

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):  
November 28, 2023

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

Delaware  
(State or other jurisdiction  
of incorporation)

001-41476  
(Commission File Number)

36-4965082  
(IRS Employer  
Identification No.)

276 5th Avenue, Suite 704 #739  
New York, New York  
(Address of principal executive offices)

10001  
(Zip Code)

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

N/A  
(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.**

On November 28, 2023, Treasure Global Inc (the "Company") entered into an agreement with Yorkville Advisors Global, L.P. ("YA"), pursuant to which the Company agreed to pay \$2,102,909.59 to YA, which represents payment in full of all amounts owed under the Convertible Debenture (the "Convertible Debenture") issued by the Company to YA on February 28, 2023. Such amount includes all amounts due and payable under the Convertible Debenture as of November 28, 2023, plus per diem interest of \$208.22 for each day after November 28, 2023, provided that such payment is made promptly upon the closing of the Company's public offering (the "Offering"), which occurred on November 30, 2023. In return for the Company's agreement to repay the Convertible Debenture from the proceeds of the Offering, YA agreed not to sell any shares of the Company's common stock until December 4, 2023.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	Letter Agreement dated November 28, 2023 from Yorkville Advisors Global, L.P. to Treasure Global Inc
104	Cover Page Interactive Data File (formatted in Inline XBRL).

**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: December 4, 2023

**TREASURE GLOBAL INC**

By: /s/ Chong Chan "Sam" Teo

Name: Chong Chan "Sam" Teo

Title: Chief Executive Officer



November 28, 2023

Treasure Global Inc.  
276 5<sup>th</sup> Avenue, Suite 704 #739  
New York, NY 10001  
Attention: Chong Chan "Sam" Teo  
Email: sam@treasuregroup.co

Dear Sirs:

I am writing on behalf of YA II PN, Ltd (the "Investor"), which is managed by Yorkville Advisors Global, L.P. Reference is made to the Convertible Debenture issued by Treasure Global Inc., a Delaware corporation (the "Company") to the Investor dated February 28, 2023 (the "Debenture"). Capitalized terms used herein and not otherwise defined herein shall have the meaning assigned to them in the Debentures.

The Company has filed a registration statement (Registration No. 333-275411) on November 8, 2023, as amended (the "Registration Statement") that was declared effective on November 13, 2023. The Company shall commence the sale of securities (the "Offering"), including shares of its common stock, par value \$0.0001 (the "Common Stock") as soon as practicable after the effective date of this Registration Statement. The Offering shall commence upon the execution of the underwriting agreement by the Company and the underwriter in the Offering and as soon as practicable thereafter, the Company shall publicly issue a pricing press release (the "Pricing Release"), which publicly discloses the final pricing information of the Common Stock and other securities being offered in the Offering.

The Company shall pay, as payment in full of all amounts owed under the Debenture, \$2,102,909.59, which includes all amounts due and payable as of November 28, 2023, plus per diem interest of \$208.22 for each day after November 28, 2023 (the "Payoff Amount"), provided that such payment is made promptly upon the closing of the Offering and no later than December 4, 2023. The Company shall pay the Payoff Amount by wire transfer to the Investor pursuant to the wire instructions provided by the Investor. Any prior notice requirements with respect to the payment of the Payoff Amount are hereby waived by the Investor.

The Investor hereby agrees that from the period beginning on the opening of trading on the Nasdaq Stock Market immediately following the publication of the Pricing Release by the Company and ending on the close of trading on the trading day immediately following the closing of the Offering, provided that such period shall be no longer than four trading days in total, the Investor shall not sell any shares of Common Stock

**[Remainder of page intentionally left blank]**

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In witness whereof, the Investor and the Issuer have caused this letter agreement to be duly executed by an authorized officer as of the date set forth above.

**YA II PN, LTD.**

By: Yorkville Advisors Global LP  
Its: Investment Manager

By: Yorkville Advisors Global II, LLC  
Its: General Partner

By: /s/ Michael Rosselli  
Name: Michael Rosselli  
Title: Member

**TREASURE GLOBAL INC.**

By: /s/ Chong Chan "Sam" Teo  
Name: Chong Chan "Sam" Teo  
Title: Chief Executive Officer

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