

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

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

Date of Report (Date of earliest event reported): **January 28, 2026**

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

<b>Delaware</b>	<b>001-41476</b>	<b>36-4965082</b>
(State or other jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)
<b>276 5th Avenue, Suite 704 #739 New York, New York</b>		<b>10001</b>
(Address of registrant's principal executive office)		(Zip code)

**+6012 643 7688**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol(s)	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 whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

**Item 1.01 Entry into a Material Definitive Agreement.***At The Market Offering Agreement*

On January 28, 2026, Treasure Global Inc. (the “Company”) entered into an At The Market Offering Agreement with Kingswood Capital Partners, LLC (the “Sales Agent”), pursuant to which we may offer and sell, from time to time, through or to the Sales Agent, shares of common stock (the “Placement Shares”), having an aggregate offering price of up to \$10,085,000 (the “ATM Offering”). The issuance and sale, if any, of the Placement Shares by the Company under the Sales Agreement will be made pursuant to the Company’s effective “shelf” registration statement on Form S-3 (No. 333-278171) (the “Registration Statement”), the base prospectus contained therein, and the prospectus supplements relating to the ATM offering, dated February 3, 2026 (the “Prospectus Supplement”).

Under the terms of the Sales Agreement, the Company may sell the Placement Shares by any method permitted that is deemed an “at the market offering” as defined in Rule 415 under the Securities Act of 1933, as amended (the “Securities Act”). The Agent will use its commercially reasonable efforts consistent with its normal trading and sales practices and applicable state and federal laws, rules and regulations to sell the Placement Shares from time to time, based upon the Company’s instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose). Actual sales will depend on a variety of factors to be determined by the Company from time to time, including (among others) market conditions, the trading price of the Company’s Common Stock, capital needs and determinations by the Company of the appropriate sources of funding for the Company. The Company is not obligated to make any sales of Common Stock under the Sales Agreement and the Company cannot provide any assurances that it will issue any Placement Shares pursuant to the Sales Agreement. The Company will pay a commission rate equal to 2.5% of the gross sales price per share sold and agreed to reimburse the Agent for certain specified expenses, including the fees and disbursements of its legal counsel in an amount not to exceed \$50,000 in connection with the filing of the Sales Agreement. The Company has also agreed pursuant to the Sales Agreement to provide the Agent with customary indemnification and contribution rights.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any security nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The description of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement, a copy of which is included herewith as Exhibit 1.1, and is incorporated herein by reference.

*Supplemental Agreement to Management Consultancy Agreement*

As previously reported, the Company entered into a Management Consultancy Agreement, dated October 23, 2025 (the “Principal Agreement”), with Astute All Advisory Ltd., a British Virgin Islands company (“AA”).

On January 30, 2026, the Company entered into a Supplemental Agreement (the “Supplemental Agreement”) with AA, pursuant to which Clause 4.5 of the Principal Agreement was removed and deleted in its entirety. Except as expressly amended by the Supplemental Agreement, all other terms and conditions of the Principal Agreement remain in full force and effect.

The foregoing description of the Supplemental Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Supplemental Agreement, which is filed as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
10.1	<a href="#">At The Market Issuance Offering Agreement by and between Treasure Global Inc. and Kingswood Capital Partners, LLC</a>
10.2	<a href="#">Supplemental Agreement to Management Consultancy Agreement by and between Treasure Global Inc. and Astute All Advisory dated January 30, 2025</a>
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

**SIGNATURES**

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

Date: February 3, 2026

**TREASURE GLOBAL INC.**

By: /s/ Carlson Thow

Name: Carlson Thow

Title: Chief Executive Officer