter} = \frac{\text{Total active users from past quarter minus current quarter existing active users}}{\text{Total active users in the past quarter}}$$

We have used different strategies to build and maintain our users and increase their engagement. Initially, we focused on mass marketing strategies to attract registered users. Subsequently, we have shifted to a more targeted approach focused on increasing user engagement and user spending.

Results of Operation

For the years ended June 30, 2026 and 2025

Revenue

Our breakdown of revenues by categories for the years ended June 30, 2026 and 2025, respectively, is summarized below:

	For the Years Ended June 30,				Change
	2026	%	2025	%	%
Product and loyalty program revenue	$ 5,157,597	99.8%	$ 619,897	26.6%	732.0%
Transaction revenue	12,187	0.2%	127,127	5.5%	(90.4)%
Member subscription revenue	-	-%	103,533	4.4%	(100.0)%
Customized software development service	-	-%	1,480,000	63.5%	(100.0)%
Total revenues	$ 5,169,784	100.0%	$ 2,330,557	100.0%	121.8%

Total revenues increased by approximately $2.8 million, or 121.8%, to approximately $5.2 million for the year ended June 30, 2026, from approximately $2.3 million for the same period in 2025, primarily attributable to an increase in product and loyalty program revenue, partially offset by a decrease in transaction revenue and the absence of member subscription revenue and customized software development service revenue for the year ended June 30, 2026, compared to approximately $0.1 million and $1.5 million, respectively, recognized for the same period in 2025.

Product and loyalty program revenue

Product revenue was generated from sales of e-vouchers, healthcare products, and other products through our ZCITY platform, while loyalty program revenue was recognized upon redemption of previously earned reward points or upon expiration of such points. Product and loyalty program revenue increased by approximately $4.5 million, or 732.0%, to approximately $5.2 million for the years ended June 30, 2026, from approximately $0.6 million for the same period in 2025. The increase was attributable to higher demand for our e-voucher products, resulting in a significant increase in sales volume.

Transaction revenue

Transaction revenue primarily consists of fees charged to merchants for participating in our ZCITY platform upon successful sales and service transactions, as well as for payment services facilitated between merchants and their customers online. In addition, transaction revenue includes fees earned through our recent partnership with Credilab Sdn. Bhd. (“CLSB”), a third-party credit services provider. Under that agreement, we refer our portfolio clients from TADAA Technologies Sdn. Bhd. (ZCITY’s operating subsidiary) to CLSB’s credit service platform; in return CLSB pays us a transaction fee for each successful transaction and agrees to share 50 % of the revenue derived from those portfolio clients.

Our transaction revenue decreased by 90.4% to approximately $12,000 for the years ended June 30, 2026, compared to approximately $127,000 for the same period in 2025. The decline attributable to lower usage by merchants on our ZCITY platform and reduced transaction volume resulting from fewer successful referrals through our partnership with CLSB.

Customized software development services

During the fiscal year ended June 30, 2025, the Company initiated a new revenue stream by offering customized software development services, primarily targeting enterprise clients. In January 2025, the Company entered into a service partnership with Reveillon Group Limited to design, develop, and implement a comprehensive digital system, including integrated modules to enhance administrative processes, data analysis, and user engagement. The project is designed with scalability and customization to support long-term performance and evolving business needs, and is expected to be completed within 12 months from the commencement date.

No revenue from customized software development services was recognized for the years ended June 30, 2026.

Cost of revenue

Our breakdown of cost of revenue by categories for the years ended June 30, 2026, and 2025, respectively, is summarized below:

	For the Years Ended June 30,		Change
	2026	2025	%
Product and loyalty program revenue	$ 5,161,042	$ 206,106	2,404.1%
Customized software development service	-	454,626	(100.0)%
Total cost of revenue	$ 5,161,042	$ 660,732	681.1%

Cost of revenue primarily consists of purchases of gift cards or "E-voucher" PIN codes, and healthcare products, which are directly attributable to our product revenue. Total cost of revenue increased by approximately $4.5 million, or 681.1%, for the years ended June 30, 2026 compared to the same period in 2025. The increase was mainly due to increase of product and loyalty program revenue and higher product cost.

Gross profit

Our gross profit from our major revenue categories is summarized as follows:

	For the Year Ended June 30, 2026	For the Year Ended June 30, 2025	Change	Percentage Change
Product and loyalty program revenue				
Gross profit	$ (3,445)	$ 413,791	$ (417,236)	(100.8)%
Gross margin	(0.1)%	66.8%	(66.9)%	
Transaction revenue				
Gross profit	$ 12,187	$ 127,127	$ (114,940)	(90.4)%
Gross margin	100.0%	100.0%	-%	
Member subscription revenue				
Gross profit	$ -	$ 103,533	$ (103,533)	(100.0)%
Gross margin	-%	100.0%	(100.0)%	
Customized software development service revenue				
Gross (loss) profit	$ -	$ 1,025,374	$ (1,025,374)	(100.0)%
Gross margin	-%	69.3%	(69.3)%	
Total				
Gross profit	$ 8,742	$ 1,669,825	$ (1,661,083)	(99.5)%
Gross margin	0.2%	71.6%	(71.4)%	

Our gross profit for the year ended June 30, 2026 was approximately $9,000, compared to approximately $1.7 million for the year ended June 30, 2025, representing a decrease of approximately $1.7 million, or 99.5%. Our gross margin decreased to approximately 0.2% for the year ended June 30, 2026 from approximately 71.6% for the year ended June 30, 2025.

The decrease in gross profit and gross margin was primarily attributable to the absence of customized software development service revenue and member subscription revenue during the year ended June 30, 2026, which contributed approximately $1.0 million and $0.1 million of gross profit, respectively, during the prior year. The decrease was also attributable to lower gross profit from transaction revenue and a decline in gross profit from product and loyalty program revenue. Product and loyalty program revenue generated a gross loss of approximately $3,000 for the year ended June 30, 2026, compared to gross profit of approximately $0.4 million in the

prior year. The decrease was primarily attributable to an increase in the portion of revenue deferred in connection with the ZCITY reward program, which reduced revenue recognized relative to the related cost of revenue during the period.

Operating expenses

Our operating expenses consist of selling expenses, general and administrative expenses, research and development expenses and stock-based compensation expenses.

Selling expenses

Selling expenses amounted to approximately $1.3 million and $0.1 million for the years ended June 30, 2026 and 2025, respectively, representing an increase of approximately $1.1 million, or 876.3%. The increase was mainly attributable to an increase in digital marketing expense of approximately $1.1 million and other marketing and promotion expense related to promoting our ZCITY platform. Marketing and promotion expense consists of redemptions of reward points which is generated from non-spending related activities (registration as a new user, referral of a new user and Spin & Win eligibility to receive reward points) in exchange for discounted credit of purchasing our products upon conversion of using the reward points. For the years ended June 30, 2026 and 2025, we incurred approximately $26,000 and $34,000, respectively, in marketing and promotion expense, and recognized the same amount of product revenue at the time of redemption of the non-spending related activities reward points by our customers.

General and administrative expenses

General and administrative expenses amounted to approximately $5.2 million and $2.8 million for the years ended June 30, 2026 and 2025, respectively, representing an increase of approximately $2.4 million, or 85.7%. The increase was primarily attributable to an approximately $2.0 million increase in professional fees and an approximately $0.4 million increase in salary and related payroll expenses to support the Company's operations, partially offset by the absence of approximately $0.8 million of amortization expense related to intangible assets recognized in the prior year.

Allowance for credit losses

Allowance for credit losses amounted to approximately $3.4 million and $0.8 million for the years ended June 30, 2026 and 2025, respectively, representing an increase of approximately $2.6 million. The increase was primarily attributable to higher expected credit losses on outstanding receivables, driven by an increase in aged receivable balances and management's assessment of the collectability of certain customer accounts based on their payment history and current financial condition.

Research and development expenses

Research and development expense amounted to approximately $1.6 million and $0.2 million for the years ended June 30, 2026 and 2025, respectively, representing a 662.5% increase as we incurred more spending in A.I related infrastructure development. The increase primarily reflects costs for software engineering, cloud infrastructure and GPU-related development supporting the live-streaming/AI program described in "Business Development."

Long-lived assets impairment

Long-lived asset impairment amounted to approximately $3.0 million and $19.5 million for the years ended June 30, 2026 and 2025, respectively, representing a decrease of approximately $16.5 million, or 84.4%. The impairment charges in both periods primarily related to intangible assets, with the decrease in the current year primarily attributable to a lower amount of intangible assets determined to be impaired compared to the prior year.

Stock-based compensation expenses

Stock-based compensation expenses amounted to approximately $1.8 million and $0.2 million for the years ended June 30, 2026 and 2025, respectively, representing an increase of approximately $1.6 million, or 785.6%. The stock-based compensation incurred for the years ended June 30, 2026 and 2025, was related to compensation paid to our executive officers and other employees as part of their compensation plan and third party for professional service.

Other income (expenses), net

Total other income (expense), net, amounted to approximately $5.5 million of net other income for the year ended June 30, 2026, compared to approximately $1.0 million of net other expense for the same period in 2025. This change was primarily attributable to (i) an increase of approximately $2.8 million in the gain from the change in fair value of derivative assets and warrant liabilities, (ii) a gain

on disposal of subsidiaries of approximately $1.0 million recognized in the current year, and (iii) the absence of the approximately $2.7 million loss from settlement of the share price decrease recognized in the prior year, and (iv) the absence of the approximately $0.2 million unrealized holding loss on marketable securities recognized in the prior year, partially offset by (a) a decrease of approximately $0.2 million in other (expense) income, net, mainly due to an approximately $0.3 million loss on disposal of fixed assets, and (b) an approximately $35,000 loss in the fair value of crypto assets.

Provision for income taxes

Provision for income taxes amounted to approximately $200,000 and $349,000 for the years ended June 30, 2026 and 2025, respectively. The amount was mainly attributable to tax imposed on us from the State of Delaware, as we are required to remit franchise tax to the State of Delaware on an annual basis. We also were subject to controlled foreign corporations Subpart F income ("Subpart F") tax, which is a tax primarily on passive income from controlled foreign corporations with a tax rate of 35%. In addition, the Tax Cuts and Jobs Act imposed a global intangible low-taxed income ("GILTI") tax, which is a tax on certain off-shore earnings at an effective rate of 10.5% for tax years (50% deduction of the current enacted tax rate of 21%) with a partial offset for 80% foreign tax credits. If the foreign tax rate is 13.125% or higher, there will be no U.S. corporate tax after the 80% foreign tax credits are applied. For the years ended June 30, 2026 and 2025, our foreign subsidiaries did not generate any income that are subject to Subpart F tax and GILTI tax.

Net loss

We generated net loss of approximately $11.1 million and $23.4 million for the years ended June 30, 2026 and 2025, respectively, representing a decrease of approximately $12.3 million. The change was primarily attributable to the factors discussed above.

Liquidity and Capital Resources

In assessing liquidity, we monitor and analyze cash on-hand and operating expenditure commitments. Our liquidity needs are to meet working capital requirements and operating expense obligations. To date, we financed our operations primarily through cash flows from contribution from stockholders, issuance of convertible notes, related party loans and our completion of initial underwritten public offering.

As of June 30, 2026 and June 30, 2025, we had approximately $1.6 million and 0.2 million, respectively, in cash and cash equivalent which primarily consists of bank deposits, which are unrestricted as to withdrawal and use. As of June 30, 2026 and June 30, 2025, we had working capital of approximately $4.6 million and $1.9 million, respectively.

We have raised additional capital through various equity financing arrangements. Under our March 2024 at-the-market offering program with H.C. Wainwright & Co., LLC, we had received aggregate net proceeds of approximately $2.9 million as of June 30, 2026. Under our equity financing arrangement with Alumni Capital LP, we received aggregate net proceeds of approximately $18.8 million through June 30, 2026. We also received $1.2 million pursuant to our November 2024 subscription agreement, $0.4 million pursuant to subscription agreements entered into in October 2025, and net proceeds of approximately $2.2 million from a registered direct offering completed in December 2025.

In addition, in May 2026, we entered into a subscription agreement with an investor for an aggregate investment of $1.2 million in our common stock. As of June 30, 2026, we had received $0.6 million of the investment amount and issued 149,695 shares of common stock.

Despite receiving the proceeds from various offerings, management is of the opinion that we will not have sufficient funds to meet the working capital requirements and debt obligations as they become due starting from one year from the date of this report due to our recurring loss. Therefore, management has determined there is substantial doubt about our ability to continue as a going concern. If we are unable to generate significant revenue, we may be required to curtail or cease our operations. Management is trying to alleviate the going concern risk through equity financing to support its working capital.

However, there is no guarantee that the substantial doubt about our ability to continue as a going concern will be alleviated.

The following summarizes the key components of our cash flows for the years ended June 30, 2026 and 2025:

	For the Years Ended	
	June 30, 2026	June 30, 2025
Net cash used in operating activities	$ (6,884,451)	$ (9,481,499)
Net cash used in investing activities	(3,078,195)	(5,771,193)
Net cash provided by financing activities	11,610,278	15,433,587
Effect of exchange rate on cash and cash equivalents	(293,165)	(144,013)
Net change in cash and cash equivalents	$ 1,354,467	$ 36,882

Operating Activities

Net cash used in operating activities for the year ended June 30, 2026 was approximately $6.9 million and was mainly comprised of (i) the net loss of approximately $11.1 million, and (ii) non-cash gains from the change in fair value of derivative assets and derivative liabilities, gain from disposal of subsidiaries, and interest income on short-term investment amounting to approximately $5.8 million, offset by (i) non-cash items of depreciation, allowance for credit losses, long-lived assets impairment, loss from disposal of equipment and motor vehicle, stock-based compensation, and change in fair value of crypto assets amounting to approximately $8.8 million, (ii) a decrease in accounts receivable of approximately $0.6 million due to timely collection, and (iii) an increase in other payables and accrued liabilities of approximately $0.6 million reflecting higher accrued expenses during the period.

Net cash used in operating activities for the year ended June 30, 2025 was approximately $9.5 million and was mainly comprised of the net loss of approximately $23.4 million, non-cash item of gain in change in fair value of derivative liabilities of approximately $1.8 million, increase in accounts receivable of approximately $1.6 million due to additional sales to new service partnership with Reveillon Group Limited but not yet collected, increase of other receivable and other assets of approximately $7.0 million which mainly includes approximately $3.6 million prepayment to certain vendors for technical and maintenance service and approximately $5.7 million of collaboration deposit made to Credilab Sdn. Bhd. (“CLSB”), decrease in customer deposits of approximately $75,000, as we recognized member service revenue in the current period from certain merchant prepayments made in the prior period, and decrease in contract liabilities of approximately $0.2 million, primarily as a result of increased revenue recognized from the ZCITY reward program due to a higher volume of customer reward redemptions, offset by non-cash items of depreciation, amortization, allowance for credit losses, stock-based compensation, long-live assets impairment and unrealized loss on marketable securities amounted to approximately $21.6 million, decrease of prepayment of approximately $0.1 million due to the utilization of prior-period prepayments for inventory purchases, and (iii) increase of approximately $2.9 million in other payables and accrued liabilities as we made approximately $2.7 million provision related to settlement of cash compensation requested by V Gallant Sdn. Bhd. pursuant to the Service Agreement dated October 29, 2024, as supplemented on March 28, 2025, to reflect the decline in our share price.

Investing Activities

Net cash used in investing activities for the years ended June 30, 2026 was approximately $3.1 million which was mainly due to approximately $1.7 million in purchases of intangible assets, approximately $1.1 million in purchases of property and equipment, approximately $0.3 million used to acquire crypto assets that were placed in a one-year yield arrangement to earn returns in USDT, and the remittance of approximately $53,000 to CLSB as a collaboration deposit to support CLSB’s credit service activities for the Portfolio Clients.

Net cash used in investing activities for the year ended June 30, 2025 was approximately $5.8 million which mainly due to remittance of approximately $5.7 million to CLSB as a collaboration deposit to support CLSB’s credit service activities for the Portfolio Clients, and approximately $0.2 million prepayment of purchase consideration for acquisition of Tien Ming Distribution Sdn Bhd.

Financing Activities

Net cash provided by financing activities for the year ended June 30, 2026 was approximately $11.6 million, which mainly comprised of approximately $7.1 million of proceeds received under the Share Purchase Agreement, approximately $2.5 million of proceeds received from the direct offering, approximately $1.4 million of proceeds received from the exercise of warrants into common stock, approximately $1.0 million of proceeds received under subscription agreements, and approximately $73,000 of proceeds received from an insurance loan, offset by payment of offering costs of approximately $0.3 million and payments of insurance loan and related party loan of approximately $81,000.

Net cash provided financing activities the years ended June 30, 2025 was approximately $15.4 million, which mainly comprised of approximately $15.4 million net proceeds received from issuance of common stock through market offering, subscription agreement and share purchase agreement, approximately $64,000 proceed received from exercised of warrants, and loan proceed of approximately $51,000, offset by payments of insurance loan and related party loan of approximately $54,000.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements including arrangements that would affect our liquidity, capital resources, market risk support and credit risk support or other benefits.

Critical Accounting Estimate

Our consolidated financial statements and accompanying notes have been prepared in accordance with U.S. GAAP. The preparation of these consolidated financial statements and accompanying notes requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We have identified certain accounting estimates that are significant to the preparation of our financial statements. These estimates are important for an understanding of our financial condition and results of operation. Certain accounting estimates are particularly sensitive because of their significance to financial statements and because of the possibility that future events affecting the estimate may differ significantly from management's current judgments. We believe the following critical accounting estimates involve the most significant estimates and judgments used in the preparation of our financial statements.

The preparation of these consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the periods presented. Significant accounting estimates reflected in our consolidated financial statements include impairment of long-lived assets, provision for estimated credit losses, realization of deferred tax assets, fair value of the stock-based compensation, , fair value of the warrants issued, derivative assets and derivative liabilities. Actual results could differ from these estimates.

Accounts receivable, net

Accounts receivable are recorded at the invoiced amount, net of an allowance for uncollectible accounts and do not accrue interest. We offer various payments terms to customers from cash due on delivery to 90 days based on their credit history. Accounts receivable encompass amounts due from sales of healthcare products on our ZCITY platform. Management also periodically evaluates individual customer's financial condition, credit history and the current economic conditions to make adjustments in the allowance when it is considered necessary. Account balances are charged off against the allowance when all collection efforts have been exhausted, and recovery potential is deemed remote. Our management reviews historical accounts receivable collection rates across all aging brackets and has made 100% provision of credit loss for customer balances aged above 120 days for sales of healthcare products on our ZCITY platform. Our management continuously assesses the reasonableness of the credit loss allowance policy and updates it as needed. As of June 30, 2026 and June 30, 2025, we recorded $735,214 and $9,924 of provision for estimated credit losses, respectively.

Other receivables and other current assets, net

Other receivables and other current assets consist of prepayment to third parties for cyber security service, director & officer liability insurance ("D&O Insurance"), and other professional fee. Other receivables and other current assets also include refundable advance to third party service provider, and other deposits. Starting from July 1, 2023, we had adopted ASC Topic 326 on our other receivables using the modified retrospective approach. The new credit loss guidance replaces the old model for measuring the allowance for credit losses with a model that is based on the expected losses rather than incurred losses. Under the new accounting guidance, we measure credit losses on its other receivables using the current expected credit loss model under ASC 326. As of June 30, 2026 and 2025, we have provided allowance for credit loss of $3,794,619 and $1,078,353, respectively.

Impairment for long-lived assets

Long-lived assets, including property and equipment with finite lives are reviewed for impairment whenever events or changes in circumstances (such as a significant adverse change to market conditions that will impact the future use of the assets) indicate that the carrying value of an asset may not be recoverable. We assessed the recoverability of the assets based on the undiscounted future cash flows the assets are expected to generate and recognize an impairment loss when estimated undiscounted future cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. If an impairment is identified, we would reduce the carrying amount of the asset to its estimated fair value based on a discounted cash flows approach or, when available and appropriate, to comparable market values. $3,044,877 and $19,517,303 impairment for long-lived assets were recorded as of June 30, 2026 and 2025, respectively.

Goodwill impairment

The Company performs an annual impairment test of goodwill and evaluates goodwill for impairment whenever events or changes in circumstances indicate that the carrying amount of a reporting unit may exceed its fair value. Based on the Company's impairment assessments, no impairment loss on goodwill was recognized for the years ended June 30, 2026 and 2025.

Income taxes

Deferred taxes are accounted for using the asset and liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

An uncertain tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely to be realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

Stock-based compensation

We account for stock-based compensation awards in accordance with FASB ASC Topic 718, "Compensation – Stock Compensation", which requires that stock-based payment transactions with employees and service providers be measured based on the fair value of the equity instruments issued and recognized as compensation expense over the requisite service period or as the related services are received. Certain stock-based compensation awards represent a predetermined monetary value to be settled in a variable number of shares of the Company's common stock and are accounted for as liability-classified awards. Such awards are remeasured at fair value until settlement, with changes in fair value recognized as stock-based compensation expense. The fair value of the Company's common stock used in measuring these awards is determined based on the quoted market price of the Company's common stock in an active market, which is a Level 1 input in accordance with ASC Topic 820, "Fair Value Measurement." For the years ended June 30, 2026 and 2025, we incurred stock-based compensation expense related to our officers and third-party service providers of approximately $1.8 million and $0.2 million, respectively.

Derivative assets

In connection with the settlement of certain receivables and contractual arrangements, we hold contractual rights to receive equity securities of V Gallant Limited ("V Gallant") and Reveillon Group Limited ("RG"). The underlying shares are held in escrow and subject to certain contractual conditions and restrictions that prevent us from obtaining present control of the shares. Accordingly, we account for these contractual rights as derivative assets under ASC 815, *Derivatives and Hedging*, and remeasure the derivative assets at fair value at each reporting date in accordance with ASC 820, *Fair Value Measurement*.

The fair value of the derivative assets was determined with reference to independent third-party valuations using primarily the discounted cash flow ("DCF") method. The fair value measurements are classified within Level 3 of the fair value hierarchy because the valuations utilize significant unobservable inputs. Accordingly, the determination of fair value requires significant estimates and assumptions, and changes in the underlying valuation assumptions could materially affect the fair value of the derivative assets and the resulting gain or loss recognized in earnings.

As of June 30, 2026, the fair value of the contractual right to receive 1,300,000 ordinary shares of V Gallant was determined using the DCF method, which indicated a value of $1.71 per underlying share, resulting in an estimated fair value of $2,223,000. The fair value of the contractual right associated with 700,000 ordinary shares of RG was determined using the DCF method, which indicated a value of $2.06 per underlying share, resulting in an estimated fair value of $1,442,000. Accordingly, the aggregate fair value of the derivative assets was $3,665,000 as of June 30, 2026.

Warrants

- *Fair value of Alumni Capital warrants*

We account for the purchase warrants issued to Alumni Capital LP ("Alumni Capital") as liabilities, which are remeasured at fair value at each reporting period, with changes in fair value recognized in our consolidated statements of operations. The fair value of these warrants is estimated using the Black-Scholes option pricing model, which requires the use of significant judgment and assumptions, including expected stock price volatility, risk-free interest rate, expected life of the warrant, and the market price and exercise price of our common stock. These assumptions are highly subjective and inherently uncertain, and changes in any of these inputs can materially affect the estimated fair value of the warrant liability.

The fair value of the warrants issued to Alumni Capital which was determined on grant dates by using the Black Scholes model using the following assumptions: (1) expected volatility of 160.20% to 182.34%, (2) risk-free interest rate of 3.52% to 4.37%, (3) expected life of 2.0 years to 2.8 years, (4) exercise price of $23.37 to $103.00 and (5) stock price of $21.60 to $390.00 on grant date, the date of which the warrants were issued. Based on above assumption, the fair value of the warrants on grant date were estimated to be $13,247,339.

The fair value of the warrants issued to Alumni Capital was determined as of June 30, 2026 using the Black-Scholes model with the following assumptions: (1) expected volatility of 173.06%, (2) risk-free interest rate of 4.02%, (3) expected life of 1.3 years, (4) exercise price of $5.07, and (5) stock price of $3.91 as of June 30, 2026. Based on the above assumptions, the fair value of the warrants was estimated to be $1,187,876.

The fair value of the warrants issued to Alumni Capital was determined as of June 30, 2025 using the Black-Scholes model with the following assumptions: (1) expected volatility of 162.92% to 167.27%, (2) risk-free interest rate of 3.71%, (3) expected life of 2.3 years, (4) exercise price of $24.00 to $41.00, and (5) stock price of $22.00 as of June 30, 2025, as adjusted to give retroactive effect to the 1-for-20 reverse stock split effected on December 5, 2025. Based on the above assumptions, the fair value of the warrants was estimated to be $383,886.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item for the fiscal year ended June 30, 2026.

Item 8. Financial Statements and Supplementary Data.

WWC, P.C. CERTIFIED PUBLIC ACCOUNTANTS

To: The Board of Directors and Stockholders of
Treasure Global Inc

Report of Independent Registered Public Accounting Firm

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Treasure Global Inc and its subsidiaries (the "Company") as of June 30, 2025 and 2026, and the related consolidated statements of operations and comprehensive loss, change in stockholders' equity, and cash flows for each of the years in the two-year period ended June 30, 2026, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2025 and 2026, and the results of its operations and its cash flows for each of the years in the two-year period ended June 30, 2026, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company had an accumulated deficit and its net cash outflows from operating activities raises substantial doubt about its ability to continue as a going concern. Management's plan regarding these matters are described in Note 2. These consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ WWC, P.C.
Certified Public Accountants
PCAOB ID No: 1171

We have served as the Company's auditor since 2023.
San Mateo, California
October 13, 2026

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TREASURE GLOBAL INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in U.S. dollars, except for the number of shares)

	As of June 30, 2026	As of June 30, 2025
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 1,591,362	$ 236,895
Crypto assets receivable	299,550	-
Crypto assets	148,631	-
Accounts receivable, net	245,600	1,592,901
Inventories, net	22,687	13,184
Other receivables and other current assets, net	3,390,022	3,361,862
Other receivable, related party	16,717	13,723
Prepayments	282,280	304,771
Derivative assets	3,665,000	-
Total current assets	9,661,849	5,523,336
OTHER ASSETS		
Property and equipment, net	61,806	109,539
Intangible assets, net	5,554,807	3,044,877
Goodwill	523,084	-
Operating lease right-of-use assets	130,587	114,375
Other receivables and other assets, non-current, net	3,385,896	6,081,021
Total other assets	9,656,180	9,349,812
TOTAL ASSETS	$ 19,318,029	$ 14,873,148
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Related party loan, current portion	$ -	$ 5,134
Insurance loan	37,633	40,490
Accounts payable	19,720	19,997
Customer deposits	3,430	-
Contract liability	17,609	872
Other payables and accrued liabilities	4,154,025	3,444,929
Other payables, related parties	1,031	494
Operating lease liabilities	39,467	36,606
Income tax payables	200,055	120,000
Total current liabilities	4,472,970	3,668,522
NON-CURRENT LIABILITIES		
Derivative liabilities	1,187,876	383,886
Operating lease liabilities, non-current	91,014	77,007
Total non-current liabilities	1,278,890	460,893
TOTAL LIABILITIES	5,751,860	4,129,415
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' EQUITY		
Common stock, par value $0.00001; 600,000,000 shares authorized, 2,027,579 and 207,470 shares issued and outstanding as of June 30, 2026 and 2025, respectively*	21	2

Additional paid-in capital*	85,997,437	72,023,291
Accumulated deficit	(72,492,602)	(61,407,562)
Accumulated other comprehensive income	62,723	128,002
Total Treasure Global Inc shareholders' equity	13,567,579	10,743,733
Noncontrolling interests	(1,410)	-
TOTAL STOCKHOLDERS' EQUITY	13,566,169	10,743,733
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 19,318,029	$ 14,873,148

* Giving retroactive effect to the 1-for-50 reverse stock split effected on April 7, 2025, and 1-for-20 reverse stock split effected on December 5, 2025

The accompanying notes are an integral part of these consolidated financial statements.

TREASURE GLOBAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in U.S. dollars, except for the number of shares)

	For the Years Ended June 30,	
	2026	**2025**
REVENUES	$ 5,169,784	$ 2,330,557
COST OF REVENUES	(5,161,042)	(660,732)
GROSS PROFIT	8,742	1,669,825
SELLING	(1,264,020)	(129,467)
GENERAL AND ADMINISTRATIVE	(5,199,250)	(2,775,772)
ALLOWANCE FOR CREDIT LOSSES	(3,434,769)	(854,849)
LONG-LIVED ASSETS IMPAIRMENT	(3,044,877)	(19,517,303)
RESEARCH AND DEVELOPMENT	(1,646,230)	(215,900)
STOCK-BASED COMPENSATION	(1,845,923)	(208,445)
TOTAL OPERATING EXPENSES	(16,435,069)	(23,701,736)
LOSS FROM OPERATIONS	(16,426,327)	(22,031,911)
OTHER INCOME (EXPENSE)		
Other (expense) income, net	(82,414)	89,354
Interest expense	(888)	(4,999)
Net loss on marketable securities	-	(170,817)
Gain from disposal of subsidiaries	1,013,977	-
Change in fair value of crypto assets	(35,067)	-
Change in fair value of derivative assets and derivative liabilities	4,643,137	1,816,917
Share-based compensation adjustment	-	(2,726,545)
TOTAL OTHER INCOME (EXPENSE), NET	5,538,745	(996,090)
LOSS BEFORE INCOME TAXES	(10,887,582)	(23,028,001)
PROVISION FOR INCOME TAXES	(200,000)	(349,487)
NET LOSS	(11,087,582)	(23,377,488)
Less: net loss attributable to noncontrolling interest	(2,542)	-
NET LOSS ATTRIBUTABLE TO SHAREHOLDERS OF TREASURE GLOBAL INC	$ (11,085,040)	$ (23,377,488)
NET LOSS	(11,087,582)	(23,377,488)
OTHER COMPREHENSIVE (LOSS) INCOME		
Foreign currency translation adjustments	(65,278)	(110,961)
COMPREHENSIVE LOSS	(11,152,860)	(23,488,449)
Less: Comprehensive loss attributable to noncontrolling interest	(2,541)	-
COMPREHENSIVE LOSS ATTRIBUTABLE TO SHAREHOLDERS OF TREASURE GLOBAL INC	$ (11,150,319)	$ (23,488,449)
LOSS PER SHARE		
Basic and diluted*	$ (9.63)	$ (397.33)

WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
Basic and diluted*	1,151,060	58,836

* Giving retroactive effect to the 1-for-50 reverse stock split effected on April 7, 2025, and 1-for-20 reverse stock split effected on December 5, 2025

The accompanying notes are an integral part of these consolidated financial statements.

TREASURE GLOBAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Expressed in U.S. dollars, except for the number of shares)

	COMMON STOCK*		ADDITIONAL PAID IN CAPITAL	ACCUMULATED DEFICIT	ACCUMULATED OTHER COMPREHENSIVE INCOME	Noncontrolling interest	TOTAL STOCKHOLDERS' EQUITY
	Number of shares	Par value					
Balance as of June 30, 2024	1,672	$ -	$ 41,171,844	$ (38,030,074)	$ 238,963	$ -	$ 3,380,733
Net loss	-	-	-	(23,377,488)	-	-	(23,377,488)
Issuance of common stock at the market offering, net of issuance costs	1,583	-	2,457,390	-	-	-	2,457,390
Issuance of common stock for software development	30,984	-	17,408,579	-	-	-	17,408,579
Employee stock-based compensation	1,691	-	208,445	-	-	-	208,445
Issuance of common stock under subscription agreement	3,567	-	1,177,000	-	-	-	1,177,000
Issuance of common stock and warrant under share purchase agreement	158,184	2	11,737,269	-	-	-	11,737,271
Fair value of warrants allocated to derivative liabilities	-	-	(2,450,227)	-	-	-	(2,450,227)
Exercise of warrants into common stock	2,500	-	63,567	-	-	-	63,567
Cashless exercise of warrants into common stock	7,288	-	-	-	-	-	-
Fair value of derivative liabilities upon exercise of warrants	-	-	249,424	-	-	-	249,424
Rounding upon reverse stock split	1	-	-	-	-	-	-
Foreign currency translation adjustments	-	-	-	-	(110,961)	-	(110,961)
Balance as of June 30, 2025	207,470	2	72,023,291	(61,407,562)	128,002	-	10,743,733
Net loss attributable to shareholders of Treasure Global Inc	-	-	-	(11,085,040)	-	-	(11,085,040)
Issuance of common stock and warrant under share purchase agreement	486,772	5	7,088,113	-	-	-	7,088,118
Fair value of warrants allocated to derivative liabilities	-	-	(10,797,112)	-	-	-	(10,797,112)
Issuance of common stock under direct offering	250,000	3	2,159,997	-	-	-	2,160,000
Issuance of common stock at the market offering	3,000	-	12,739			-	12,739
Issuance of common stock under subscription agreements	166,937	2	999,998	-	-	-	1,000,000
Fair value of derivative liabilities upon exercise of warrants	-	-	4,614,985	-	-	-	4,614,985
Exercise of warrants into common stock	150,000	2	1,357,575	-	-	-	1,357,577
Cashless exercise of warrants into common stock	149,323	1	(1)	-	-	-	-
Employee stock-based compensation	-	-	639,493	-	-	-	639,493
Issuance of common stock upon vesting of restricted stock	142,744	1	(1)	-	-	-	-
Issuance of common stock in settlement of provision for fixed value equity awards	119,090	1	1,029,351	-	-	-	1,029,352
Issuance of common stock for prepaid consulting fee	171,570	2	2,999,998	-	-	-	3,000,000
Issuance of common stock for acquiring intangible assets	180,657	2	3,869,998	-	-	-	3,870,000
Rounding upon reverse stock split	16	-	-	-	-	-	-
Recognition of noncontrolling interest	-	-	-	-	-	144	144
Net loss attributable to noncontrolling interests	-	-	-	-	-	(2,542)	(2,542)

Derecognition of noncontrolling interest upon acquisition of additional controlling interest in a subsidiary	-	-	(987)	-	-	987	-
Foreign currency translation adjustments	-	-	-	-	(65,279)	1	(65,278)
Balance as of June 30, 2026	2,027,579	$ 21	$ 85,997,437	$ (72,492,602)	$ 62,723	$ (1,410)	$ 13,566,169

* Giving retroactive effect to the 1-for-50 reverse stock split effected on April 7, 2025, and 1-for-20 reverse stock split effected on December 5, 2025

The accompanying notes are an integral part of these consolidated financial statements.

TREASURE GLOBAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in U.S. dollars, except for the number of shares)

	For the Year Ended June 30,	
	2026	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$(11,087,582)	$(23,377,488)
Adjustments to reconcile net loss to net cash used in operating activities:		
Interest income on short-term investment	(183,698)	-
Depreciation	98,600	76,970
Amortization of intangible assets	-	796,684
Amortization of operating right-of-use assets	40,913	22,344
Allowance for credit losses	3,434,769	854,849
Long-lived assets impairment	3,044,877	19,517,303
Loss (gain) from disposal of equipment and motor vehicle	319,879	(19,646)
Stock-based compensation	1,845,923	208,445
Change in fair value of derivative assets and derivative liabilities	(4,643,137)	(1,816,917)
Change in fair value of crypto assets	35,067	-
Gain from disposal of subsidiaries	(1,013,977)	-
Net loss on marketable securities	-	170,817
Changes in operating assets and liabilities:		
Accounts receivable	622,399	(1,596,297)
Inventories	(13,908)	16,829
Other receivables and other assets	(69,271)	(7,110,970)
Other receivable, a related party	(2,567)	-
Prepayments	32,264	92,751
Accounts payable	25,086	(5,740)
Customer deposits	122	(75,108)
Contract liability	16,699	(201,457)
Other payables and accrued liabilities	570,003	2,901,795
Operating lease liabilities	(36,967)	(23,073)
Income tax payables	80,055	86,410
Net cash used in operating activities	(6,884,451)	(9,481,499)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(1,052,587)	(14,818)
Proceeds from sales of motor vehicle	-	38,864
Investment in crypto asset yield arrangement (crypto assets receivable)	(300,957)	-
Purchases of intangible asset	(1,684,129)	-
Prepayment of purchase consideration for business combination	-	(223,768)
Net cash received from business combination	15,014	-
Cash release from disposal of subsidiaries	(2,226)	-
Collaboration deposit	(53,310)	(5,572,287)
Proceeds from sale of investment in marketable securities	-	816
Net cash used in investing activities	(3,078,195)	(5,771,193)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock in market offering	12,739	2,458,453
Proceeds from issuance of common stock and warrant under share purchase agreement	7,088,118	11,737,271
Proceeds from issuance of common stock under subscription agreements	1,000,000	1,177,000
Proceeds from exercise of warrants into common stock	1,357,577	63,567
Proceeds from direct offering	2,500,000	-
Payments of offering costs	(340,000)	-

Proceeds from insurance loan	72,625	51,211
Principal payments of insurance loan	(75,482)	(49,092)
Payments of related party loan	(5,289)	(4,823)
Cash paid in acquired additional controlling interest from a subsidiary	(10)	-
Net cash provided by financing activities	11,610,278	15,433,587
EFFECT OF EXCHANGE RATE ON CASH AND CASH EQUIVALENTS	(293,165)	(144,013)
INCREASE IN CASH AND CASH EQUIVALENTS	1,354,467	36,882
CASH AND CASH EQUIVALENTS, beginning of year	236,895	200,013
CASH AND CASH EQUIVALENTS, end of year	$ 1,591,362	$ 236,895
SUPPLEMENTAL CASH FLOWS INFORMATION		
Income taxes paid	$ 121,200	$ 183,222
Interest paid	$ 3,752	$ 2,062
SUPPLEMENTAL NON-CASH FLOWS INFORMATION		
Vesting of employee stock compensation	$ -	$ 208,445
Right-of-use assets in exchange for operating lease liabilities	$ 133,959	$ 113,243
Financing insurance premium paid by insurance loan	$ -	$ 56,669
Issuance of common stock for software development	$ -	$ 17,408,579
Issuance of common stock for acquiring intangible assets	$ 3,870,000	$ -
Issuance of common stock for prepaid consulting fee	$ 3,000,000	$ -
Acquisition of intangible assets through settlement of other receivables	$ -	$ 620,000
Allocation of fair value of derivative liabilities for issuance of common stock	$ 10,797,112	$ 2,450,227
Fair value of derivative liabilities upon exercise of warrants	$ 4,614,985	$ 249,424

The accompanying notes are an integral part of these consolidated financial statements.

TREASURE GLOBAL INC AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Nature of business and organization

Treasure Global Inc. ("TGL" or the "Company") is a holding company incorporated on March 20, 2020, under the laws of the State of Delaware. The Company has no substantive operations other than holding all of the outstanding shares of TADAA Technologies Sdn. Bhd ("TADAA Technologies"), (formerly known as ZCity Sdn. Bhd, and Gem Reward Sdn. Bhd, underwent a name change on July 31, 2025 and July 20, 2023, respectively). TADAA Technologies was originally established under the laws of the Malaysia on June 6, 2017, through a reverse recapitalization.

On March 11, 2021, TGL completed a reverse recapitalization ("Reorganization") under common control of its then existing stockholders, who collectively owned all of the equity interests of TADAA TECHNOLOGIES prior to the Reorganization through a Share Swap Agreement. TADAA TECHNOLOGIES is under common control of the same stockholders of TGL through a beneficial ownership agreement, which results in the consolidation of TADAA TECHNOLOGIES and has been accounted for as a Reorganization of entities under common control at carrying value. Before and after the Reorganization, the Company, together with its subsidiaries is effectively controlled by the same stockholders, and therefore the Reorganization is considered as a recapitalization of entities under common control in accordance with Accounting Standards Codification ("ASC") 805-50-25. The consolidation of the Company and its subsidiaries have been accounted for at historical cost and prepared on the basis as if the aforementioned transactions had become effective as of the beginning of the first period presented in the accompanying consolidated financial statements in accordance with ASC 805-50-45-5.

The Company, through its wholly owned subsidiary, TADAA TECHNOLOGIES, engages in the payment processing industry and operate an online-to- offline ("O2O") e-commerce platform known as "ZCITY". The Company has extensive business interests in creating an innovative O2O e-commerce platform with an instant rebate and affiliate cashback program business model, focusing on providing a seamless payment solution and capitalizing on big data using artificial intelligence technology. The Company's proprietary product is an internet application (or "app") called "ZCITY App". ZCITY App drives user app download and transactions by providing instant rebate and cashback. The Company aims to transform and simplify a user's e-payment gateway experience by providing great deals, rewards and promotions with every use in an effort to make it Malaysia's top reward and payment gateway platform.

During the year ended June 30, 2025, the Company launched a new revenue stream by providing customized software development services. This business line is part of the Company's broader efforts to explore new growth opportunities and strengthen its capabilities in the technology and digital services sector.

The accompanying consolidated financial statements reflect the activities of TGL and each of the following entities.

Name	Background	Ownership
TADAA Technologies Sdn. Bhd (formerly known as ZCity Sdn Bhd and Gem Reward Sdn. Bhd.) ("TADAA Technologies")	• A Malaysian company • Incorporated in June 2017 • Operated O2O e-commerce platform known as ZCITY	100% owned by TGL
TADAA Ventures Sdn. Bhd (formerly known as VWXYZ Venture Sdn. Bhd underwent a name change on July 29, 2025.) ("TADAA Ventures") (1) (4)	• A Malaysian company • Incorporated in July 2024 • Holding company	100% owned by TGL
Bowlcrafted Sdn. Bhd. ("Bowlcrafted") (2) (4)	• A Malaysian company • Incorporated in September 2025	100% owned by TADAA Ventures
TADAA Capital Sdn. Bhd ("TADAA Capital") (3)	• A Malaysian company • Incorporated in August 2025	100% owned by TGL
Tazte Technology Sdn.Bhd.("Tazte Technology") (5) (6)	• A Malaysian company • Incorporated in March 2024	100% owned by TADAA Technologies
EVIX Technologies Sdn.Bhd.("EVIX Technologies") (7)	• A Malaysian company • Incorporated in May 2026	70% owned by TADAA Capital
TADAA Limited	• A British Virgin Islands • ("BVI") company Incorporated in October 2025	100% owned by TGL

(1) TADAA Ventures is a holding company incorporated in July 2024, under the laws of Malaysia. As of June 30, 2026, TADAA Ventures has no substantive operations.

(2) Bowlcrafted is a food and beverage company incorporated in September 2025, under the laws of Malaysia. As of June 30,2026, Bowlcrafted has no substantive operations.

(3) TADAA Capital is a holding company incorporated in August 2025, under the laws of Malaysia. As of June 30,2026, TADAA Capital has no substantive operations.

(4) On December 22, 2025, the Company entered into a Share Sale Agreement ("SPA") with a third party (the "Buyer") to dispose of its entire equity interest in Tadaa Ventures and its subsidiary Bowlcrafted. The consideration for the transaction consists of ordinary shares of Reveillon Group Limited with an agreed aggregate value of $1,400,000. Control of Tadaa Ventures and Bowlcrafted was transferred to the Buyer on February 10, 2026 ("Disposal Date"), and accordingly, both entities were deconsolidated from the Company's consolidated financial statements as of that date. As a result of the deconsolidation, the Company recognized a gain of $1,013,977. The Company determined that the deconsolidation does not meet the criteria for discontinued operations presentation in accordance with ASC 205-20, as the disposal does not represent a strategic shift that has a major effect on the Company's operations or financial results.

In connection with the disposal, the Company recognized a gain of $1,013,977, calculated as follows:

	Disposal Date
Share Consideration	$ 1,400,000
Less: Net assets of Tadaa Venture and Bowlcrafted	386,023
Gain from disposal of Tadaa Venture and Bowlcrafted	$ 1,013,977

(5) In February 23, 2026, the Company entered into a Share Sale Agreement with a third party for the proposed acquisition of Tazte Technology Sdn. Bhd. ("Tazte"). The acquisition was completed on April 23, 2026, upon which Tazte became a wholly owned subsidiary of the Company. The acquisition was accounted for as a business combination under ASC 805, *Business Combinations*. (see Note 3)

(6) In May 2026, EVIX Technologies Sdn. Bhd. ("EVIX") was incorporated in Malaysia pursuant to a joint venture agreement entered into among TADAA Capital, and two third parties. Upon incorporation, TADAA Capital held a 70% ownership interest in EVIX and had the contractual right to appoint a majority of EVIX's board of directors. The board is responsible for directing EVIX's strategic, financial, and operating activities. Accordingly, the Company determined that it controlled EVIX and consolidated EVIX from its incorporation date.

In June 2026, TADAA Capital transferred al 19% ownership interest in EVIX to one of the noncontrolling shareholders, decreasing its ownership interest from 70% to 51%. Because the Company retained control of EVIX before and after the transaction, the acquisition of the additional interest was accounted for as an equity transaction with the noncontrolling interest, with no gain or loss recognized.

Note 2 – Summary of significant accounting policies

Going concern

In assessing the Company's liquidity and the substantial doubt about its ability to continue as a going concern, the Company monitors and analyzes cash on hand and operating expenditure commitments. The Company's liquidity needs are to meet working capital requirements and operating expense obligations. To date, the Company has financed its operations primarily through cash flows from contributions from stockholders, issuance of convertible notes from third parties and related parties, related party loans, and various public offerings.

The Company's management has considered whether there is substantial doubt about its ability to continue as a going concern due to: (1) recurring loss from operations of approximately $16.4 million for the year ended June 30, 2026; (2) accumulated deficit of approximately $72.5 million as of June 30, 2026; and (3) net operating cash outflow of approximately $6.9 million for the year ended June 30,2026. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

During the year ended June 30, 2026, the Company raised additional capital through various equity financing arrangements, including at-the-market offerings, share purchase arrangements, subscription agreements and a registered direct offering. Subsequent to June 30, 2026 and through the date of issuance of these consolidated financial statements, the Company continued to raise additional capital through equity financings, including net proceeds of approximately $1.0 million from its at-the-market offering and additional proceeds of $0.6 million pursuant to a subscription agreement.

Management plans to continue to seek additional equity financing and implement measures to manage operating expenditures to support the Company's working capital requirements and meet its obligations as they become due. However, the Company's ability to obtain additional financing is subject to uncertainty, and there can be no assurance that additional financing will be available on acceptable terms, or at all.

Despite receiving the net proceeds from the various offerings, the Company's management is of the opinion that it will not have sufficient funds to meet the Company's working capital requirements and debt obligations as they become due starting from one year from the date of this report due to the recurring loss. Therefore, management has determined that there is a substantial doubt about its ability to continue as a going concern. If the Company is unable to generate significant revenue, it may be required to curtail or cease its operations. Management is trying to alleviate the going concern risk through equity financing to support its working capital

However, there is no guarantee that the substantial doubt about the Company's ability to continue as a going concern will be alleviated.

Basis of presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for information pursuant to the rules and regulations of the Securities Exchange Commission ("SEC").

Principles of consolidation

The consolidated financial statements include the accounts of the Company and include the assets, liabilities, revenues and expenses of the subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation.

Subsidiary is entity in which the Company, directly or indirectly, controls more than one half of the voting power; or has the power to govern the financial and operating policies, to appoint or remove the majority of the members of the board of directors, or to cast a majority of votes at the meeting of directors.

Use of estimates

The preparation of these consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the periods presented. Significant accounting estimates reflected in our consolidated financial statements include the impairment of long-lived assets and goodwill, allowance for credit loss, realization of deferred tax assets, fair value of the stock-based compensation, fair value of the warrants issued, derivative assets and derivative liabilities. Actual results could differ from these estimates.

Business Combination

The Company accounts for its business combinations using the acquisition method of accounting in accordance with ASC 805 “Business Combinations.” The cost of an acquisition is measured as the aggregate of the acquisition date fair value of the assets transferred to the sellers and liabilities incurred by the Company and equity instruments issued. Transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets and liabilities acquired or assumed are measured separately at their fair values as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of (i) the total costs of acquisition, fair value of the non-controlling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiaries acquired, the difference is recognized directly in the consolidated statements of operations and comprehensive loss. During the measurement period, which can be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations and comprehensive loss.

Non-controlling interests

For the Company’s non-wholly owned subsidiaries, a non-controlling interest is recognized to reflect portion of equity that is not attributable, directly or indirectly, to the Company. The cumulative results of operations attributable to non-controlling interests are also recorded as non-controlling interests in the Company’s consolidated balance sheets and consolidated statements of operations and comprehensive loss. Cash flows related to transactions with non-controlling interests are presented under financing activities in the consolidated statements of cash flows.

Segment reporting

The Company’s Chief Executive Officer is identified as the Company’s chief operating decision-maker (“CODM”). The CODM reviews financial information presented on a consolidated basis, together with disaggregated financial information for the Company’s operating segments, and evaluates segment performance and allocates resources primarily based on segment profit (loss).

During the year ended June 30, 2025, the Company introduced a new revenue stream through customized software development services. Based on the qualitative and quantitative criteria established by Accounting Standards Codification ("ASC") 280, Segment Reporting, the Company has two reportable segments: (i) payment processing and e-commerce operations through its ZCITY platform and (ii) customized software development.

Foreign currency translation and transaction

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the consolidated statements of operations and comprehensive loss. The reporting currency of the Company is United States Dollars ("US$") and the accompanying consolidated financial statements have been expressed in US$. The Company's subsidiaries in Malaysia conducts their businesses and maintains their books and record in the local currency, Malaysian Ringgit ("MYR" or "RM"), as its functional currency. 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 830-30, "Translation of Financial Statement", using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive gain or loss within the consolidated statements of changes in stockholders' equity. Cash flows are also translated at average translation rates for the periods, therefore, amounts reported on the consolidated statements of cash flows will not necessarily agree with changes in the corresponding balances on the consolidated balance sheets.

Translation of foreign currencies into US$1 have been made at the following exchange rates for the respective periods:

	As of June 30,	
	2026	**2025**
Period-end MYR: US$1 exchange rate	4.08	4.21

	For the years ended June 30,	
	2026	**2025**
Period-average MYR: US$1 exchange rate	4.08	4.40

Cash and cash equivalents

Cash is carried at cost and represents cash on hand, time deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less. Cash equivalents consist of funds received from customers, which funds were held at the third-party platform's fund account, and which are unrestricted and immediately available for withdrawal and use.

Crypto assets receivable

The Company enters into crypto asset yield arrangements with third-party platforms whereby stablecoins, USDT are transferred to the platform for a fixed contractual term in exchange for yield payments. During the contractual term, the principal balance is restricted from withdrawal, and the Company maintains a contractual right to receive the same quantity of USDT upon maturity. The Company accounts for the locked principal balance as a crypto assets receivable. The crypto assets receivable is initially recognized at cost, representing the fair value of the digital assets transferred to the platform on the transaction date, and is subsequently measured at fair value at each reporting date in accordance with ASC 350-60, *Accounting for and Disclosure of Crypto Assets*, with changes in fair value recognized in earnings. The Company also evaluates the crypto assets receivable for expected credit losses by considering the counterparty's financial condition, historical experience, and other relevant factors. As of June 30, 2026, no allowance for credit losses was recognized. The changes in fair value recognized for the years ended June 30, 2026 were immaterial.

Crypto Assets

Crypto assets primarily consist of USDT earned from crypto asset yield arrangements and Ethereum purchased using such USDT. The Company's crypto assets are freely withdrawable, tradable, or available for use by the Company. Digital assets received as interest income are initially recognized at fair value on the date earned and are subsequently measured at fair value at each reporting date in accordance with ASC 350-60, with changes in fair value recognized in earnings. The changes in fair value recognized for the year ended June 30, 2026 and 2025 were $35,067 and $0, respectively.

Accounts receivable, net

Accounts receivable are recorded at the invoiced amount less an allowance for any uncollectible accounts and do not bear interest. The Company provides various payment terms from cash due on delivery to 90 days based on customer's credibility. Accounts receivable include money due from sales of software development, and sales of health care products on its ZCITY platform. The carrying value of accounts receivable is reduced by an allowance for credit losses that reflects the Company's best estimate of the amounts that will not be collected. The Company measures the allowance for credit losses on a current expected credit loss basis in accordance with ASC 326, Financial Instruments—Credit Losses, using an assessment of historical loss experience, accounts aging, specific evidence indicating collection is unlikely, the financial condition of the customer, industry trends and reasonable and supportable forecasts of future economic conditions. Management also periodically evaluates individual customer's financial condition, credit history, and the current economic conditions to make adjustments in the allowance for credit losses when it is considered necessary. Account balances are charged off against the allowance for credit losses after all means of collection have been exhausted and the potential for recovery is considered remote. The Company's management continues to evaluate the reasonableness of the valuation allowance policy and update it if necessary. As of June 30, 2026 and 2025, the Company recorded $735,214 and $9,924 of allowance for credit losses, respectively.

Inventories

Inventories are stated at the lower cost or net realizable value, cost being determined on a first in first out method. Costs include gift card or "E-voucher" pin code which are purchased from the Company's suppliers as merchandized goods or store credit. Management compares the cost of inventories with the net realizable value and if applicable, an allowance is made for writing down the inventory to its net realizable value, if lower than cost. On an ongoing basis, inventories are reviewed for potential write-down for estimated obsolescence or unmarketable inventories which equals the difference between the costs of inventories and the estimated net realizable value based upon forecasts for future demand and market conditions. When inventories are written-down to the lower of cost or net realizable value, it is not marked up subsequently based on changes in underlying facts and circumstances. For the year ended June 30, 2026 and 2025, no write-downs for estimated obsolescence or unmarketable inventories were recorded.

Other receivables and other current assets, net

Other receivables and other current assets consist of refundable collaboration deposit related to the partnership agreement with Credilab Sdn. Bhd. In addition, other receivables and other current assets also include prepayment made by the Company to third parties for software development, consulting service, cyber security service, director& officer liability insurance ("D&O Insurance), refundable advance to third party service provider, deposit for investment and other deposits.

Starting from July 1, 2023, the Company adopted ASC Topic 326 on its other receivables using the modified retrospective approach. The new credit loss guidance replaces the old model for measuring the allowance for credit losses with a model that is based on the expected losses rather than incurred losses. Under the new accounting guidance, the Company measures credit losses on its other receivables using the current expected credit loss model under ASC 326. As of June 30, 2026 and 2025, the Company provided allowance for credit loss of $3,794,619 and $1,078,353, respectively.

Prepayment

Prepayments and deposits are mainly cash deposited or advanced to suppliers for future inventory purchases. This amount is refundable and bears no interest. For any prepayments determined by management that such advances will not be in receipts of inventories, services, or refundable, the Company will recognize an allowance account to reserve such balances. Management reviews its prepayments on a regular basis to determine if the allowance is adequate and adjusts the allowance when necessary. Delinquent account balances are written-off against allowance for doubtful accounts after management has determined that the likelihood of collection is not probable. The Company's management continues to evaluate the reasonableness of the valuation allowance policy and update it if necessary. As of June 30, 2026 and 2025, the Company did not record allowance for doubtful account against prepayment.

Derivative assets

In connection with the settlement of certain receivables, the Company has contractual rights to receive equity securities of third parties upon the satisfaction of specified contractual conditions. The underlying equity securities are held in escrow and are subject to contractual restrictions that prevent the Company from obtaining present control of the shares. Accordingly, upon settlement of the respective receivables (Note 5), the Company recognizes the contractual rights to receive the underlying equity securities as derivative assets rather than equity securities.

The Company evaluates these contractual rights in accordance with ASC 815, *Derivatives and Hedging*. The derivative assets are initially recognized at fair value and subsequently remeasured at fair value at each reporting date, with changes in fair value recognized in the consolidated statements of operations and comprehensive income (loss) until the contractual rights are settled, expire or are otherwise extinguished. The fair values of these derivative assets are determined in accordance with ASC 820, *Fair Value Measurement*.

Property and equipment, net

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets with no residual value. The estimated useful lives are as follows:

	Expected useful lives
Computer and office equipment	5 years
Furniture and fixtures	3-5 years
Motor vehicles	5 years
Leasehold improvement	3 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the consolidated statements of operations and comprehensive loss. Expenditures for maintenance and repairs are charged to earnings as incurred, while additions, renewals and betterments, which are expected to extend the useful life of assets, are capitalized. The Company also re-evaluates the periods of depreciation to determine whether subsequent events and circumstances warrant revised estimates of useful lives.

Intangible assets, net

The Company's acquired intangible assets with definite useful lives only consist of internal used software. The Company amortizes its intangible assets with definite useful lives over their estimated useful lives and reviews these assets for impairment. The Company typically amortizes its internal use software with definite useful lives on a straight-line basis over the shorter of the contractual terms or the estimated economic lives, which is determined to be approximately one to five years. For the years ended June 30, 2026 and 2025, the Company recorded $3,044,877 and $19,517,303 impairment of intangible assets, respectively.

Goodwill

Goodwill represents the excess of the consideration paid of an acquisition over the fair value of the net identifiable assets of the acquired subsidiaries at the date of acquisition. Goodwill is not amortized and is tested for impairment at least annually, or more often when circumstances indicate impairment may have occurred. Goodwill is carried at cost less accumulated impairment losses. If impairment exists, goodwill is immediately written off to its fair value and the loss is recognized in the consolidated statements of operations and comprehensive income (loss). Impairment losses on goodwill are not reversed.

The Company reviews the carrying value of intangible assets not subject to amortization, including goodwill, to determine whether impairment may exist annually or more frequently if events and circumstances indicate that it is more likely than not that an impairment has occurred.

An entity performs its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize a goodwill impairment charge for the amount by which the reporting unit's carrying amount exceeds its fair value. If fair value exceeds the carrying amount, no impairment should be recorded. Any loss recognized should not exceed the total amount of goodwill allocated to that reporting unit.

An entity may still perform the optional qualitative assessment for a reporting unit to determine if it is more likely than not that goodwill is impaired. However, ASU 2017-04 eliminates the requirement to perform a qualitative assessment for any reporting unit with zero or negative carrying amount.

For the years ended June 30, 2026, management evaluated impairment of goodwill by performing qualitative assessment on its reporting units and determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, and therefore, no impairment loss on goodwill was recognized for the year ended June 30, 2026.

Impairment for long-lived assets

Long-lived assets, including property and equipment, and intangible assets with finite lives are reviewed for impairment whenever events or changes in circumstances (such as a significant adverse change to market conditions that will impact the future use of the assets) indicate that the carrying value of an asset may not be recoverable. The Company assesses the recoverability of the assets based on the undiscounted future cash flows the assets are expected to generate and recognize an impairment loss when estimated undiscounted future cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. If an impairment is identified, the Company would reduce the carrying amount of the asset to its estimated fair value based on a discounted cash flows approach or, when available and appropriate, to comparable market values. As of June 30, 2026 and 2025, $3,044,877 and $19,517,303 impairment of long-lived assets were recognized, respectively.

Investment in marketable securities

Investments in marketable securities, net, consist of investments in listed shares, which are listed on Nasdaq. Marketable securities are accounted for under ASC 321 and reported at their readily determinable fair values as quoted by market exchanges with changes in fair value recorded in other (expense) income in the consolidated statements of operations and comprehensive loss. All changes in a marketable security's fair value are reported in earnings as they occur, as such, the sale of a marketable security does not necessarily give rise to a significant gain or loss. Unrealized gains/(losses) due to fluctuations in fair value are recorded in the consolidated statements of operations and comprehensive loss. Declines in fair value below cost deemed to be other-than-temporary are recognized as impairments in the consolidated statements of comprehensive loss.

Derivative liabilities

A contract is designated as an asset or a liability and is carried at fair value on the Company's balance sheet, with any changes in fair value recorded in the Company's results of operations. The Company then determines which options, warrants and embedded features require liability accounting and records the fair value as a derivative liability. The changes in the values of these instruments are shown in the consolidated statements of operations and comprehensive loss as "change in fair value of derivative liabilities".

Warrants

The Company accounts for warrants as either equity or liability instruments in accordance with ASC 480, Distinguishing Liabilities from Equity, and ASC 815, Derivatives and Hedging, based on the specific terms and conditions of each warrant. Warrants that meet all criteria for equity classification are recorded in equity at issuance with no subsequent remeasurement. Warrants that do not meet the equity classification requirements are classified as liabilities and measured at fair value, with changes in fair value recognized in earnings. The classification is reassessed at each reporting period.

Revenue recognition

The Company adopted Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (ASC Topic 606) for all periods presented. The core principle underlying the revenue recognition of this ASU allows the Company to recognize - revenue that represents the transfer of goods and services to customers in an amount that reflects the consideration to which the Company expects to be entitled in such exchange. This will require the Company to identify contractual performance obligations and determine whether revenue should be recognized at a point in time or over time, based on when control of goods and services transfers to a customer.

To achieve that core principle, the Company applies five-step model to recognize revenue from customer contracts. The five-step model requires that the Company (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur, (iv) allocate the transaction price to the respective performance obligations in the contract, and (v) recognize revenue when (or as) the Company satisfies the performance obligation.

The Company accounts for a contract with a customer when the contract is committed in writing, the rights of the parties, including payment terms, are identified, the contract has commercial substance and consideration is probable of substantially collection.

Revenue recognition policies for each type of revenue stream are as follows:

Product revenue

- Performance obligations satisfied at a point in time

The Company primarily sells discounted gift cards (or E-vouchers) from retailers, health care products and computer products through individual order directly through the Company's online marketplace platform and its mobile application ("ZCITY"). When the Company is acting as a principal in the transaction, the Company accounts for the revenue generated from its sales of E-vouchers, health care products, and computer products on a gross basis as the Company is responsible for fulfilling the promise to provide the specified goods, which the Company has control of the goods and has the ability to direct the use of goods to obtain substantially all the benefits. In making this determination, the Company assesses whether it is primarily obligated in these transactions, is subject to inventory risk, has latitude in establishing prices, or has met several but not all of these indicators in accordance with ASC 606-10-55-36 through 40. The Company determined that it is primarily responsible for fulfilling the promise to provide the specified good as the Company directly purchases and pays for in full the applicable E-voucher, health care products and computer products from the vendors prior to posting such products for sale on its online marketplace platform and prior to taking any orders for sales of such products. Meanwhile, the Company maintained an average daily inventory of $83,377 to support an average 3.9 days of sales during the year ended June 30, 2026, which demonstrate the Company had control over the products prior to selling it to the customers as the ownership of the products did not transfer momentarily to the customer after the Company purchased the products from vendors. In addition, the Company cannot return the products to the vendors due to lack of sales which demonstrated that the Company is subject to inventory risk, and it has discretion in establishing the price of the products which has demonstrated that the Company has the ability to direct the use of that good or service and obtain substantially all of the remaining benefits

In certain instances, the Company is acting as an agent in the transaction and is engaging in drop shipping arrangements for health care, where the products were shipped directly from the vendors to the customers. In these drop shipping transactions, the Company was not primarily responsible for fulfilling the promise to deliver the products to the customers, and as a result, did not exercise control over the goods or assume any inventory risks. Therefore, the Company determined that revenue from sales of products under the drop shipping arrangements were recognized on a net basis.

The Company recognizes the sales of E-vouchers, health care products, and computer products revenue when the control of the specified goods is transferred to its customer. No refund or return policy is provided to the customer. Payment is received before the goods are delivered to customers, as such no financing component has been recognized as the payment terms are for reasons other than financing. The products are sold without any warranty provided. For the year ended June 30, 2026 and 2025, approximately $25,676 and $34,000 of product revenues are related to non-spending related activities with the same amount recorded as selling expenses, respectively.

Loyalty program

- Performance obligations satisfied at a point in time

The Company's ZCITY reward loyalty program allows members to earn points on purchases that can be redeemed for rewards that include discounts on future purchases. When members purchase the Company's product or make purchase with the Company's participated vendor through ZCITY, the Company allocate the transaction price between the product and service, and the reward points earned based on the relative stand-alone selling prices and expected point redemption. The portion allocated to the reward points is initially recorded as contract liability and subsequently recognized as revenue upon redemption or expiration.

The two primary estimates utilized to record the contract liabilities for reward points earned by members are the estimated retail price per point and estimated breakage. The estimated retail price per point is based on the actual historical retail prices of product purchased or service obtained through the redemption of reward points. The Company estimate breakage of reward points based on historical redemption rates. The Company continually evaluates its methodology and assumptions based on developments in retail price per point redeemed, redemption patterns and other factors. Changes in the retail price per point and redemption rates have the effect of either increasing or decreasing the contract liabilities through current period revenue by an amount estimated to represent the retail value of all points previously earned but not yet redeemed by loyalty program members as of the end of the reporting period.

Transactions revenue

- Performance obligations satisfied at a point in time

The transactions revenues primarily consist of fees charged to merchants for participating in ZCITY upon successful sales transaction and payment service taken place between the merchants and their customers online.

The Company earns transaction revenue from merchants when transactions are completed on certain retail marketplaces. Such revenue is generally determined as a percentage based on the value of merchandise or services being sold by the merchants. In connection with the transaction revenue, the Company offers to share the profit of the transaction ("agent commission") to the agents who has referred merchants to participating in Company's online marketplace platform and in ZCITY. Transaction revenue is recognized, net of agent commission, in the consolidated statements of operations at the time when the underlying transaction is completed.

Member subscription revenue

- Performance obligations satisfied over time

In order to attract more customer to engage with the Company's online marketplace and in ZCITY, the Company provides membership subscription to the customers to join the Zmember program, a membership program that provides member with benefits which included exclusive saving, bonus, and referral rewards. Member subscription revenue primarily consists of fees charge to customers who sign up for Zmember. As the Company provides customers with 6 months member subscription service in general, member subscription revenue is recognized in the consolidated statement of operation over time across the subscription period.

Customized software development service revenue

- Performance obligations satisfied over time

The Company generates revenue from customized software development services typically include the design, development, and implementation of tailored digital systems and integrated software solutions. The customized software development service is generally recognized over time as the Company satisfies its performance obligations, based on its efforts or inputs, due to the continuous transfer of control to the customer and the enforceable right to payment for performance completed to date.

Customized software development service revenue is recognized using an input measure (i.e., costs incurred to date relative to total estimated costs at completion) to measure progress. The Company generally uses the cost-to-cost measure of progress method because it best depicts the transfer of control to the customer as the Company incurs costs on its contracts. Under this method, the extent of progress toward completion is measured based on the ratio of total costs incurred to date to the total estimated costs at completion of the performance obligation. Revenues, including estimated fees or profits, are recognized proportionally as costs are incurred.

Any expected losses on customized software development service contracts in progress are recognized in full in the period the losses are identified. Contract costs include all direct labor costs, subcontracted developments resources cost, and those indirect costs related to contract performance. Contract modifications that extend or revise contract terms generally result in recognizing the impact of the revised terms prospectively over the remaining life of the modified contract (i.e., effectively like a new contract).

Disaggregated information of revenues by products/services are as follows:

	For the years ended June 30,	
	2026	**2025**
Gift card or "E-voucher" revenue [1]	$ 5,094,944	$ 118,431
Health care products, computer products, and food and beverage products revenue [1]	45,056	298,722
Loyalty program revenue [1]	17,597	202,744
Transaction revenue [1]	12,187	127,127
Member subscription revenue [2]	-	103,533
Total revenues from ZCITY platform	**5,169,784**	**850,557**
Revenue from Customized software development [2]	**-**	**1,480,000**
Total revenue	**$ 5,169,784**	**$ 2,330,557**

(1) Revenue recognized at a point in time.

(2) Revenue recognized over time.

Cost of revenue

Cost of revenue sold mainly consists of the purchases of gift cards or "E-voucher" pin codes, and health care products, which are directly attributable to the sales of products on the Company's online marketplace platform. In addition, cost of revenue sold also includes labor and subcontracted development resource costs related to customized software development services.

Advertising costs

Advertising costs amounted to $1,207,891 and $99,656 for the year ended June 30, 2026 and 2025, respectively.

Research and development

Research and development expenses include salaries and other compensation-related expenses to the Company's research and product development personnel, and related expenses for the Company's research and product development team.

Research and development expenses include salaries and other compensation-related expenses to the Company's research and product development personnel, and related expenses for the Company's research and product development team. Research and development expenses amounted to $1,646,230 and $215,900 for year ended June 30, 2026 and 2025, respectively.

Defined contribution plan

The full-time employees of the Company are entitled to the government mandated defined contribution plan. The Company is required to accrue and pay for these benefits based on certain percentages of the employees' respective salaries, subject to certain ceilings, in accordance with the relevant government regulations, and make cash contributions to the government mandated defined contribution plan.

Total expenses for the plans were $93,284 and $83,771 for the year ended June 30,2026 and 2025, respectively.

The related contribution plans include:

- Social Security Organization ("SOSCO") – 1.75% based on employee's monthly salary capped of RM 4,000;
- Employees Provident Fund ("EPF") – 12% based on employee's monthly salary;
- Employment Insurance System ("EIS") – 0.2% based on employee's monthly salary capped of RM 4,000;

Income taxes

The Company accounts for income taxes in accordance with U.S. GAAP for income taxes. The charge for taxation is based on the results for the fiscal year as adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred taxes are accounted for using the asset and liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized, or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

An uncertain tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely to be realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. No penalties and interest incurred related to underpayment of income tax for the year ended June 30, 2026 and 2025.

The Company is incorporated in the State of Delaware and is required to pay franchise taxes to the State of Delaware on an annual basis.

The Company conducts much of its business activities in Malaysia and is subject to tax in its jurisdiction. As a result of its business activities, the Company will file separate tax returns that are subject to examination by the foreign tax authorities.

Stock-based compensation

The Company accounts for stock-based compensation in accordance with ASC 718, Compensation—Stock Compensation. Stock-based awards are measured at grant-date fair value and recognized over the requisite service period or as goods or services are received.

The Company has elected to account for forfeitures as they occur. Accordingly, previously recognized compensation expense is reversed in the period an award is forfeited.

Certain awards represent predetermined dollar amounts to be settled in a variable number of shares and are therefore classified as liability awards. Liability-classified awards are remeasured at fair value at each reporting date until settlement, with changes in fair value recognized in compensation expense. Upon settlement, the liability is reclassified to common stock and additional paid-in capital.

Non-employee awards are accounted for under ASC 718, as amended by ASU 2018-07, and are recognized over the contractual service period. If equity instruments are issued in advance of services and are not subject to forfeiture, a prepaid asset is recorded and amortized over the service period.

Comprehensive loss

Comprehensive loss consists of two components, net loss and other comprehensive loss. Net loss refers to revenue, expenses, gains and losses that under GAAP are recorded as an element of stockholders' equity. Other comprehensive loss is excluded from net loss. Other comprehensive loss consists of a foreign currency translation adjustment resulting from the Company not using the U.S. dollar as its functional currencies.

Loss per share

The Company computes earnings (loss) per share ("EPS") in accordance with ASC 260, "Earnings per Share". ASC 260 requires companies to present basic and diluted EPS. Basic EPS is measured as net loss divided by the weighted average common stock outstanding for the period. Diluted EPS presents the dilutive effect on a per share basis of the potential ordinary shares (e.g., convertible securities, options and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common stock that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS. For the year ended June 30, 2026 and 2025, 477,540 and 2 contingent shares to be issued to the investor, underwriters and convertible note holders are excluded in the diluted EPS calculation due to its anti-diluted effect, respectively.

Fair value measurements

Fair value is defined as the price that would be received for an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. When determining the fair value measurements for assets and liabilities, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability. The following summarizes the three levels of inputs required to measure fair value, of which the first two are considered observable and the third is considered unobservable:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value for certain assets and liabilities such as cash and cash equivalents, accounts receivable, inventories, other receivables and other current assets, prepayments, accounts payable, customers deposits, contract liabilities, other payables and accrued liabilities have been determined to approximate carrying amounts due to the short maturities of these instruments. The Company believes that its related party loan and insurance loan, approximate fair value based on current yields for debt instruments with similar terms. The fair value of crypto assets receivable and crypto assets is based on market price in an active market (Level 1) at the end of each reporting period. The Company's derivative assets related to contractual rights to receive equity securities held in escrow are classified within Level 3 of the fair value hierarchy. The fair value of these derivative assets is determined with reference to independent third-party valuations using primarily the discounted cash flow method. The Company remeasures the derivative assets at fair value at the end of each reporting period, with changes in fair value recognized in earnings. There were no changes in the valuation techniques or approaches used for the Level 3 derivative asset measurements during the period. (See Note 5) The Company's warrants issued to Alumni Capital under Share Purchase Agreement (see Note 16) is not traded in an active securities market (level 3); therefore, the Company estimates the fair value to those warrants using the Black-Scholes valuation model on grant date and at the end of each reporting period.

The following table presents information about the Company's assets and liabilities that were measured at fair value on a recurring basis as of June 30, 2026 and 2025:

	June 30, 2026	Quoted Prices in Active Market (Level 1)	Significant Other Observable Input (Level 2)	Significant Other Unobservable Input (Level 3)
Assets:				
Crypto assets receivable	$ 299,550	$ 299,550	$ -	$ -
Crypto assets	$ 148,631	$ 148,631	$ -	$ -
Derivative assets (Contractual rights to receive shares under Escrow Agreements)	$ 3,665,000	$ -	$ -	$ 3,665,000
Liabilities:				
Derivative liabilities (Warrant issued under Share Purchase Agreement)	$ 1,187,876	$ -	$ -	$ 1,187,876

	June 30, 2025	Quoted Prices in Active Market (Level 1)	Significant Other Observable Input (Level 2)	Significant Other Unobservable Input (Level 3)
Liabilities:				
Derivative liabilities	$ 383,886	$ -	$ -	$ 383,886

The following is a reconciliation of the beginning and ending balance of the assets and liabilities measured at fair value on a recurring basis for the year ended June 30, 2026 and 2025:

	Crypto assets receivable
Balance as of June 30, 2025	$ -
USDT receivable from crypto asset yield arrangements	299,550
Change in fair value of crypto assets	-
Balance as of June 30, 2026	$ 299,550

	Crypto assets		
	USDT	**Ethereum**	**Total**
Balance as of June 30, 2025	$ -	$ -	$ -
USDT earned from crypto asset yield arrangements	183,698	-	183,698
USDT used to purchase Ethereum	(176,275)	176,275	-
Change in fair value of crypto assets	-	(35,067)	(35,067)
Balance as of June 30, 2026	$ 7,423	$ 141,208	$ 148,631

	Derivative assets (Contractual rights to receive shares under Escrow Agreements)
Balance as of June 30, 2025	$ -
Derivative assets recognized upon settlement of certain receivable (Note 5)	4,400,000
Change in fair value of derivative assets	(735,000)
Balance as of June 30, 2026	$ 3,665,000

	Warrant issued under Share Purchase Agreement
Balance as of June 30, 2024	$ -
Derivative liabilities recognized at grant date	2,450,227
Change in fair value of derivative liabilities	(1,816,917)
Exercised of warrants	(249,424)
Balance as of June 30, 2025	383,886
Derivative liabilities recognized at grant date	10,797,112
Change in fair value of derivative liabilities	(5,378,137)
Exercised of warrants	(4,614,985)
Balance as of June 30, 2026	$ 1,187,876

Related parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

Lease

Effective July 1, 2022, the Company adopted ASU 2016-02, "Leases" (Topic 842), and elected the practical expedients that does not require us to reassess: (1) whether any expired or existing contracts are, or contain, leases, (2) lease classification for any expired or existing leases and (3) initial direct costs for any expired or existing leases. For lease terms of twelve months or fewer, a lessee is permitted to make an accounting policy election not to recognize lease assets and liabilities.

If any of the following criteria are met, the Company classifies the lease as a finance lease:

- The lease transfers ownership of the underlying asset to the lessee by the end of the lease term;
- The lease grants the lessee an option to purchase the underlying asset that the Company is reasonably certain to exercise;
- The lease term is for 75% or more of the remaining economic life of the underlying asset, unless the commencement date falls within the last 25% of the economic life of the underlying asset;

- The present value of the sum of the lease payments equals or exceeds 90% of the fair value of the underlying asset; or

- The underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of the lease term.

Leases that do not meet any of the above criteria are accounted for as operating leases.

The Company combines lease and non-lease components in its contracts under Topic 842, when permissible.

Operating lease right-of-use ("ROU") asset and lease liability are recognized at the adoption date of July 1, 2022 or the commencement date, whichever is earlier, based on the present value of lease payments over the lease term. Since the implicit rate for the Company's leases is not readily determinable, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow, on a collateralized basis, an amount equal to the lease payments, in a similar economic environment and over a similar term.

Lease terms used to calculate the present value of lease payments generally do not include any options to extend, renew, or terminate the lease, as the Company does not have reasonable certainty at lease inception that these options will be exercised. The Company generally considers the economic life of its operating lease ROU asset to be comparable to the useful life of similar owned assets. The Company has elected the short-term lease exception, therefore operating lease ROU asset and liability do not include leases with a lease term of twelve months or less. Its leases generally do not provide a residual guarantee.

The operating lease ROU asset also excludes lease incentives. Lease expense is recognized on a straight-line basis over the lease term for operating lease.

The Company reviews the impairment of its ROU asset consistent with the approach applied for its other long-lived assets. The Company reviews the recoverability of its long-lived assets when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on its ability to recover the carrying value of the asset from the expected undiscounted future pre-tax cash flows of the related operations. The Company has elected to include the carrying amount of operating lease liability in any tested asset group and includes the associated operating lease payments in the undiscounted future pre-tax cash flows. For the year ended June 30, 2026 and 2025, the Company did not recognize impairment loss on its operating lease ROU asset.

Recent accounting pronouncements

The Company considers the applicability and impact of all accounting standards updates ("ASUs"). Management periodically reviews new accounting standards that are issued. Under the Jumpstart Our Business Startups Act of 2012, as amended (the "JOBS Act"), the Company meets the definition of an emerging growth company and has elected the extended transition period for complying with new or revised accounting standards, which delays the adoption of these accounting standards until they would apply to private companies.

- ***Recent accounting pronouncements adopted***

In August 2020, the Financial Accounting Standards Board ("FASB") issued ASU 2020-06, Debt-*Debt with Conversion and Other Options (Subtopic 47020) and Derivatives and Hedging- Contracts in Entity's Own Equity (Subtopic 81540): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*, which is intended to simplify the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The guidance allows for either full retrospective adoption or modified retrospective adoption. The guidance is effective for the Company in the first quarter of the fiscal year ending June 30, 2026, and early adoption is permitted. The Company adopted ASU 2020-06 on July 1, 2025.

In December 2023, the FASB issued ASU 2023-09, which is an update to Topic 740, Income Taxes. The amendments in this update enhances the transparency and decision usefulness of income tax disclosures. ASU 2023-09 will be effective for fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available

for issuance. The amendments in this Update should be applied on a prospective basis. Retrospective application is permitted. The Company adopted ASU 2023-09 on July 1, 2025 and elected to apply the amendments on a prospective basis.

In December 2023, the FASB issued ASU 2023-08, Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets. ASU 2023-08 requires an entity to measure crypto assets within its scope at fair value at each reporting date, with changes in fair value recognized in net income, and requires additional disclosures regarding significant crypto asset holdings, contractual sale restrictions and a rollforward of crypto asset activity. ASU 2023-08 is effective for all entities for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years, with early adoption permitted. The Company adopted ASU 2023-08 on July 1, 2025. The adoption did not have a material impact on the Company's consolidated financial statements.

- ***Recent accounting pronouncements not yet adopted***

On November 4, 2024, the FASB issued ASU No. 2024-03, Expense Disaggregation Disclosures ("ASU 2024-03"). ASU 2024-03 amends ASC 220, Comprehensive Income to expand income statement expense disclosures and require disclosure in the notes to the financial statements of specified information about certain costs and expenses. ASU 2024-03 is required to be adopted for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. Accordingly, the Company expects to first adopt the disclosure requirements in its annual reporting period beginning July 1, 2027. The Company is currently evaluating the impact of adopting the standard on the Company's consolidated financial statements.

In January 2025, the FASB issued ASU 2025-01 to clarify the effective date guidance in ASU 2024-03 regarding expense disaggregation disclosures. The update confirms that all public business entities, including non-calendar year-end entities, should first adopt the new disclosure requirements in annual reporting periods beginning after December 15, 2026, with interim reporting periods beginning after December 15, 2027. The Company is currently evaluating the impact of adopting the standard on the Company's consolidated financial statements.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets. ASU 2025-05 provides a practical expedient permitting an entity to assume that current conditions as of the balance sheet date remain unchanged over the remaining life of current accounts receivable and current contract assets arising from transactions accounted for under Topic 606. ASU 2025-05 is effective for fiscal years beginning after December 15, 2025, and interim periods within those fiscal years, with early adoption permitted, and is applied prospectively. The Company is currently evaluating the impact of adopting the standard on the Company's consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. ASU 2025-06 removes references to software development project stages and requires an entity to begin capitalizing software costs when management has authorized and committed to funding the project and it is probable the project will be completed and the software will be used to perform the function intended. ASU 2025-06 is effective for annual reporting periods beginning after December 15, 2027, and interim periods within those annual periods, with early adoption permitted. The Company is currently evaluating the impact of adopting the standard on the Company's consolidated financial statements.

Except as mentioned above, the Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the Company's consolidated balance sheets, statements of operations and comprehensive loss and statements of cash flows.

Note 3 – Business combination

- Acquisition of TAZTE Technology Sdn. Bhd.

On February 23, 2026, the Company entered into a Share Sale Agreement (the "SPA") with Mohd Fadli Bin Wahab (the "Vendor") to acquire 100% of the issued and outstanding share capital of TAZTE Technology Sdn. Bhd. ("TAZTE") for cash consideration of RM1,000. TAZTE is a private company incorporated in Malaysia on March 8, 2024, and its principal activities include internet-based retail sales of products and the delivery of diverse food services.

On March 2, 2026, TADAA and the Vendor entered into a supplemental agreement that amended certain terms of the SPA, including requiring the Vendor to remain in office and maintain his position with TAZTE for a two-month transitional period commencing on February 23, 2026. The transitional period was completed on April 23, 2026. Upon satisfaction of the applicable closing requirements, the acquisition was completed on April 23, 2026, at which time the Company obtained control of TAZTE and TAZTE became a wholly owned subsidiary of the Company. Accordingly, April 23, 2026 was determined to be the acquisition date for accounting purposes.

The Company's acquisition of TAZTE was accounted for as a business combination in accordance with ASC 805, *Business Combinations*. The Company allocated the purchase price of TAZTE based upon the fair value of the identifiable assets acquired and liabilities assumed on the acquisition date. The Company estimated the fair values of the assets acquired and liabilities assumed at the acquisition date in accordance with the business combination standard issued by the FASB using the fair value approach. Management of the Company is responsible for determining the fair value of assets acquired and liabilities assumed as of the acquisition date. Acquisition-related costs incurred for the acquisition were not material and were expensed as incurred in general and administrative expenses. The results of operations of TAZTE have been included in the Company's consolidated financial statements beginning on April 23, 2026.

Based on assessments using the income test, asset test, and investment test pursuant to S-X Rule 3-05, the Company concluded that the acquisition of TAZTE was not significant. The acquisition did not exceed the applicable significance threshold under any of the three significance tests. Pursuant to ASC 805-10-50-2(h), the unaudited pro forma information of the Company for the years ended June 30, 2026 and 2025 set forth below gives effect to the business combination as if it had occurred on July 1, 2024 and combines the results of operations of the Company and TAZTE since then. The unaudited pro forma information is presented after applying the Company's accounting policies and eliminating intra-entity transactions, as applicable. The unaudited pro forma information does not include any impact of transaction synergies and is presented for informational purposes only and is not necessarily indicative of the results of operations that would have occurred had the business combination been consummated as of that date or that may result in the future.

	For the Year ended June 30, 2026	For the Year ended June 30, 2025
Unaudited pro forma revenue	$ 5,171,355	$ 2,333,158
Unaudited pro forma net loss	$ (11,675,701)	$ (23,597,428)

The following tables summarizes the consideration transferred to acquiring TAZTE at the date of acquisition:

Cash consideration	$ 244

The following table summarizes the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date, which represents the net purchase price allocation at the date of the acquisition of TAZTE:

	Fair value as of acquisition date
Total consideration	244
Less: net assets of TAZTE:	
Cash and cash equivalent	14,798
Property and equipment, net	830
Other receivable and other current assets	514
Total assets	16,142
Other payable and accrued liabilities	(535,675)
Contract liabilities	(3,307)
Total liabilities	(538,982)
Total net deficit of TAZTE	(522,840)
Goodwill	$ 523,084

The purchase price was allocated to the identifiable assets acquired and liabilities assumed based on their acquisition-date estimated fair values. The Company evaluated the assets acquired to determine whether any separately identifiable intangible assets met the recognition criteria under ASC 805. Based on management's assessment, no separately identifiable intangible assets were identified as of the acquisition date. Accordingly, no identifiable intangible assets or related deferred tax liabilities were recognized as part of the purchase price allocation. The assembled workforce acquired as part of the transaction does not qualify for separate recognition as an identifiable intangible asset and is included in goodwill.

The Company, with the assistance of a third-party appraiser, assessed the fair value of the 100% equity interest in TAZTE based on a number of factors, including financial forecasts and market-based valuation information. Management of the Company is responsible for determining the fair values of the assets acquired and liabilities assumed as of the acquisition date.

The goodwill, which is not deductible for income tax purposes, is primarily attributed to the expected synergies from integrating TAZTE's operations with the Company's existing ZCITY platform. The acquisition of TAZTE is strategically aimed at enhancing the Company's digital ecosystem through collaboration between the TAZTE program and the ZCITY platform. By integrating TAZTE's internet-based retail and food-delivery capabilities with ZCITY, the Company expects to broaden the services available through its digital ecosystem and enhance engagement with merchants and consumers. The synergy between the TAZTE program and the ZCITY platform is expected to expand the Company's service offerings and customer reach.

Note 4 – Crypto Assets

The following table presents the Company's significant crypto asset holdings as of June 30, 2026:

	June 30, 2026		
	Quantity	Cost Basis	Fair Value
USDT	7,423	$ 7,423	$ 7,423
Ethereum	88	176,275	141,208
Total		$ 183,698	$ 148,631

Note 5 – Derivative assets

Contractual Right to Receive Shares – V Gallant

On October 29, 2024, the Company entered into a service agreement with V Gallant Sdn. Bhd. ("V Gallant") to provide generative AI solutions and AI digital human technology services, which was subsequently amended to include AI cloud infrastructure services. On January 6, 2026, the Company and V Gallant mutually agreed to terminate the service agreement and related supplemental agreements. In connection with the termination, V Gallant agreed to compensate the Company in the amount of $5,200,000 through the issuance of 1,300,000 ordinary shares of V Gallant Limited at an agreed value of $4.00 per share. The shares were placed in escrow and remained subject to certain contractual conditions prior to their release to the Company.

The Company determined that it did not obtain control of the underlying shares and instead obtained a contractual right to receive the shares, which is accounted for as a derivative asset under ASC 815, *Derivatives and Hedging*. The fair value was determined with reference to an independent third-party valuation using primarily the discounted cash flow ("DCF") method. The DCF valuation was based on projected cash flows for the financial years 2026 through 2030 and utilized a weighted average cost of capital ("WACC") of 16.0% as a significant unobservable input, with terminal value determined using a perpetual-growth methodology. The contractual right was initially recognized at a fair value of $3,000,000. As of June 30, 2026, the DCF method indicated a value of $1.71 per underlying share, resulting in a fair value of the derivative asset of $2,223,000. The Company recognized a loss from the change in fair value of $777,000 for the year ended June 30, 2026. The derivative asset was classified within Level 3 of the fair value hierarchy.

Contractual Right to Receive Shares – Reveillon Group Limited ("RG")

On December 22, 2025, the Company entered into a Share Sale Agreement with a third party to dispose of its entire equity interest in TADAA Ventures and its subsidiary, Bowlcrafted, in exchange for 700,000 ordinary shares of Reveillon Group Limited ("RG Shares") with an agreed aggregate value of $1,400,000. The RG Shares were placed in escrow and remained subject to certain contractual conditions and restrictions prior to their release to the Company.

The Company determined that it did not obtain control of the underlying RG Shares and instead obtained a contractual right associated with the shares, which is accounted for as a derivative asset under ASC 815. The fair value was determined with reference to an independent third-party valuation using primarily the DCF method. The DCF valuation was based on projected cash flows for the financial years 2026 through 2030 and utilized a WACC of 11.0% as a significant unobservable input, with terminal value determined using a perpetual-growth methodology. The contractual right was initially recognized at a fair value of $1,400,000. As of June 30, 2026, the DCF method indicated a value of $2.06 per underlying share, resulting in a fair value of the derivative asset of $1,442,000. The Company recognized a gain from the change in fair value of $42,000 for the year ended June 30, 2026. The derivative asset was classified within Level 3 of the fair value hierarchy.

Note 6 – Accounts receivable, net

	As of June 30, 2026	As of June 30, 2025
Accounts receivable	$ 980,814	$ 1,602,825
Provision for estimated credit losses	(735,214)	(9,924)
Total accounts receivable, net	$ 245,600	$ 1,592,901

Movements of provision for accounts receivable's estimated credit losses are as follows:

	As of June 30, 2026	As of June 30, 2025
Beginning balance	$ 9,924	$ 1,100

Addition	725,125	8,512
Exchange rate effect	165	312
Ending balance	$ 735,214	$ 9,924

Note 7 – Inventories

Inventories consist of the following:

	As of June 30, 2026	As of June 30, 2025
Gift card (or E-voucher)	$ 22,687	$ 13,184

Note 8 – Other receivables and other current assets, net

	As of June 30, 2026	As of June 30, 2025
Collaboration deposits [(i)]	$ 5,625,597	$ 5,572,287
Deposits [(ii)]	197,282	210,172
Prepaid tax	1,822	1,768
Prepaid expense [(iii)]	142,080	62,341
Prepaid technical support and maintenance fee [(v)]	2,480,000	3,600,000
Software development deposit [(iv)]	1,739,177	725,994
Prepaid investment [(vii)]	241,714	228,942
Other receivable [(vi)]	142,865	119,732
Total other receivables and other current assets	10,570,537	10,521,236
Provision for estimated credit loss	(3,794,619)	(1,078,353)
Total other receivables and other current assets	$ 6,775,918	$ 9,442,883
Current	$ 3,390,022	$ 3,361,862
Non-current	$ 3,385,896	$ 6,081,021

(i) On September 20, 2024, the Company entered into a partnership agreement (the "Partnership Agreement") with Credilab Sdn. Bhd. ("CLSB") for five years. Pursuant to the Partnership Agreement, the Company and CLSB will establish a strategic partnership aimed at leveraging their respective core competencies, resources, and market expertise to drive mutual benefit and growth, while the Company will periodically provide collaboration deposit fund to CLSB, which CLSB will be utilized to support CLSB's credit service activities for the portfolio clients introduced by the Company's ZCity App ("Portfolio Clients").

On January 1, 2026, the Company and CLSB entered into a termination agreement pursuant to which the Partnership Agreement was terminated effective January 1, 2026. In connection with the termination, CLSB agreed to repay the outstanding collaboration deposits to the Company pursuant to a milestone-based payment schedule. Under the agreed payment schedule, CLSB is required to make monthly payments of $47,348 from February 2026 through December 2030, followed by a payment of $47,349 in January 2031 and a final lump-sum payment of $2,913,304 in February 2031.

As of June 30, 2026, the outstanding collaboration deposit was $5,625,597, of which $568,182 and $5,057,415 were classified as current and non-current, respectively, based on the contractual repayment schedule. As of June 30, 2026, the Company recorded an allowance for expected credit losses of $2,531,519 against the collaboration deposit. Subsequent to June 30, 2026 and through the date of issuance of these consolidated financial statements, the Company received repayments of $331,000 from CLSB.

(ii) The balance of deposits mainly represented deposit made by the Company to a third-party service provider to secure the service, security deposit consists of rent and utilities, and others. As of June 30, 2026 and 2025, $174,489 and $118,810 estimated credit loss was recorded against doubtful receivables, respectively.

(iii) The balance of prepaid expense mainly represented prepayment made by the Company to third parties for license fee, cyber security service, director & officer liability insurance ("D&O Insurance") or other professional service.

(iv) The balance of software development deposit consists as following:

On July 20, 2023, the Company entered into a software development agreement (the "Agreement") with Nexgen Advisory Sdn Bhd ("Nexgen"), an unrelated third party. Pursuant to the Agreement, the Company engaged with Nexgen in software development related to the creation of an artificial intelligence-powered travel platform. The Company had made a $209,768 service deposit to Nexgen; however, the service had not yet commenced. On September 25, 2023, the Company terminated the Agreement with Nexgen. As of June 30, 2026, $111,777 of the service deposit was refunded by Nexgen. As of June 30, 2026 and 2025, $97,991 and $95,049 estimated credit loss was recorded against the software development deposits, respectively.

On July 18, 2024, the Company entered into an agreement with Musli Development Sdn Bhd ("Musli") and *V Galactech Sdn. Bhd* ("V Galactech") for the provision of subcontractor services related to developing smart campus management system at the Enforcement Leadership & Management University, Malaysia. Under the terms of these agreements, both Musli and V Galactech were engaged to provide services including infrastructure cabling, wiring, and network design consultancy for a total amount of $727,626 and $242,542, respectively. As of June 30, 2026, the Company had remitted a service deposit of $412,380 and $218,566 to Musli and V Gallant, respectively. As of June 30, 2026 and 2025, $630,946 estimated credit loss were recorded against the software development deposits to V Galactech and Musli.

On March 11, 2026, the Company entered into a Software Enhancement Agreement on behalf of Tazte with Apexcode Innovations Sdn. Bhd. to provide technology development and enhancement services for the Tazte Apps platform for a total contract consideration of $2,866,242. As of June 30, 2026, Phase 1 of the software development project had been completed, and $955,414 of the related development costs had been transferred to intangible assets. The remaining amount of approximately $110,240 related to development services not yet completed was recorded as software deposit as of June 30, 2026.

On May 28, 2026, the Company entered into a Software Development Agreement with Nexe Cloud Limited ("Nexe"), pursuant to which Nexe agreed to provide software development services to the Company for a total contract price of $2,200,000. Under the agreement, Nexe is responsible for the development and delivery of the software and related services in accordance with the specifications and milestones set forth in the agreement. The contract price is payable in installments upon the achievement of specified development milestones and project acceptance. As of June 30, 2026, the Company had paid an aggregate amount of $900,000 pursuant to the Nexe agreement.

(v) The balance of prepaid technical support and maintenance fee consists as following:

On October 10, 2024, the Company entered into a service partnership agreement (the "Partnership Agreement") with Octagram Investment Limited ("OCTA"), a Malaysian company, to establish a strategic partnership pursuant to the terms and conditions set forth in this Partnership Agreement. Pursuant to the Partnership Agreement, OCTA shall design, develop and deliver mini-game modules to be integrated into the ZCity App, an E-Commerce platform owned by the Company. In addition, OCTA shall customize the mini-game modules based on the Company's detailed specification. The Company agreed to pay a total consideration of (USD 2,800,000) ("Service Fees") to OCTA and/or its nominees by using the Company shares. The Service Fee includes an upfront payment for the development costs of the mini-game modules, as well as the payment of a flat fee of $10,000 per month, starting from the delivery of the first mini-game module, for the ongoing technical support for a period of five years. As of June 30, 2026, the first mini-game module has been delivered to the Company. Consequently, a total of $600,000 in prepaid technical support fees paid to OCTA through the issuance of the Company's common stock has been recorded as a prepaid expense. As of June 30, 2026, the remaining balance of the prepaid technical support fees was $480,000, of which $360,000 was classified as non-current.

On October 21, 2025 and October 27, 2025, the Company entered into service agreements with WeShare Management Sdn. Bhd. ("WeShare") and Astute All Advisory Ltd. ("Astute"), respectively, pursuant to which WeShare and Astute agreed to provide management consultancy, business strategy, and advisory services to the Company. The WeShare agreement has a two-year term beginning October 21, 2025, and the Astute agreement has a 24-month term beginning October 27, 2025. The service fees under each agreement consist of total consideration of $1,500,000, payable through the issuance of the Company's common stock. As of June 30, 2026, the Company had issued 83,334 and 88,236 shares to Astute and WeShare, respectively (See Note 16) with an aggregate fair value of $3,000,000 as prepaid service fee. As of June 30, 2026, the remaining balance of the prepaid service fees was $2,000,000 of which $500,000 is classified as non-current, with the remainder classified as current.

(vi) The balance of other receivable mainly consists as following:

On May 24, 2024, the Company disposed of all of its equity interest in Foodlink and its subsidiaries Morgan for a consideration of $148,500. As of June 30, 2026, the Company has collected $30,540 from the Purchaser. As of June 30, 2026 and 2025, $117,960 and $117,932 estimated credit loss were recorded against other receivable.

(vii) The balance of prepaid investment consists as following:

On February 11, 2025, TADAA Ventures, entered into a Share Purchase Agreement ("SPA") with Amystic Commerce Sdn Bhd ("Amystic"), a private company incorporated in Malaysia. Pursuant to the SPA, TADAA Ventures will acquire 51% of the ordinary shares ("the Sale Shares") in Tien Ming Distribution Sdn Bhd ("Tien Ming"), a private company incorporated in Malaysia principally involved in distribution of all kinds of consumer products, providing logistics and acting as traders. The purchase price for the Sale Shares is RM 5,100.00. The acquisition is part of TADAA Ventures' commitment to invest up to RM 3,000,000.00 in the Tien Ming Distribution to support its operations and obligations to provide warehousing and fulfilment delivery services for F&N Beverages Marketing Sdn Bhd. As of June 30, 2026, the Company reviewed its investment in Tien Ming and determined to initiate the termination of the acquisition due to the Company's lack of control and significant influence over the entity. In connection with the share buyback arrangement dated December 15, 2025, the Company had relinquished and ceased to exercise control over the management and operations of Tien Ming, and the nominee director appointed by the Company had resigned. Pursuant to the Share Buyback Letter, the shareholder loan advanced by the Company's subsidiary to Tien Ming was converted into a third-party loan repayable by Tien Ming. In addition, pursuant to the Debt Assignment Agreement dated February 1, 2026, all rights, title, interests and benefits relating to the assigned debt amount were transferred to the Company.

As a result, the prepaid investment balance of $241,714 related to the Tien Ming acquisition was reclassified as a receivable from Tien Ming. As of the issuance date of these consolidated financial statements, the Company had not collected the outstanding balance. Based on management's assessment of collectability, including the uncertainty surrounding repayment and the lack of recovery as of the issuance date, the Company recognized a full allowance for expected credit losses of $241,714 as of June 30, 2026.

Movements of provision for other receivables' estimated credit loss are as follows:

	As of June 30, 2026	As of June 30, 2025
Beginning balance	$ 1,078,353	$ 212,053
Addition	2,709,644	846,337
Exchange rate effect	6,622	19,963
Ending balance	$ 3,794,619	$ 1,078,353

Note 9 – Prepayments

	As of June 30, 2026	As of June 30, 2025
Deposits to suppliers	$ 282,280	$ 304,771

Note 10 – Property and equipment, net

Property and equipment, net consist of the following:

	As of June 30, 2026	As of June 30, 2025
Computer and office equipment	$ 193,117	$ 184,545
Furniture and fixtures	86,194	81,551
Leasehold improvement	152,575	151,581
Subtotal	431,886	417,677
Less: accumulated depreciation	(370,080)	(308,138)
Total	$ 61,806	$ 109,539

Depreciation expense for the year ended June 30, 2026 and 2025 were amounted to $98,600, and $76,970, respectively.

Note 11 – Intangible assets, net

Intangible assets, net consisted of the following:

	As of June 30, 2026	As of June 30, 2025
Internal use software development	$ 29,535,414	$ 23,980,607
Less: accumulated amortization	(1,418,427)	(1,418,427)
Less: impairment	(22,562,180)	(19,517,303)
Total intangible assets, net	**$ 5,554,807**	**$ 3,044,877**

Amortization expense for the year ended June 30, 2026 and 2025 was amounted to $0 and $796,684, respectively. Internal use software development costs of $5,554,807 capitalized during the year ended June 30, 2026 had not been placed in service as of June 30, 2026; accordingly, no amortization was recognized. Amortization will commence when the software is ready for its intended use and will be recognized on a straight-line basis over its estimated useful life.

For the years ended June 30, 2026 and 2025, the Company recognized impairment losses of $3,044,877 and $19,517,303, respectively, related to internal use software development, resulting in accumulated impairment of $22,562,180 and $19,517,303 as of June 30, 2026 and 2025, respectively. The impairment was primarily due to changes in the Company's business strategy, which significantly reduced the expected future economic benefits associated with the affected assets. In accordance with ASC 360, the Company determined that the carrying amount of the intangible assets exceeds the estimated undiscounted future cash flows expected to result from its use, therefore, the Company recognized an impairment loss equal to the amount by which the carrying value exceeds its estimated fair value based on a discounted cash flows approach.

The following table sets forth the Company's amortization expense for the next five years ending:

	Amortization expenses
Twelve months ending June 30, 2027	$ 1,110,961
Twelve months ending June 30, 2028	1,110,961
Twelve months ending June 30, 2029	1,110,961
Twelve months ending June 30, 2030	1,110,961
Twelve months ending June 30, 2031	1,110,963
Total	**$ 5,554,807**

Note 12 – Investment in marketable securities

On July 19, 2023 ("Commencement Date"), the Company entered into a software developing agreement ("Developing Agreement") with VCI Global Limited ("VCI"), an unrelated third party for collaboration and co-operating in the development of an artificial intelligence powered travel platform, the ("Platform"). Pursuant to the Software Development Agreement, VCI shall remit payment of cash in $1,000,000 or issuance and the allotment of ordinary shares in VCI with an equivalent value of $1,000,000 ("VCIG Shares") within ten business days from the Commencement Date to the Company as service consideration. Both the Company and VCI had agreed that VCI to issued 286,533 shares of VCIG Shares at $3.49 per share based on 5-day volume weighted average price to the Company as a service consideration in developing above mentioned Platform. The VCIG Shares shall be issued on a restricted stock basis for a period of six (6) months from the commencement date of the Software Developing Agreement.

Movements in investment in marketable securities are as follows:

At fair value	As of June 30, 2026	As of June 30, 2025
Beginning balance	$ -	$ 171,633
Addition	-	-
Net loss recognized for the year	-	(170,817)
Disposal	-	(816)
Closing balance	$ -	$ -

For the year ended June 30, 2026 and 2025, the Company did not recognize any unrealized gain/loss on marketable equity security, respectively.

Note 13 – Loans and notes

Insurance loan

In February 2024, the Company entered into loan agreement with First Insurance Funding, to obtain a short-term loan ("Insurance loan 1") of $74,078 with interest rate of 9.5% to be due in ten equal monthly instalments of $6,573. In December 2024, the remaining balance of Insurance loan had been paid in full.

In February 2025, the Company entered into another loan agreement with First Insurance Funding, to obtain a short-term loan ("Insurance loan 2") of $56,669 with interest rate of 10.0 % to be due in ten equal monthly instalments of $5,929. As of June 30, 2026 and 2025, the outstanding balance Insurance loan 2 were $0 and $40,490.

In February 2026, the Company entered into another loan agreement with First Insurance Funding, to obtain a short-term loan ("Insurance loan 3") of $61,731 with interest rate of 9.7% to be due in ten equal monthly instalments of $6,451. As of June 30, 2026, the outstanding balance Insurance loan 3 were $37,633. The funds from Insurance Loan 1,2, and 3 were exclusively allocated towards the payment of the Directors and Officers (D&O) insurance as indicated on Note 8.

For the year ended June 30, 2026 and 2025, interest expenses pertained to the insurance loans amounted to $2,715 and $2,671, respectively.

Note 14 – Other payables and accrued liabilities

	As of June 30, 2026	As of June 30, 2025
Accrued professional fees (i)	$ 904,523	$ 402,759
Accrued payroll	80,330	33,635
Accrued interest	2,743	2,661
Payables to merchant from ZCITY platform (ii)	170,420	169,790
Provision for share-based compensation adjustment (iii)	2,726,545	2,726,545
Provision for fixed value equity awards (iv)	177,079	-
Others	92,385	109,539
Total other payables and accrued liabilities	$ 4,154,025	$ 3,444,929

(i) Accrued professional fees

The balance of accrued professional fees represented amount due to third parties service providers which include mobile application developing, marketing consulting service, IT related professional service, audit fee, tax filing fee, and consulting fee related to capital raising.

(ii) Payables to merchants from ZCITY platform

The balance of payables to merchants from ZCITY platform represented the amount the Company collected on behalf of merchant from its customer through the Company's ZCITY platform.

(iii) Provision for share-based compensation adjustment

The balance of provision for share-based compensation adjustment represented the one – off settlement amount to settle cash compensation requested by V Gallant Sdn. Bhd. pursuant to the Service Agreement dated October 29, 2024, as supplemented on March 28, 2025, to reflect the decline in our share price.

(iv) Provision for fixed value equity awards

The balance of provision for fixed value equity award represented the cumulative compensation cost recognized for fixed dollar awards that have been earned by employees through service rendered but have not yet been settled in shares as of June 30, 2026 (See Note 16).

Note 15 – Related party balances and transactions

Related party balances

Other receivable, a related party

Name of related party	Relationship	Nature	As of June 30, 2026	As of June 30, 2025
Ezytronic Sdn Bhd	Jau Long "Jerry" Ooi is a common shareholder	Equipment rental deposit	$ 16,717	$ 13,723

Other payables, related parties

Name of Related Party	Relationship	Nature	As of June 30, 2026	As of June 30, 2025
Ezytronic Sdn Bhd	Jau Long "Jerry" Ooi is a common shareholder	Operating expense paid on behalf	1,031	494

Related party loan

On December 7, 2020, the Company obtained right of use of a vehicle through signing a trust of deed with Chan Chong "Sam" Teo, the Chief Executive Officer and a shareholder of TGL. In return, the Company is obligated to remit monthly installment auto loan payment related to this vehicle on behalf of the related party mentioned above. The total amount of loan that the Company is entitled to repay is approximately $27,000 (RM 114,000). The auto loan bear 5.96% of interest rate per annum with 60 equal monthly installment payment due on the first of each month. As of June 30, 2026, such loan has an outstanding balance of $0.

The interest expense was $307 and $359 for the year ended June 30, 2026 and 2025, respectively.

Related party transactions

Operating expenses from related parties

Name of related party	Relationship	Nature	As of June 30, 2026	As of June 30, 2025
Ezytronic Sdn Bhd	Jau Long "Jerry" Ooi is the common shareholder	operating expense	$ 4,467	$ 7,948

Note 16 – Stockholders' equity

Common stock

Prior to October 2021, TGL is authorized to issue 10,000,000 shares having a par value of $0.00001 per share. In October 2021, TGL increased its authorized shares to 170,000,000 shares as part of the Reorganization with TADAA Technologies, consisting of 150,000,000 shares of common stock with $0.00001 par value, and 20,000,000 shares of preferred stock with $0.00001 par value. The share capital increased of TGL presented herein is prepared on the basis as if the Reorganization became effective as of the beginning of the first period presented of shares capital of TADAA Technologies. On April 2, 2025, the Company filed another Certificate of Amendment to the Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware, which effected a 1-for-50 reverse stock split (the "April 2025 Reverse Split") of its Common Stock, par value $0.00001 per share. On

November 25, 2025, the Company filed another Certificate of Amendment to the Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware, which effected a 1-for-20 reverse stock split (the "December 2025 Reverse Split") of its Common Stock, par value $0.00001 per share.

Reverse stock split

On April 7, 2025, the Company effected a 1:50 reverse stock split of its shares of common stock.

On December 5, 2025, the Company further effected a 1:20 reverse stock split of its shares of common stock.

All share and per share amounts presented herein and in the accompanying consolidated financial statements have been retroactively adjusted to reflect the cumulative effect of the April 7, 2025 1:50 reverse stock split and the December 5, 2025 1:20 reverse stock split.

Common stock issued from the Marketing Offering, net of issuance costs

On March 22, 2024, the Company and H.C. Wainwright& Co., LLC, (the "Manager") entered into a marketing offering agreement ("Marketing Offering Agreement"). Pursuant to the Marketing Offering Agreement, the Company intends to issue and sell through or to the Manager, as sales agent and / or principal from time to time of the Company's common stock at the Market Offering.

As of June 30, 2026, the Company received an aggregated net proceed of $2,901,940, net of broker fee from issuance of 4,679 shares of common stock which sell through or to the Manager.

On January 28, 2026, the Company and a sales agent entered into an at-the-market offering agreement (the "ATM Agreement"). Pursuant to the ATM Agreement, the Company intends to issue and sell, from time to time, shares of the Company's common stock, par value $0.00001 per share, through the sales agent at market prices prevailing at the time of sale. The Company agreed to pay the sales agent a placement fee equal to 2.5% of the gross sales price of shares sold under the ATM Agreement.

As of June 30, 2026, the Company received aggregate net proceeds of $12,739, net of placement fees, from the issuance and sale of 3,000 shares of common stock through the sales agent.

Common stock issued under Share Purchase Agreement

On October 10, 2024, the Company entered into a Share Purchase Agreement (the "Purchase Agreement") with Alumni Capital LP ("Alumni Capital"), a Delaware limited partnership which was subsequently amended by the Modification Agreement on January 21, 2025. Pursuant to the Purchase Agreement, the Company has the right, but not the obligation to cause Alumni Capital to purchase up to $50,000,000 the Company's common stock, par value $0.00001 (the "Commitment Amount"), during the period beginning on the execution date of the Purchase Agreement and ending on the earlier of (i) the date on which Alumni Capital has purchased $50,000,000 of the Company's common stock pursuant to the Purchase Agreement or (ii) December 31, 2025.

In consideration for Alumni Capital's execution and performance under the Purchase Agreement, the Company issued to Alumni Capital a purchase warrant dated October 10, 2024 (the "Purchase Warrant"), with a term of three (3) years, to purchase a number of shares of common stock equal to ten percent (10%) of the Commitment Amount divided by the applicable exercise price of the Purchase Warrant. The exercise price per share is determined as follows: (i) for the first $600,000 worth of shares exercised, the exercise price (the "First Exercise Price") will be calculated by dividing $5,000,000 by the total number of outstanding shares of the Company's common stock as of the applicable exercise date, and the number of shares issuable will equal $600,000 divided by the First Exercise Price; and (ii) for the remaining $4,400,000 worth of shares exercised, the exercise price (the "Second Exercise Price") will be calculated by dividing $8,500,000 by the total number of outstanding shares of the Company's common stock as of the applicable exercise date, and the number of shares issuable will equal $4,400,000 divided by the Second Exercise Price.

As of June 30, 2026, Alumni Capital had purchased approximately $18.8 million worth of the Company's common stock, totaling 644,956 shares.

Common stock issued under subscription agreement

On November 27, 2024, the Company entered into a subscription agreement (the "Subscription Agreement 1") with certain investors (the "Investors 1"). Pursuant to the Subscription Agreement 1, the Investors agreed to invest an aggregate amount of $1,177,000 (the "Investment Amount") in exchange for 3,567 shares of the Company's common stock (the "Offered Shares"), with a par value of

$0.00001 per share, at a negotiated purchase price of $330 per share (the “Offering”). As of June 30, 2026 , the Company had issued all 3,567 shares to the Investors for total consideration of $1,177,000.

On October 7, 2025, the Company entered into subscription agreements (the "Subscription Agreement 2") with two investors ("Investors 2") for the purchase of 17,242 shares of the Company's common stock for aggregate cash consideration of $400,000. As of June 30, 2026, the Company issued all 17,242 shares to the Investors 2 for total consideration of $400,000.

On May 26, 2026, the Company entered into a subscription agreement (the "Subscription Agreement") with Legacy Trustee Berhad (the "Investor"). Pursuant to the Subscription Agreement, the Investor agreed to invest an aggregate amount of $1,200,000 (the "Investment Amount") in the Company for shares of the Company's common stock, par value $0.00001 per share, in four tranches of $300,000 each. The number of shares issuable under each tranche is determined by dividing the applicable tranche payment of $300,000 by the greater of (i) $3.88 per share and (ii) the closing price of the Company's common stock on the trading day immediately preceding the applicable tranche completion date. As of June 30, 2026, the Company had received aggregate proceeds of $600,000 and issued an aggregate of 149,695 shares of common stock pursuant to the Subscription Agreement.

Common stock issued under direct offering.

On December 12, 2025, the Company closed a registered direct offering with certain institutional investors for the purchase and sale of 250,000 shares of its common stock, resulting in net proceeds of $2,160,000, after deducting offering-related costs of $340,000.

Common stock issued for acquiring intangible assets

- *Credilab Sdn. Bhd. ("CLSB")*

On September 20, 2024, the Company entered into a Partnership Agreement with CLSB. Under the terms of the Agreement, the Company and CLSB will establish a strategic partnership to leverage their respective core competencies, resources, and market expertise to drive mutual benefits and growth.

As part of the Partnership Agreement, the Company agreed to pay $2,000,000 to CLSB and/or its nominees to develop and implement an AI-driven chatbot for the ZCity App platform, aimed at enhancing user engagement and providing real-time assistance. Additionally, the partnership includes the development of a digital wallet integrated within the ZCity App to offer users a seamless payment solution for platform transactions and access to CLSB's financial products and services.

The Company has sole discretion to choose whether to make the payment in cash and/or the equivalent value in the Company's common stock. On September 20, 2024, the Company issued 2,000 shares of its common stock equivalent to $1,380,000 to CLSB for software development. Upon completion of the software development, the Company will make the remaining payment of $620,000 in cash and/ or the equivalent value in the Company's common stock. As of June 30, 2026 and 2025, the Company has offset $620,000 of the Collaboration deposits balance to CLSB against the remaining payment.

- *Octagram Investment Limited*

On October 10, 2024, the Company entered into a service partnership agreement (the "Partnership Agreement") with Octagram Investment Limited ("OCTA"), a Malaysian company, to establish a strategic partnership pursuant to the terms and conditions set forth in this Partnership Agreement. Pursuant to the Partnership Agreement, OCTA shall design, develop and deliver mini-game modules to be integrated into the ZCity App, an E-Commerce platform owned by the Company. In addition, OCTA shall customize the mini-game modules based on the Company's detailed specification. The company agreed to pay a total consideration of (USD 2,800,000) ("Service Fees") to OCTA and/or its nominees by using the Company shares. On March 25, 2025, the Company and OCTA amended the Partnership Agreement to increase the total service fee to $6,500,000, to be settled by issuing shares of the Company at a price equal to the volume-weighted average price (VWAP) over the thirty (30) trading days immediately preceding the payment date, or such other price as may be mutually agreed. As of June 30, 2026, the Company had issued 7,462 shares of its common stock to OCTA at a weighted average price of $565.0 per share.

- *V Gallant Sdn Bhd*

On October 29, 2024, the Company entered into a certain service agreement (the "Agreement") with V GALLANT SDN BHD ("V Gallant"), a private company incorporated in Malaysia. Pursuant to the Agreement, the Company engaged V Gallant for its generative AI solutions and AI digital human technology services (the "Services") in accordance with the terms and conditions therein. The Company agreed to pay V Gallant a total consideration of USD 16,000,000 to V Gallant and/or its nominees for the Services and all associated hardware and software under the Agreement. The Services under this Agreement commenced on October 29, 2024, and were valid until December 31, 2025, unless the Agreement was mutually terminated or extended in writing or terminated by either the Company or V Gallant due to any breach or default of this Agreement, as the case may be.

On March 28, 2025, the Company and VGallant amended the Agreement to clarify the payment structure and to reflect the valuation of shares more accurately. Under the amended terms, the Company has sole discretion to settle the service fees in cash and/or through the issuance of shares. The fees are to be paid in two tranches: (i) a down payment of $8,000,000 upon execution of the Agreement, and (ii) the remaining $8,000,000 in twelve equal monthly installments commencing January 31, 2025. If paid in shares, the number of shares issued shall be based on the volume-weighted average price (VWAP) of the Company's shares over the thirty (30) trading days immediately preceding the payment date or as otherwise mutually agreed. As of June 30, 2026, the Company had issued 21,523 shares of its common stock to V Gallant at a weighted average price of $548.8 per share.

- *Myviko Holding Sdn. Bhd.*

On November 10, 2025, the Company entered into a service agreement (the "Digital Service Agreement") with Myviko Holding Sdn. Bhd. ("Myyiko") to provide services related to a digital currency wallet and exchange platform, pursuant to which the Company agreed to pay a total service fee of $5,000,000. Upon execution of the Digital Service Agreement, the Company was required to pay aggregate service fees of up to $3,500,000 through a combination of cash and equity consideration, including an initial cash payment of $100,000 (or such other lawful currency, as applicable). As of June 30, 2026, the Company had paid cash consideration of $1,199,393 and issued 154,545 shares of the Company's common stock to Myyiko, with an aggregate fair value of approximately $3,400,000.

- *Nexe Cloud Limited.*

On October 22, 2025, the Company entered into an agreement with Nexe Cloud Limited (the "Nexe"), pursuant to which Nexe agreed to sell and deliver an AI server to the Company for a total purchase price of $750,000. Under the agreement, Nexe is responsible for supplying the AI server and related documentation, while the Company is responsible for inspection, installation, and integration of the server into its operations. The purchase price consists of $280,000 payable in cash and the remaining balance of $470,000 to be satisfied through the issuance and allotment of the Company's common stock. As of June 30, 2026, the Company had paid cash consideration of $280,000 and issued 26,112 shares of the Company's common stock to Nexe with an aggregate fair value of $470,000.

Warrants

- *Issuance of Alumni Capital warrants*

In consideration for Alumni Capital's execution and performance under the Purchase Agreement, the Company issued to Alumni Capital a purchase warrant dated October 10, 2024 (the "Purchase Warrant"), with a term of three (3) years, to purchase a number of shares of common stock equal to ten percent (10%) of the Commitment Amount divided by the applicable exercise price. The exercise price per share is determined as follows: (i) with respect to the first $600,000 of shares exercised, the exercise price (the "First Exercise Price") is calculated by dividing $5,000,000 by the total number of outstanding shares of the Company's common stock as of the applicable exercise date; and (ii) with respect to the remaining $4,400,000 of shares exercised, the exercise price (the "Second Exercise Price") is calculated by dividing $8,500,000 by the total number of outstanding shares of the Company's common stock as of the applicable exercise date. The Purchase Warrant is exercisable on a cashless basis if, at any time, there is no effective registration statement registering, or no current prospectus available for, the resale of the underlying shares.

As of June 30, 2026, Alumni Capital had purchased approximately $18.8 million worth of the Company's common stock, totaling 644,956 shares. In connection with these purchases, as of June 30, 2026, the Company had outstanding warrants held by Alumni Capital to purchase up to 477,540 shares of the Company's common stock (as adjusted, and subject to further adjustment), at a weighted-average exercise price of $5.07 per share (as adjusted, and subject to further adjustment), which expire on October 10, 2027. Both the exercise price and the number of shares issuable upon exercise of the warrant (as adjusted, and subject to further adjustment) are determined based on the contractual arrangement described above, whereby the exercise price is calculated using a fixed valuation of $8,500,000 divided by the number of outstanding shares at the time of exercise. The Purchase Warrants are being classified as liability instrument in accordance with ASC 480 as the Company will be issuing a variable number of shares upon exercised by the holders of the Purchase Warrants, and at inception, the obligation's monetary value is based solely on a fixed monetary amount of $5,000,000 known at inception.

The Company records the fair value of the Purchase Warrants as a derivative liability at inception and recognized the changes in the values of these instruments in the consolidated statements of operations and comprehensive loss as "change in fair value of derivative liabilities". For the year ended June 30, 2026 and 2025, the gain from change in fair value of derivative liabilities amounted to $5,378,137 and $1,816,917, respectively.

The fair value of the warrants issued to Alumni Capital which was determined on grant dates by using the Black Scholes model using the following assumptions: (1) expected volatility of 160.20% to 182.34%, (2) risk-free interest rate of 3.52% to 4.37%, (3) expected life of 2.0 years to 2.8 years, (4) exercise price of $1.17 to $5.15 and (5) stock price of $1.08 to $19.50 on grant date, the date of which the warrants were issued. Based on above assumption, the fair value of the warrants on grant date were estimated to be $13,247,339.

As of June 30, 2025, the fair value of the warrants issued to Alumni Capital was determined by using the Black Scholes model using the following assumptions: (1) expected volatility of 162.92% to 167.27%, (2) risk-free interest rate of 3.71%, (3) expected life of 2.3 years, (4) exercise price of $24.00 to $41.00 and (5) stock price of $1.10 on June 30, 2025. Based on above assumption, the fair value of the warrants were estimated to be $383,886.

The fair value of the warrants issued to Alumni Capital which was determined on June 30, 2026 by using the Black Scholes model using the following assumptions: (1) expected volatility of 173.06%, (2) risk-free interest rate of 4.02%, (3) expected life of 1.3 years, (4) exercise price of $5.07 and (5) stock price of $3.91 on June 30, 2026. Based on above assumption, the fair value of the warrants was estimated to be $1,187,876.

Warrants outstanding as of June 30, 2026 are as follows:

	Shares	Weighted Average Exercise Price*	Weighted Average Remaining Contractual Term (Years)
Outstanding at June 30, 2024	2	$ 357,140	3.1
Granted	13,034	90	2.6
Adjustment*	19,961	(55.8)	
Exercised	(9,813)	38.6	-
Outstanding at June 30, 2025	23,184	55.8	2.3
Granted	363,732	6.7	1.8
Adjustment*	389,947	(4.5)	
Exercised	(299,323)	5.6	
Outstanding at June 30, 2026	477,540	$ 5.1	1.3

* Adjustment reflects the change in the number of shares issuable under the Purchase Warrant issued to Alumni Capital due to the contractual pricing mechanism based on outstanding shares. Upon any such price-based adjustment to the exercise price, the number of shares issuable upon exercise of the warrants will be adjusted proportionally

Exercised of Alumni Capital warrants

On June 5, 2025, Alumni Capital exercised the Alumni Capital warrants to purchase 2,500 shares of the Company's common stock at an exercise price of $1.27 per share generating gross proceeds of $63,567 to the Company.

On June 5, 2025, Alumni Capital exercised the Alumni Capital warrants on "cashless" basis while the Company's had issued 7,288 shares of the Company's common stock to Alumni Capital.

On December 8, 2025, Alumni Capital exercised the Alumni Capital warrants to purchase 150,000 shares of the Company's common stock at a weighted average exercise price of $9.05 per share generating gross proceeds of $1,357,577 to the Company.

On December 11, 2025, Alumni Capital exercised the Alumni Capital warrants on "cashless" basis while the Company's had issued 149,323 shares of the Company's common stock to Alumni Capital.

Upon exercise of above-mentioned warrants, the Company reduced the fair value of Alumni Capital warrants and increased the additional paid in capital by $4,614,985 and $249,424 for the year ended June 30, 2026 and 2025, respectively.

Stock-based compensation

- *Restricted stock*

In October 2025, the Company adopted its 2025 Equity Incentive Plan ("EIP") to attract, retain, and motivate key employees, officers, directors, and consultants by providing equity-based incentives aligned with the interests of the Company's stockholders.

As of June 30, 2026, the Company had executed various executive employment agreements (the "Employment Agreements") with certain individuals, pursuant to which such individuals were appointed as the Company's executive officers. Under the terms of the Employment Agreements, each executive officer is entitled to receive a predetermined monetary value of the Company's common stock as compensation. Depending on the terms of the respective Employment Agreement, the stock compensation either vests immediately or over a period of 12 or 24 months. Stock compensation for subsequent years is contingent upon performance.

The 2025 EIP provides for the grant of restricted stock awards ("Restricted Stock Awards") to certain officers and key employees. Restricted Stock Awards generally vest either immediately or over 12 to 24 months service period, on a straight-line basis. For the year ended June 30, 2026, the Company granted Restricted Stock Awards representing 152,739 shares of the Company's common stock, which are subject to service-based vesting conditions. For certain awards, shares vest ratably over 12 months and only the unvested portion is subject to forfeiture upon termination. For other awards, all shares remain subject to forfeiture until completion of a 24-month service requirement.

For the year ended June 30, 2026, 142,744 shares of common stock were issued in connection with vested Restricted Stock Awards

The grant-date fair value of Restricted Stock Awards is determined based on the closing market price of the Company's common stock on the date of grant.

The Company's Restricted Stock Award activity for the year ended June 30, 2026 was as follows:

	Shares	Weighted Average Grant Date Fair Value per Share
Outstanding as of June 30, 2025	-	$ -
Granted	152,739	7.48
Vested	(145,587)	7.07
Forfeited	-	-
Outstanding as of June 30, 2026	7,152	$ 15.72

- *Fixed Value Equity Awards*

The Company provides fixed value equity awards to certain employees as part of their compensation arrangements. These awards are accounted for as liability-classified awards under ASC 718, *Compensation—Stock Compensation*. The awards are subject solely to service-based vesting conditions and generally vest monthly over the applicable service period. Each award represents a fixed monetary amount that is settled in a variable number of shares of the Company's common stock based on the applicable share price at each vesting date. During the year ended June 30, 2026, the Company issued 81,005 shares of common stock in settlement of vested employee awards. As of June 30, 2026, $177,079 was recorded in other payables and accrued liabilities for the unsettled portion of such awards.

On August 1, 2025, the Company entered into a consultant service agreement (the "Consultant Service Agreement") with a third-party consultant (the "Consultant") to provide strategic advisory services. As amended on November 1, 2025, the Consultant is entitled to monthly compensation of $25,000, payable partly in cash and partly in shares of the Company's common stock. The stock-based portion represents a fixed monetary amount settled in a variable number of shares determined based on the 30-day volume-weighted average price preceding each month-end. During the year ended June 30, 2026, the Company issued 38,087 shares of common stock in settlement of amounts earned by the Consultant. As of June 30, 2026, $22,086 was recorded in other payables and accrued liabilities for the unsettled portion of the Consultant's compensation.

The Company evaluated these fixed value equity arrangements under ASC 718 and determined that they represent liability-classified share-based payment awards because the Company has an obligation for a fixed monetary amount that is settled in a variable number of shares. Accordingly, the liability is remeasured at fair value at each reporting date until settlement. Because the obligation is fixed in monetary terms, the liability reflects the amount of compensation earned for services rendered.

For the year ended June 30, 2026 and 2025, the Company recognized $1,845,923 and $208,445 in stock-based compensation expense, respectively.

Common stock issued for prepaid consulting fee

On October 21, 2025 and October 27, 2025, the Company entered into service agreements with WeShare Management Sdn. Bhd. ("WeShare") and Astute All Advisory Ltd. ("Astute"), respectively, pursuant to which WeShare and Astute agreed to provide management consultancy, business strategy, and advisory services to the Company. The WeShare agreement has a two-year term beginning October 21, 2025, and the Astute agreement has a 24-month term beginning October 27, 2025. The service fees under each agreement consist of total consideration of $1,500,000, payable through the issuance of the Company's common stock. As of June 30, 2026, the Company had issued 83,334 and 88,236 shares to Astute and WeShare, respectively with an aggregate fair value of $1,500,000 for each agreement.

Note 17 – Income taxes

United States of America

The Company was incorporated in the State of Delaware and conducts operations through subsidiaries in multiple jurisdictions, with its principal business operations conducted in Malaysia. Management has determined that the United States represents the Company's primary tax jurisdiction because the Company is incorporated in the United States and, as a U.S. corporation, is subject to U.S. federal income tax on its worldwide income, including certain income earned through its foreign subsidiaries.

As of June 30, 2026, the operations in the United States of America incurred $25,085,124 of cumulative net operating losses which can be carried forward indefinitely to offset future taxable income and can be used to offset up to 80% of taxable income for losses arising in tax years beginning after June 30, 2023. The deferred tax assets arising from these net operating losses as of June 30, 2026 and 2025 were $5,267,876 and $3,270,173, respectively, for which a full valuation allowance has been provided.

TGL also subject to controlled foreign corporations Subpart F income ("Subpart F") tax, which is a tax primarily on passive income from controlled foreign corporations with a tax rate of 35%. In addition, the Tax Cuts and Jobs Act imposed a global intangible low-taxed income ("GILTI") tax, which is a tax on certain offshore earnings at an effective rate of 10.5% for tax years (50% deduction of the current enacted tax rate of 21%) with a partial offset for 80% foreign tax credits. If the foreign tax rate is 13.125% or higher, there will be no U.S. corporate tax after the 80% foreign tax credits are applied.

For the years ended June 30, 2026 and 2025, the Company's foreign subsidiaries did not generate any income that is subject to Subpart F tax and GILTI tax.

Malaysia

TADAA Technologies, TADAA Capital, Tazte Technology and EVIX Technologies, and TADAA Ventures and Bowlcrafted through their disposal on February 10, 2026, are governed by the income tax laws of Malaysia and the income tax provision in respect of operations in Malaysia is calculated at the applicable tax rates on the taxable income for the periods based on existing legislation, interpretations and practices in respect thereof. Under the Income Tax Act of Malaysia, enterprises that incorporated in Malaysia are usually subject to a unified 24% enterprise income tax rate while preferential tax rates, tax holidays and even tax exemption may be granted on case-by-case basis. As of June 30, 2026, the operations in Malaysia incurred $24,997,967 of cumulative net operating losses which can be carried forward for a maximum period of ten consecutive years to offset future taxable income. The deferred tax assets arising from these net operating losses as of June 30, 2026 and 2025 were $5,999,512 and $5,404,721, respectively, for which a full valuation allowance has been provided.

The United States and foreign components of (loss) income before income taxes were comprised of the following:

	For the years ended June 30,	
	2026	**2025**
Tax jurisdictions from:		
- Domestic – United States	$ (8,402,085)	$(22,542,326)
- Foreign – Malaysia & others	(2,485,497)	(485,675)
Loss before income tax	$(10,887,582)	$(23,028,001)

The provision for income taxes consisted of the following:

	For the years ended June 30,	
	2026	**2025**
Tax jurisdictions from:		
- Domestic – United States	$ 200,000	$ 349,487
- Foreign – Malaysia	-	-

Provision for income taxes	$ 200,000	$ 349,487

As further described in Note 2, Recently Issued Accounting Standards, the Company has elected to prospectively adopt the guidance in ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Taxes Disclosures, or ASU 2023-09. The following table reconciles the United States statutory rates to the Company's effective tax rate for the year ended June 30, 2026 in accordance with the guidance in ASU No. 2023-09:

	For the Years Ended June 30, 2026	
	$	%
U.S. statutory rate	2,286,392	21.0%
Differential of Malaysia and others statutory tax rate	74,349	0.7%
Permanent difference	180,041	1.7%
Change in valuation allowance	(2,740,782)	(25.2)%
Income tax expense (benefit) and effective tax rate	(200,000)	(1.8)%

The following table reconciles the United States statutory rates to the Company's effective tax rate for the year ended June 30, 2025:

	For the years ended June 30, 2025
U.S. statutory rate	21.0%
Differential of Malaysia statutory tax rate	0.1%
Change in valuation allowance	(22.5)%
Permanent difference	(0.1)%
Effective tax rate	(1.5)%

The following table sets forth the significant components of the aggregate deferred tax assets of the Company as of:

	As of June 30, 2026	As of June 30, 2025
Deferred tax assets:		
Net operating loss carry forwards in U.S.	$ 5,267,876	$ 3,270,173
Net operating loss carry forwards in Malaysia	5,999,512	5,404,721
Allowance for credit losses	958,044	261,186
Gain from disposal of subsidiaries	(212,935)	-
Long-live assets impairment	4,738,058	4,098,634
Change in fair value of derivative liabilities	(1,356,612)	(381,553)
Less: valuation allowance*	(15,393,943)	(12,653,161)
Deferred tax assets	$ -	$ -

* Change in valuation allowance was amounted to $2,740,782 and $5,232,003 for the year ended June 30, 2026 and 2025, respectively.

As further described in Note 2, Recently Issued Accounting Standards, the Company has elected to prospectively adopt the guidance in ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Taxes Disclosures, or ASU 2023-09. The following table presented presents income taxes paid, net of refunds, disaggregated by jurisdiction for the years ended June 30, 2026 in accordance with the guidance in ASU No. 2023-09:

	For the Year Ended June 30, 2026
United States	$ 121,200
Malaysia	-
Total income taxes paid, net of refunds	**$ 121,200**

Uncertain tax positions

The Company evaluates each uncertain tax position (including the potential application of interest and penalties) based on the technical merits, and measure the unrecognized benefits associated with the tax positions. As of June 30, 2026 and 2025, the Company did not have any significant unrecognized uncertain tax positions. The Company did not incur interest and penalties tax for the year ended June 30, 2026 and 2025

Note 18 – Concentrations of risks

(a) Major customers

For the year ended June 30, 2026, no customer accounted for 10.0% or more of the Company's total revenues. For the years ended June 30, 2025, one customer accounted for approximately 63.5% or more of the Company's total revenues.

As of June 30, 2026, two customers accounted for approximately 86.0% and 13.4% of the total balance of accounts receivable, respectively. As of June 30, 2025, one customer account for approximately 92.3% of the total balance of accounts receivable, respectively

(b) Major vendors

For the years ended June 30, 2026, one vendor accounted for approximately 97.7% of the Company's total purchases. For the years ended June 30, 2025, two vendors accounted for approximately 52.7% and 41.2% of the Company's total purchases.

As of June 30, 2026, three vendors accounted for approximately 48.8%, 21.8%, and 15.8% of the total balance of accounts payable. As of June 30, 2025, three vendors accounted for approximately 46.7%, 20.9%, and 15.1% of the total balance of accounts payable.

(c) Credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash. As of June 30, 2026 and 2025, $1,590,873 and $236,657 were deposited with financial institutions or fund received from customer being held in third party platform's fund account, $830,937 and $31,115 of these balances are not covered by deposit insurance, respectively. While management believes that these financial institutions are of high credit quality, it also continually monitors their credit worthiness.

Financial instruments that are potentially subject to credit risk consist principally of accounts receivable and other receivables. The Company believes the concentration of credit risk in its accounts receivable and other 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 a provision for estimated credit losses based upon factors surrounding the credit risk of specific customers, historical trends and other information.

(d) Exchange rate risk

The Company cannot guarantee that the current exchange rate will remain steady; therefore, there is a possibility that the Company could post the same amount of profit for two comparable periods and because of the fluctuating exchange rate actually post higher or lower profit depending on exchange rate of RM converted to US$ on that date. The exchange rate could fluctuate depending on changes in political and economic environments without notice.

Note 19 – Leases

As of June 30, 2026 and 2025, the Company has engaged in multiple offices leases which were classified as operating leases. The Company occupies various offices under operating lease agreements with a term shorter than twelve months which it elected not to recognize lease assets and lease liabilities under ASC 842. Instead, the Company recognized the lease payments in profit or loss on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The Company recognized lease expense on a straight-line basis over the lease term for operating lease.

Operating lease expense for the years ended June 30, 2026 and 2025 were $4,375, and $4,375, respectively.

As of June 30, 2026 and 2025, the weighted-average lease term is 3.0 and 2.3 years for the remaining leases, respectively. Weighted-average discount rated related to leases were 3.24% and 6.0% as of June 30, 2026 and 2025, respectively.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. The Company's lease liabilities under the remaining operating leases as of June 30, 2026 is as follows:

	June 30,
2027	$ 43,116
2028	47,036
2029	47,037
Total undiscounted lease payments	137,189
Less imputed interest	(6,708)
Total lease liabilities	$ 130,481

Note 20 – Segment information

The Company's operating segments have been identified based on the way management organizes the business by the nature of services provided to customers and how the Chief Operating Decision Maker ("CODM") manages the business and allocates resources. The CODM for the Company is its Chief Executive Officer. The Company has two reportable segments: (i) payment processing and e-commerce operation on its ZCITY platform, and (ii) customized software development service.

The accounting policies applied to each segment are consistent with those described in the summary of significant accounting policies. The CODM evaluates the performance of reportable segments and allocates resources primarily based on segment profit (loss). Segment profit (loss) represents segment revenue less directly attributable and allocated cost of revenue and operating expenses. Segment profit (loss) is the sole measure used by the CODM and is determined in a manner consistent with the measurement principles used in preparing the consolidated financial statements in accordance with ASC 280-10-50-28A. The CODM does not evaluate the performance of segments using asset information. As such, the Company does not allocate assets to its reportable segments. Intersegment sales and transfers are accounted for as if the transactions were made with third parties, using current market prices.

The Company's reportable segments represent strategic business units that offer different products and services and are managed separately due to their distinct operational and marketing requirements.

The following tables summarize the Company's segment information for the year ended June 30, 2026 and 2025.

	For the Years Ended June 30, 2026		
	ZCITY Platform	**Customized Software development service**	**Total**
Revenue from external customers	$ 5,169,784	$ -	$ 5,169,784
Less:			
Cost of revenue	(5,161,042)	-	(5,161,042)
Segment gross profit	$ 8,742	$ -	8,742
Less:			
Advertising	(1,207,891)	-	(1,207,891)
Payment transaction fee	(55,231)	-	(55,231)
Long-live assets impairment	(3,044,877)	-	(3,044,877)
Provision for credit loss	(2,762,951)	(671,818)	(3,434,769)
Other marketing expense	(898)	-	(898)
Salaries	(756,525)	-	(756,525)
Depreciation and amortization	(5,554)	-	(5,554)
Office expense	(121,505)	-	(121,505)
Research and development	(1,646,230)	-	(1,646,230)
Gain from disposal of subsidiaries	1,013,977	-	1,013,977
Other segment item	(35,955)	-	(35,955)
Segment (loss) income	(8,614,898)	(671,818)	(9,286,716)
Reconciliation of profit or loss			
Less: Unallocated amounts			
Professional fees			(3,149,265)
D&O insurance			(69,544)
Stock based compensation			(1,845,923)
Other corporate expenses			(1,179,271)
Change in fair value of derivative assets and liabilities			4,643,137
Net loss before income taxes			$(10,887,582)

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	For the Years Ended June 30, 2025		
	ZCITY Platform	Customized Software development service	Total
Revenue from external customers	$ 850,557	$ 1,480,000	$ 2,330,557
Less:			
Cost of revenue	206,106	454,626	660,732
Segment gross profit	$ 644,451	$ 1,025,374	1,669,825
Less:			
Advertising	99,656	-	99,656
Payment transaction fee	17,513	-	17,513
Long-live assets impairment	19,517,303	-	19,517,303
Share-based compensation adjustment	2,726,545	-	2,726,545
Other marketing expense	12,298	-	12,298
Salaries	547,816	-	547,816
Depreciation and amortization	895,998	-	895,998
Office expense	120,546	-	120,546
Research and development	215,900	-	215,900
Unrealized holding loss on marketable securities	170,817	-	170,817
Interest expense	4,999	-	4,999
Segment (loss) income	(23,684,940)	1,025,374	(22,659,566)
Reconciliation of profit or loss			
Less: Unallocated amounts			
Professional fees			1,127,236
D&O insurance			64,565
Stock based compensation			208,445
Other corporate expenses			785,106
Change in fair value of derivative liabilities			(1,816,917)
Net loss before income taxes			**$(23,028,001)**

Other Significant Items:

	For the Years Ended June 30, 2026		
	ZCITY Platform	Customized Software development service	Total
Capital expenditure	$ 1,052,587	$ -	$ 1,052,587

	For the Years Ended June 30, 2025		
	ZCITY Platform	Customized Software development service	Total

Capital expenditure	$ 14,818	$ -	$ 14,818

Disaggregated information of revenues by regions are as follows:

	For the Years Ended June 30, 2026		
	ZCITY Platform	Customized Software development service	Total
Malaysia	$ 5,169,784	$ -	$ 5,169,784
United States	-	-	-
Total revenue	$ 5,169,784	$ -	$ 5,169,784

	For the Years Ended June 30, 2025		
	ZCITY Platform	Customized Software development service	Total
Malaysia	$ 850,557	$ -	$ 850,557
United States	-	1,480,000	1,480,000
Total revenue	$ 850,557	$ 1,480,000	$ 2,330,557

Note 21 – Commitments and contingencies

Contingencies

Legal

From time to time, the Company is party to certain legal proceedings, as well as certain asserted and un-asserted claims. Amounts accrued, as well as the total amount of reasonably possible losses with respect to such matters, individually and in the aggregate, are not deemed to be material to the consolidated financial statements.

Note 22 – Subsequent Events

The Company evaluated all events and transactions that occurred after June 30, 2026 up through October 13, 2026, the date the Company issued these consolidated financial statements.

Acquisition of Contro Limited

On July 1, 2026, the Company, through its wholly owned subsidiary, TADAA Limited, completed the acquisition of 100% of the issued and outstanding shares of Contro Limited (“Contro”), a Hong Kong incorporated company, for total cash consideration of $20,000. Contro is a dormant company whose principal asset is a Money Service Business registration with the Financial Transactions and Reports Analysis Centre of Canada (“FINTRAC”).

Proposed Acquisition of Cigar Secret Sdn. Bhd.

On July 20, 2026, the Company entered into a Share Sale Agreement to acquire 149,880 ordinary shares of Cigar Secret Sdn. Bhd. (“Cigar Secret”), representing 80% of Cigar Secret’s enlarged share capital, for aggregate consideration of $612,445. Of the total purchase consideration, $551,200 is payable as a deposit upon execution of the agreement and has been settled through the issuance of 149,267 shares of the Company’s common stock at a price of $3.69 per share. The remaining $61,245 is payable in accordance with the terms of the agreement. The completion of the acquisition is subject to the satisfaction or waiver of certain conditions precedent.

Enter into Software Development Agreement

On August 26, 2026, the Company entered into three separate Software Development Agreements with Mestiz Technology Sdn. Bhd., E Agro Digital Sdn. Bhd. and Add2Cart Commerce Pte. Ltd. for the development of a Lifestyle Membership and Experience Platform. The aggregate contract consideration is $3,000,000, consisting of $1,000,000 under each agreement, payable based on specified milestones in cash, shares of the Company's common stock, or a combination thereof at the Company's discretion.

On September 11, 2026, the Company entered into an additional Software Development Agreement with Mestiz Technology Sdn. Bhd. for the development and implementation of a centralized Power BI business intelligence platform for the Company and its subsidiaries. The total contract consideration is $2,000,000, payable based on specified milestones in cash, shares of the Company's common stock, or a combination thereof at the Company's discretion.

In connection with these agreements, the Company issued an aggregate of 868,720 shares of common stock, consisting of 233,645 shares to Add2Cart Commerce Pte. Ltd., 233,645 shares to E Agro Digital Sdn. Bhd. and 401,430 shares to Mestiz Technology Sdn. Bhd.

Termination and Replacement of Software Enhancement Agreement

On August 17, 2026, the Company and Apexcode Innovations Sdn. Bhd. mutually agreed to terminate the Software Enhancement Agreement dated March 11, 2026. Apexcode had completed and delivered the Phase 1 deliverables, which were accepted by the Company, and the Company waived its right to a refund of the $955,414 first milestone payment. On the same date, the Company entered into a Software Enhancement Agreement with Keen Success Technology Ltd. for the continued development and enhancement of the Tazte Apps platform for total consideration of $2,000,000, payable in cash, shares of the Company's common stock, or a combination thereof based on specified milestones.

Sale of Contractual Rights in V Gallant and RG Shares

On August 20, 2026, the Company entered into separate sale and purchase agreements to sell its rights and interests in 1,300,000 ordinary shares of V Gallant Limited and 700,000 ordinary shares of Reveillon Group Limited held in escrow for aggregate consideration of $5,200,000 and $1,400,000, respectively. The respective purchase prices are payable over 36 monthly installments commencing September 1, 2026. The underlying shares will continue to be held by the escrow agent as security until the respective purchase prices are paid in full.

Software Development Agreements

On August 26, 2026, the Company entered into three separate Software Development Agreements with Mestiz Technology Sdn. Bhd., E Agro Digital Sdn. Bhd. and Add2Cart Commerce Pte. Ltd. for the development of a Lifestyle Membership and Experience Platform. The aggregate contract consideration is $3,000,000, consisting of $1,000,000 under each agreement, payable based on specified milestones in cash, shares of the Company's common stock, or a combination thereof at the Company's discretion.

On September 11, 2026, the Company entered into an additional Software Development Agreement with Mestiz Technology Sdn. Bhd. for the development and implementation of a centralized Power BI business intelligence platform for the Company and its subsidiaries. The total contract consideration is $2,000,000, payable based on specified milestones in cash, shares of the Company's common stock, or a combination thereof at the Company's discretion.

In connection with these agreements, the Company issued an aggregate of 868,720 shares of common stock, consisting of 233,645 shares to Add2Cart Commerce Pte. Ltd., 233,645 shares to E Agro Digital Sdn. Bhd. and 401,430 shares to Mestiz Technology Sdn. Bhd.

Equity Financing

Subsequent to June 30, 2026 and through the date of issuance of these consolidated financial statements, the Company raised additional capital through its existing equity financing arrangements. The Company issued and sold 1,910,581 shares of common stock under its at-the-market offering and received aggregate net proceeds of $2,387,510, net of placement fees. In addition, the Company received the remaining $600,000 of proceeds under the subscription agreement entered into on May 26, 2026 and issued an additional 155,164 shares of common stock.

Settlement of Stock-Based Compensation Awards

Subsequent to June 30, 2026 and through the date of issuance of these consolidated financial statements, the Company issued an aggregate of 48,586 shares of common stock in settlement of vested stock-based compensation awards under the Company's stock-

based compensation arrangements.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Report, we carried out an evaluation, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, based on the foregoing evaluation, our principal executive officer and principal financial officer concluded that, as of June 30, 2026, our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses described below.

Management's Report on Internal Control over Financial Reporting

Our management, including our principal executive officer and principal financial officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2026, based on the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013 Framework). Based on this evaluation under the 2013 Framework, our principal executive officer and principal financial officer have concluded that our internal control over financial reporting was not effective as of June 30, 2026 due to the following material weaknesses:

- Inadequate U.S. GAAP expertise. The current accounting staff is inexperienced in applying U.S. GAAP standard as they are primarily engaged in ensuring compliance with International Financial Reporting Standards ("IFRS") accounting and reporting requirement for our consolidated operating entities, and thus require substantial training. The current staff's accounting skills and understanding as to how to fulfill the requirements of U.S. GAAP-based reporting, including subsidiary financial statements consolidation, are inadequate;

- Inadequate internal audit function. We lack of a functional internal audit department or personnel that monitors the consistencies of the preventive internal control procedures and lack of adequate policies and procedures in internal audit function to ensure that our policies and procedures have been carried out as planned;

A material weakness is a deficiency, or a combination of deficiencies, within the meaning of PCAOB Auditing Standard AS 2201, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Following the identification of the material weaknesses, we plan to take remedial measures including:

- hiring more qualified accounting personnel with relevant U.S. GAAP and SEC reporting experience and qualifications to strengthen the financial reporting function and to set up a financial and system control framework;
- implementing regular and continuous U.S. GAAP accounting and financial reporting training programs for our accounting and financial reporting personnel;
- establishing internal audit function by engaging an external consulting firm to assist us with assessment of Sarbanes-Oxley Act compliance requirements and improvement of overall internal control; and
- strengthening corporate governance.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(f) and 15d-15(f) under the Exchange Act during the year ended June 30, 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following are our executive officers and directors and their respective ages and positions as of the date of this Annual Report on Form 10-K.

Name	Age	Position
Chong Chan "Sam" Teo	43	Acting Chief Executive Officer and Executive Director
Pusparajan a/l Vadiveloo	34	Chief Financial Officer
Kok Pin "Darren" Tan	43	Director
Wei Ping Leong	49	Director
Tengku Dato' Musahiddin Shah	42	Director
Chan Meng Chun	54	Executive Director
Y. Bhg. Datin Nurfatin Binti Mufti	42	Director
Carlson Thow	33	Executive Director

Chong Chan 'Sam' Teo is our Acting Chief Executive Officer and Executive Director. Mr. Teo previously served as the Company's Chief Executive Officer from July 2020 to June 2024. He was appointed as Executive Director and Head of Operations on October 22, 2025 and was promoted to Acting Chief Executive Officer effective April 1, 2026. Mr. Teo is a seasoned corporate strategist known for building high-performance teams and driving organizational innovation. His career includes key leadership roles such as former CEO of the Company, Director of Business Development at ZCITY, and Managing Director of Modes Cube Sdn Bhd. Across these positions, he led strategic planning, business development, capital budgeting, and operational optimization to scale multiple digital-first businesses. Mr. Teo earned a Bachelor's Degree in Quantity Surveying from Sheffield Hallam University and a Diploma in Quantity Surveying from Tunku Abdul Rahman College.

Pusparajan a/l Vadiveloo is our Chief Financial Officer. Mr. Pusparajan was promoted from Financial Controller to Chief Financial Officer effective December 17, 2025. He has over 11 years of experience in accounting and finance, with expertise in the information technology, telecommunications, and manufacturing industries. Prior to joining the Company, Mr. Pusparajan served as the Manager of Finance and Administration at Longbow Solutions Sdn. Bhd., where he was responsible for financial management, banking and treasury functions, cash flow oversight, financial reporting, compliance matters, and administrative operations. Before that, he served as the Assistant Manager of Accounts and Treasury at Smart Glove Corporation Sdn. Bhd. He holds a Bachelor's degree in Accounting (Honours) from Universiti Tenaga Nasional and is a member of the Malaysian Institute of Accountants (MIA).

Kok Pin "Darren" Tan has been a Director since July 2024. Dr. Tan is qualified to serve on the Board due to his extensive entrepreneurial experience. From 2007 to January 2015, Dr. Tan served as the managing director of Ezytronic Sdn Bhd. In this role, he oversaw the company's overall operations and strategic direction, focusing on growth, profitability, and alignment with business objectives. From June 2015 to July 2017, Dr. Tan was the chief operating officer of E-Gate Services Sdn Bhd. His responsibilities included managing day-to-day operations and ensuring company efficiency to meet organizational goals. From March 2020 to June 2024, Dr. Tan served as an advisor to our Company, providing valuable insights into our business affairs. Dr. Tan holds a Bachelor's degree in building management from Sheffield Hallam University since 2006 and a Ph.D. in strategic financial management from Global University of Lifelong Learning. Dr. Tan is qualified to serve on the Board due to his extensive executive experience.

Wei Ping Leong has been a Director since August 2024. He commenced his professional career with various established professional firms including KPMG. During his tenure with these professional firms, he specialized in statutory and internal auditing, as well as advisory work including initial and secondary offering, domestic and cross-border mergers and acquisitions. He was the founder of Sands Capital Sdn Bhd in 2012, specializing in audit and advisory work, where he oversaw every operation of the company, until 2013. He is also the Co-Founder of ZORIXchange, a crypto currency exchange platform, and he is responsible for increasing company revenue with professional strategies, developing new business opportunities and expanding brand influence. He holds directorships at several companies, including Director at WInvest Global Sdn Bhd since 2013, Executive Director at Asia Television Digital Media Limited since 2020 and Director at ATV News Southeast Asia since 2021. Mr. Leong holds a Bachelor Degree of Commerce in Accounting and Finance from Curtin University of Technology, Perth, Australia, and a Master Degree of Commerce in Accounting and Finance, from Macquarie University, Sydney, Australia. Mr. Leong is qualified to serve on the Board due to his extensive experience in international business operations.

Chan Meng Chun, from May 2022 to September 2022, was the Chief Financial Officer for Ikhasas Group of companies handling overall corporate finance including potential IPO, fund raising, banking, tax and accounts. From January 2022 to May 2022, he was the Head of Group Treasury for Sime Darby Plantation Bhd, a public listed company in palm oil upstream and downstream. At Sime Darby Mr. Chan Meng Chun managed group cashflow, including banking facilities, worked on group inter-company reconciliations, financial reports and budget and cashflow plans. From July 2020 to February 2021, Mr. Chan, Meng Chun served as Group Deputy CEO/Group Chief Financial Officer for Smart Glove Holding Sdn Bhd, a Malaysia company that manufactures and export gloves globally. At Smart Glove, Mr. Chan Meng Chun helped the company reorganize and prepare for a potential initial public offering, was involved with financial planning, analysis and treasury among other things. From November 2015 to June 2020 Mr. Chan Meng Chun served as Chief Financial Officer for TS Global Network Sdn Bhd, a member company of PT Telkom Indonesia. At TS Global, Mr. Chan Meng Chun completed restructuring and turnaround of cashflow, lead successful adoption of MFRS standards. Prior to this from April 2013 to November 2015, he was a Chief Financial Officer for a public listed company, Pasukhas Group Bhd. He was with Carimin Group of Companies from May 2000 to Aug 2012 before leaving as Group Financial Controller. Mr. Chan Meng Chun received his Advance Diploma in Accounting from Institute of Financial Accountants (United Kingdom) in 2007 and a Master's Degree in Finance and Accounting from University of Wales in 2014. Mr. Chan Meng Chun is a fellow member of the Institute of Public Accountants (Australia) and fellow member of the Institute of Financial Accountants (United Kingdom). Mr. Chan Meng Chun and the Company entered into an executive employment agreement dated as of September 26, 2025 (the "Agreement"), pursuant to which Mr. Chan Meng Chun was appointed as the executive director of the Company, effective as of September 26, 2025. Mr. Chan Meng Chun is entitled to receive a total of $120,000 worth of shares of common stock of the Company on an annual basis, issued prorated on a monthly basis, calculated based on the Volume Weighted Average Price (VWAP) of the Company's shares for the respective month of issuance. In addition, Mr. Chan Meng Chun is entitled to receive an aggregate of 199,912 shares of common stock upon completion of three (3) months of services with the Company, subject to applicable vesting schedules and other restrictions, in accordance with the Company's equity compensation plan. During the term of the Agreement, either party may terminate the Agreement by providing one hundred twenty (120) days' written. For a period of six (6) months following termination, Mr. Chan Meng Chun shall not be (unless with the approval of Board), either alone or in association or partnership with or as an employee, principal, agent, director, manager, member, shareholder, unit-holder, beneficiary or trustee of, as a consultant or adviser to any person or otherwise, or directly or indirectly engaged or concerned with or interested in any other business which is in any respect in competition with or similar to any part of the business carried out by the Company.

Y. Bhg. Datin Nurfatin Binti Mufti has been an Independent Director since October 2025. Datin Nurfatin brings more than fifteen years of experience in the construction, retail, and food & beverage sectors. From 2006 to 2012, she served as a Quantity Surveyor for several Malaysian construction firms, overseeing project cost control, procurement, and contract administration. In 2012, she founded and managed a construction contracting company. In 2016, she ventured into the food and beverage retail industry, subsequently founding Kampung Fresh Market Sdn. Bhd., a grocery and fresh-food retail company specializing in seafood and premium household groceries, which expanded to multiple outlets across Selangor. She also spearheaded diversification into manufacturing and export, focusing on ready-to-eat meals, sambal condiments, and snack products. Datin Nurfatin holds a Diploma and Bachelor's Degree in Quantity Surveying from Universiti Teknologi MARA (UiTM) Shah Alam, a Master's Degree in Facilities Management, and is presently pursuing a Ph.D. in Facilities Management at UiTM.

Tengku Dato' Musahiddin Shah Bin Tengku Dato' Seri Samad Shah Alhaj has been a Non-Executive Director since May 2026. Tengku Dato' Musahiddin Shah previously served as Chief Executive Officer of Primus Jems Sdn Bhd, and Director of Ropequest Sdn Bhd, where he demonstrated a consistent track record of driving growth, improving operational efficiency, and positioning the business for sustained development. He remains actively involved in community and youth development initiatives in Selangor, including serving on the Board Trustee of SAY Community. Over the years, Tengku Dato' Musahiddin Shah has operated at the intersection of government, institutions, and the private sector, managing engagements requiring a high degree of discipline, discretion and alignment among multiple stakeholders. Through his appointment, the Company is expected to benefit from his extensive experience in navigating government-related frameworks and stakeholder ecosystem in Malaysia. Tengku Dato' Musahiddin Shah holds a Bachelor of Mass Communication (Public Relations) from Murdoch University, Australia.

Carlson Thow has been a Director since July 2024. Mr. Thow previously served as the Company's Chief Executive Officer from June 2024 to March 2026. Mr. Thow served as Chief Legal Officer of VCI Global Limited (NASDAQ: VCIG) from July 2022 until June 2024. Prior to that, Mr. Thow practiced law as a Senior Associate with Zaid Ibrahim & Co. from 2019 to 2022, and as Legal Associate with Martin Cheah & Associates from 2018 to 2019. Mr. Thow graduated with a Bachelor of Laws from the University of Northumbria at Newcastle in 2014, a Master of Laws from the University of Malaya in 2016 and a Master of Business Administration from Lancaster University in 2021.

Our Board has responsibility for the oversight of our risk management processes and, either as a whole or through its committees, regularly discusses with management our major risk exposures, their potential impact on our business and the steps we take to manage them. The risk oversight process includes receiving regular reports from board committees and members of senior management to enable our Board to understand our risk identification, risk management, and risk mitigation strategies with respect to areas of potential material risk, including operations, finance, legal, regulatory, cybersecurity, strategic, and reputational risk.

Board of Directors

Our business and affairs are managed under the direction of our Board. Our Board consists of seven directors, four of whom qualify as "independent" under the listing standards of Nasdaq.

Directors serve until the next annual meeting and until their successors are elected and qualified. Officers are appointed to serve until their successors have been elected and qualified.

Director Independence

Our board of directors are composed of a majority of "independent directors" as defined under the rules of Nasdaq. We use the definition of "independence" applied by Nasdaq to make this determination. Nasdaq Listing Rule 5605(a)(2) provides that an "independent director" is a person other than an officer or employee of the company or any other individual having a relationship which, in the opinion of the Company's Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Nasdaq listing rules provide that a director cannot be considered independent if:

- the director is, or at any time during the past three (3) years was, an employee of the company;
- the director or a family member of the director accepted any compensation from the company in excess of $120,000 during any period of twelve (12) consecutive months within the three (3) years preceding the independence determination (subject to certain exemptions, including, among other things, compensation for board or board committee service);
- the director or a family member of the director is a partner in, controlling shareholder of, or an executive officer of an entity to which the company made, or from which the company received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenue for that year or $200,000, whichever is greater (subject to certain exemptions);
- the director or a family member of the director is employed as an executive officer of an entity where, at any time during the past three (3) years, any of the executive officers of the company served on the Remuneration Committee of such other entity; or
- the director or a family member of the director is a current partner of the company's outside auditor, or at any time during the past three (3) years was a partner or employee of the company's outside auditor, and who worked on the company's audit.

Under such definitions, our Board has undertaken a review of the independence of each director. Based on information provided by each director concerning his background, employment and affiliations, our Board has determined that Kok Pin "Darren" Tan, Wei Ping Leong, Y. Bhg. Datin Nurfatin Binti Mufti and Tengku Dato' Musahiddin Shah are independent directors of the Company.

Committees of the Board of Directors

Our Board has established an audit committee, a compensation committee and a nominating and corporate governance committee. The composition and responsibilities of each of the committees of our Board is described below. Members serve on these committees until their resignation or until as otherwise determined by our Board.

Audit Committee

We have established an audit committee consisting of Kok Pin "Darren" Tan, Wei Ping Leong, Datin Nurfatin Binti Mufti and Tengku Dato' Musahiddin Shah. Wei Ping Leong is the Chairman of the audit committee. In addition, our Board has determined that Wei Ping Leong is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended, or the Securities Act. The audit committee's duties, which are specified in our Audit Committee Charter, include, but are not limited to:

- reviewing and discussing with management and the independent auditor the annual audited financial statements, and recommending to the board whether the audited financial statements should be included in our annual disclosure report;
- discussing with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of our financial statements;
- discussing with management major risk assessment and risk management policies;
- monitoring the independence of the independent auditor;
- verifying the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law;
- reviewing and approving all related-party transactions;
- inquiring and discussing with management our compliance with applicable laws and regulations;
- pre-approving all audit services and permitted non-audit services to be performed by our independent auditor, including the fees and terms of the services to be performed;
- appointing or replacing the independent auditor;
- determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or reports which raise material issues regarding our financial statements or accounting policies; and
- approving reimbursement of expenses incurred by our management team in identifying potential target businesses.

The audit committee is composed exclusively of "independent directors" who are "financially literate" as defined under the Nasdaq listing standards. The Nasdaq listing standards define "financially literate" as being able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement.

In addition, the Company intends to certify to Nasdaq that the committee has, and will continue to have, at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual's financial sophistication.

Compensation Committee

We have established a compensation committee of the Board to consist of Kok Pin "Darren" Tan, Wei Ping Leong, Y. Bhg. Datin Nurfatin Binti Mufti and Tengku Dato' Musahiddin Shah, each of whom is an independent director. The chair of the compensation committee is Y. Bhg. Datin Nurfatin Binti Mufti. Each member of our compensation committee is also a non-employee director, as defined under Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Code. The compensation committee's duties, which are specified in our Compensation Committee Charter, include, but are not limited to:

- reviewing, approving and determining, or recommending to our board of directors regarding, the compensation of our executive officers;
- administering our equity compensation plans;
- reviewing and approving, or recommending to our board of directors, regarding incentive compensation and equity compensation plans; and
- establishing and reviewing general policies relating to compensation and benefits of our employees.

Nominating and Corporate Governance Committee

We have established a nominating and corporate governance committee consisting of Kok Pin "Darren" Tan, Wei Ping Leong and Y. Bhg. Datin Nurfatin Binti Mufti. The nominating and corporate governance committee's duties, which are specified in our Nominating and Corporate Governance Audit Committee Charter, include, but are not limited to:

- identifying, reviewing and evaluating candidates to serve on our board of directors consistent with criteria approved by our board of directors;
- evaluating director performance on our board of directors and applicable committees of our board of directors and determining whether continued service on our board of directors is appropriate;
- evaluating nominations by stockholders of candidates for election to our board of directors; and
- corporate governance matters.

Code of Ethics

Our Board adopted a written code of business conduct and ethics ("Code") that applies to our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer or controller, or persons performing similar functions. We intend to post on our website a current copy of the Code and all disclosures that are required by law in regard to any amendments to, or waivers from, any provision of the Code.

Family Relationships

There are no family relationships among any of our directors or executive officers.

Involvement in Certain Legal Proceedings

None of our other directors, executive officers, significant employees or control persons have been involved in any legal proceeding listed in Item 401(f) of Regulation S-K in the past 10 years.

Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and Annual Reports concerning their ownership, of Common Stock and other of our equity securities on Forms 3, 4, and 5, respectively. Executive officers, directors and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. Based solely on our review of Forms 3, 4 and 5 and amendments thereto filed electronically with the SEC during the most recent fiscal year, we believe that all reports required by Section 16(a) for transactions in the fiscal year ended June 30, 2025 were timely filed.

Item 11. Executive Compensation

Summary Compensation Table

The following table illustrates the compensation paid by the Company to its executive officers. The disclosure is provided for the fiscal years ended June 30, 2026 and 2025. We refer to these individuals as our "named executive officers.":

Name and Principal Position	Fiscal Year Ended June 30,	Salary[1] ($)	Total ($)
Carlson Thow[2]	2026	$ 153,154	$ 153,154
Former Chief Executive Officer	2025	$ 66,273	$ 66,273
Chong Chan "Sam" Teo[3]	2026	$ 410,806	$ 410,806
Acting Chief Executive Officer	2025	$ —	$ —
Chan See Wah[4]	2026	$ 71,227	$ 71,227
Former Chief Financial Officer	2025	$ 28,066	$ 28,066
Pusparajan a/l Vadiveloo[5]	2026	$ 168,371	$ 168,371
Chief Financial Officer	2025	$ —	$ —

(1) Salaries were paid in Malaysian Ringgits, and U.S. dollar amounts are approximate.

(2) Mr. Thow resigned as the Chief Executive Officer of the company on March 31, 2026.

(3) Mr. Teo was appointed as the acting Chief Executive Officer on April 1, 2026.

(4) Ms. Chan resigned as the Chief Financial Officer of the Company on December 31, 2025.

(5) Mr. Pusparajan a/l Vadiveloo was appointed as the Chief Financial Officer on December 17, 2025.

Employment Agreements.

Chong Chan "Sam" Teo Employment Agreement

Mr. Chong Chan "Sam" Teo and the Company previously entered into an employment agreement dated as of October 22, 2025 (the "Agreement"), pursuant to which Mr. Chong Chan "Sam" Teo was appointed as Executive Director and Head of Operations of the Company. Pursuant to the Agreement, Mr. Chong Chan "Sam" Teo is entitled to receive a monthly remuneration of RM 10,000.00. In addition, Mr. Chong Chan "Sam" Teo is entitled to receive a $120,000 worth of shares of common stock of the company on an annual basis, subject to applicable vesting schedules and other restrictions, in accordance with the Company's equity compensation plan. During the term of the Agreement, either party may terminate the Appointment Letter Agreement by providing two (2) months' written notice or salary in lieu of such notice to the other party. Upon termination, Mr. Chong Chan "Sam" Teo will be subject to a one-year non-solicitation period concerning the hiring of the Company's employees and the solicitation of its clients, among other restrictions. On April 1, 2026, Mr. Chong Chan "Sam" Teo was promoted to Acting Chief Executive Officer and entitled to an adjusted monthly base salary of RM 22,000.00 and the entitlement of equity compensation remain unchanged.

Pusparajan a/l Vadiveloo Employment Agreement

Mr. Pusparajan a/l Vadiveloo and the Company previously entered into an employment agreement dated as of September 29, 2025 (the "Agreement"), pursuant to which Mr. Pusparajan a/l Vadiveloo was appointed as the financial controller of the Company. Pursuant to the Agreement, Mr. Pusparajan a/l Vadiveloo is entitled to receive a monthly remuneration of RM 12,500.00. In addition, Mr. Pusparajan a/l Vadiveloo is entitled to a total of $50,000 worth of shares of common stock of the Company on an annual basis, subject to applicable vesting schedules and other restrictions, in accordance with the Company's equity compensation plan. During the term of the Agreement, either party may terminate the Appointment Letter Agreement by providing two (2) months' written notice or salary in lieu of such notice to the other party. Upon termination, Mr. Pusparajan a/l Vadiveloo will be subject to a one-year non-solicitation period concerning the hiring of the Company's employees and the solicitation of its clients, among other restrictions.

In connection with the Appointment, Mr. Pusparajan a/l Vadiveloo will continue to be compensated pursuant to the terms of the existing Agreement. No new compensatory plan, arrangement, or agreement has been entered into in connection with this Appointment, and no material changes have been made to the terms of the Agreement.

Outstanding Equity Awards at June 30, 2026

During the fiscal year ended June 30, 2026, we did not grant any stock options.

Director Compensation Table

The following table illustrates the compensation paid by the Company to its directors. Only the independent directors are entitled to receive board compensation. The disclosure is provided for the fiscal year ended June 30, 2026.

Name	Salary per director ($)	Total per director ($)
Kok Pin “Darren” Tan	$ 14,705	$ 14,705
Wei Ping Leong	$ 14,705	$ 14,705
Wai Kuan Chan	$ 12,255	$ 12,255
Tengku Dato’ Musahiddin Shah	$ 4,902	$ 4,902
Y. Bhg. Datin Nurfatin Binti Mufti	$ 6,610	$ 6,610

Item 12. Security ownership Certain Beneficial Owners and Management

The table below sets forth information regarding the beneficial ownership of the common stock by (i) our directors and named executive officers; (ii) all the named executives and directors as a group and (iii) any other person or group that to our knowledge beneficially owns more than five percent of our outstanding shares of common stock.

We have determined beneficial ownership in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares of common stock subject to options that are currently exercisable or exercisable within 60 days of September 27, 2026 are deemed to be outstanding and beneficially owned by the person holding the options. Shares issuable pursuant to stock options or warrants are deemed outstanding for computing the percentage ownership of the person holding such options or warrants, but are not deemed outstanding for computing the percentage ownership of any other person. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below will have sole voting and investment power with respect to all shares of common stock that they will beneficially own, subject to applicable community property laws.

The information contained in this table is as of September 27, 2026. At that date, 3,634,484 shares of our common stock were outstanding.

Name and Address of Beneficial Owner[(1)]	Title	Beneficially owned	Percent of Class
Officers and Directors			
Carlson Thow	Former Chief Executive Officer and Executive Director	—	—
Pusparajan a/l Vadiveloo	Chief Financial Officer	37,968	1.05%
Kok Pin "Darren" Tan	Director	—	—
Wei Ping Leong	Director	—	—
YDM Tengku Dato' Musahiddin Shah Bin Tengku Dato' Seri Abdul Samad Shah Alhaj	Director	—	—
Chong Chan "Sam" Teo	Executive Director	60,470	1.76%
Chan Meng Chun	Executive Director	57,407	1.58%
Y. Bhg. Datin Nurfatin Binti Mufti	Director	—	—
Officers and Directors as a Group (total of 8 persons)		155,845	4.39%

* Less than 1%.

(1) Unless otherwise indicated, the principal address of the named directors and directors and 5% stockholders of the Company is care of Treasure Global Inc., 276 5th Avenue, Suite 704 #739, New York, New York 10001.

Item 13. Certain Relationships and Related Party Transactions, and Director Independence

Other than as disclosed below, and except for the regular salary and bonus payments made to our directors and officers in the ordinary course of business as described in "Item 11. Executive Compensation," there have been no transactions since July 1, 2024, or any currently proposed transaction or series of similar transactions to which the Company was or is to be a party, in which the amount involved exceeds USD$120,000 and in which any current or former director or officer of the Company, any 5% or greater shareholder of the Company or any member of the immediate family of any such persons had or will have a direct or indirect material interest.

On October 7, 2025, the Company entered into a subscription agreement (the "Agreement") with two Malaysian individuals, Chuah Su Chen and the Company's director Chan Meng Chun (together with Chuah Su Chen, the "Investors"). Subject to the terms and conditions set forth in the Agreement, the Company desires to issue and sell to each Investor, and each Investor desires to subscribe for, an aggregate amount of USD200,000.00 in the Company for the allotment and issuance of common stock of the Company ("the Shares") for the purchase price of $1.16 per share, which represents the closing price of the Company's common stock on the Nasdaq Capital Market on October 6, 2025.

On October 30, 2023, the Company issued a total of 25,954 restricted shares of common stock to the Company's Former Chief Executive Officer, Chong Chan "Sam" Teo, and Director, Kok Pin "Darren" Tan (collectively, the "Creditors") in exchange for the cancellation of $321,562 in aggregate indebtedness owed to the Creditors.

Item 14. Principal Accounting Fees and Services

Audit and Non-Audit Fees

Effective July 3, 2023, WWC, P.C. ("WWC") was served as the Company's independent registered public accounting firm during the fiscal years ended June 30, 2026 and 2025.

Audit services provided by WWC, P.C. for fiscal year ended June 30, 2026 and 2025 included the examination of the consolidated financial statements of the Company, and service related to period filing made with the SEC.

Audit Fees

WWC's audit fee for the year ended June 30, 2026 and 2025 was $205,000 and $180,000, respectively.

Audit Related Fees

WWC's audit related fee for the year ended June 30, 2026 and 2025 was$8,000 and $24,000, respectively.

All Other Fees

WWC's all other fees relate to review of quarterly financial statements for the year ended June 30, 2026 and 2025 was $66,000 and $60,000, respectively.

Tax Fees

WWC's tax fees for the year ended June 30, 2026 and 2025 were $0.

The aggregate fees billed for the most recently completed fiscal year ended June 30, 2026 and 2025 for professional services rendered by the principal accountant for the audit of our annual financial statements included in this and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	Fiscal Year Ended June 30,	
	2026	**2025**
Audit Fees	$ 205,000	$ 180,000
Audit-Related Fees[(1)]	$ 8,000	$ 24,000
Tax Fees	-	-
All Other Fees	$ 66,000	60,000
Total	$ 279,000	**$ 264,000**

(1) Fees incurred in conjunction with consents and service performed for various registration statements filed during the year ended June 30, 2026.

Audit fees consist of fees related to professional services rendered in connection with the audit of our annual financial statements. All other fees relate to professional services rendered in connection with the review of the quarterly financial statements.

Our policy is to pre-approve all audit and permissible non-audit services performed by the independent accountants. These services may include audit services, audit-related services, tax services and other services. Under our Audit Committee's policy, pre-approval is generally provided for particular services or categories of services, including planned services, project-based services and routine consultations. In addition, the Audit Committee may also pre-approve particular services on a case-by-case basis. Our Audit Committee approved all services that our independent accountants provided to us for the 2026 fiscal year.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this Annual Report:

(1) The financial statements are filed as part of this Annual Report under "Item 8. Financial Statements and Supplementary Data."

(2) The financial statement schedules are omitted because they are either not applicable or the information required is presented in the financial statements and notes thereto under "Item 8. Financial Statements and Supplementary Data."

(3) The exhibits listed in the following Exhibit Index are filed, furnished or incorporated by reference as part of this Annual Report.

(b) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Incorporation of the Registrant (Incorporated by reference to the Company's Registration Statement on Form S-1 (No. 333-264364), filed on August 1, 2022).
3.2	Bylaws of the Registrant (Incorporated by reference to the Company's Registration Statement on Form S-1 (No. 333-264364), filed on August 1, 2022).
3.3	Amendment to Certificate of Incorporation of the Registrant (Incorporated by reference to the Company's Registration Statement on Form S-1 (No. 333-264364), filed on August 1, 2022).
3.4	Certificate of Amendment to Certificate of Incorporation of Treasure Global Inc (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on December 8, 2025).
4.1	Form of Underwriter Warrant (Incorporated by reference to the Company's Registration Statement on Form S-1 (No. 333-264364), filed on August 1, 2022).
4.2	Pre-Funded Warrant (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), filed on December 1, 2023)
10.1	Sale and Purchase Agreement between Treasure Global Inc. and Nexe Cloud Limited dated October 22, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on October 24, 2025).
10.2	Service Agreement between Treasure Global Inc. and Weshare Management SDN BHD dated October 21, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on October 24, 2025).
10.3	Form of Executive Employment Agreement (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on October 28, 2025).
10.4	Form of Letter of Appointment for A Non-Executive Director (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on October 28, 2025).
10.5	Management Consultancy Agreement between Treasure Global Inc. and Astute All Advisory Ltd dated October 27, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on October 29, 2025).
10.6	Marketing Consultancy Agreement between Treasure Global Inc. and Pepe Cemerlang Marketing dated October 24, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on October 30, 2025).
10.7	Service Agreement between Treasure Global Inc. and Myviko Holding Sdn Bhd dated November 10, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on November 12, 2025).
10.8	Lock-Up Agreement among Treasure Global Inc. and Certain Stockholders dated November 14, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on November 21, 2025).
10.9	Letter Agreement between Treasure Global Inc. and Tee Chee Siong dated November 18, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on November 21, 2025).

10.10	Form of Securities Purchase Agreement (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on December 15, 2025).
10.11	Form of Placement Agency Agreement (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on December 15, 2025).
10.12	Employment Agreement dated September 29, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on December 17, 2025).
10.13	Share Sale Agreement dated December 22, 2025 by and between Treasure Global Inc. and Maison de Cuisine Sdn. Bhd (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on December 29, 2025).
10.14	Supplemental Letter agreement between Treasure Global Inc and V Gallant SDN BHD dated December 26, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on January 2, 2026).
10.15	At The Market Issuance Offering Agreement by and between Treasure Global Inc. and Kingswood Capital Partners, LLC (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on February 3, 2026).
10.16	Supplemental Agreement to Management Consultancy Agreement by and between Treasure Global Inc. and Astute All Advisory dated January 30, 2025 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on February 3, 2026).
10.17	Software Enhancement Agreement Dated March 11, 2026 between TADAA Technologies Sdn Bhd and Apexcode Innovations Snd Bhd (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on March 12, 2026).
10.18	Letter of Appointment dated as of May 1, 2026 (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on May 5, 2026).
10.19	Subscription Agreement, dated May 26, 2026, by and between Treasure Global Inc and Legacy Trustee Berhad (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on May 29, 2026).
10.20	Software Development Agreement, dated June 3, 2026, by and between Treasure Global Inc and Nexe Cloud Limited (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on June 3, 2026).
10.21	Share Sale Agreement, dated July 20, 2026, by and among Wong Lai Hoong, Chan Chee Kae, Angie Wong Lai Mun, Ong Si Zhong and Tadaa Capital Sdn. Bhd. (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on July 21, 2026).
10.22	Software Enhancement Agreement, dated August 17, 2026, between Treasure Global Inc and Keen Success Technology Ltd (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on August 18, 2026).
10.23	Mutual Termination Agreement, dated August 17, 2026, between TADAA Technologies Sdn. Bhd. and Apexcode Innovations Sdn. Bhd. Ltd (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on August 18, 2026).
10.24	Form of Sale and Purchase Agreement, dated August 20, 2026, by and among Treasure Global Inc, Hung Dat Group Trade Limited and Chua Tze Ping (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on August 20, 2026).
10.25	Form of Sale and Purchase Agreement, dated August 20, 2026, by and among Treasure Global Inc, New Year Holdings Limited and Chua Tze Ping (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on August 20, 2026).
10.26	Form of Software Development Agreement, dated August 26, 2026, by and between Treasure Global Inc and each of Mestiz Technology Sdn Bhd, E Agro Digital Sdn Bhd, and Add2Cart Commerce Pte Ltd (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on August 26, 2026).
10.27	Form of Software Development Agreement between the Company and Mestiz Technology Sdn Bhd (Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-41476), originally filed on September 14, 2026).

21.1	List of Subsidiaries of the Company (Incorporated by reference to the Company's Registration Statement on Form S-1 (No. 333-264364), filed on August 1, 2022.).
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certifications of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certifications of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97.1#	Executive Compensation Clawback Policy effective November 29, 2023 (Incorporated by reference to the Company's Annual Report on Form 10-K/A (File No. 001-41476), originally filed on October 16, 2025)
101	Interactive Data Files
101.INS	XBRL Instance Document (Filed herewith)
101.SCH	XBRL Instance Document (Filed herewith)
101.CAL	XBRL Calculation Linkbase Document (Filed herewith)
101.DEF	XBRL Definition Linkbase Document (Filed herewith)
101.LAB	XBRL Label Linkbase Document (Filed herewith)
101.PRE	XBRL Presentation Linkbase Document (Filed herewith)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Exhibits 32.1 and 32.2 are being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall such exhibits be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise specifically stated in such filing.

\# Indicates management or compensation plan or arrangement

Item 16. Form 10-K Summary

The Company has elected not to include summary information.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 13, 2026

TREASURE GLOBAL INC.

By: */s/ Chong Chan "Sam" Teo*
Chong Chan "Sam" Teo
Chief Executive Officer

POWER OF ATTORNEY

Each individual person whose signature appears below hereby appoints Chong Chan "Sam" Teo as attorney-in-fact with full power of substitution, severally, to execute in the name and on behalf of each such person, individually and in each capacity stated below, one or more amendments to this annual report which amendments may make such changes in the report as the attorney-in-fact acting in the premises deems appropriate, to file any such amendment to the report with the SEC, and to take all other actions either of them deem necessary or advisable to enable the Company to comply with the rules, regulations and requirements of the SEC. Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Chong Chan "Sam" Teo Chong Chan "Sam" Teo	Acting Chief Executive Officer and Executive Director (Principal Executive Officer)	October 13, 2026
/s/ Pusparajan a/l Vadiveloo Pusparajan a/l Vadiveloo	Chief Financial Officer (Principal Financial and Accounting Officer)	October 13, 2026
/s/ Kok Pin "Darren" Tan Kok Pin "Darren" Tan	Director	October 13, 2026
/s/ Wei Ping Leong Wei Ping Leong	Director	October 13, 2026
/s/ Tengku Dato' Musahiddin Shah Tengku Dato' Musahiddin Shah	Director	October 13, 2026
/s/ Chan Meng Chun Chan Meng Chun	Director	October 13, 2026
/s/ Y. Bhg. Datin Nurfatin Binti Mufti Y. Bhg. Datin Nurfatin Binti Mufti	Director	October 13, 2026
/s/ Carlson Thow Carlson Thow	Director	October 13, 2026