

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):
December 6, 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 1.02 Termination of a Material Definitive Agreement.

As previously disclosed in a Current Report on Form 8-K filed on March 1, 2023, Treasure Global Inc (the "Company") entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with YA II PN, Ltd., pursuant to which YA II PN, Ltd. purchased two unsecured convertible debentures (the "Convertible Debentures") in the aggregate principal amount of \$5,500,000.00 in a private placement for a purchase price with respect to each Convertible Debenture of 92% of the initial principal amount of such Convertible Debenture.

On December 6, 2023, the Company paid a total of \$2,102,909.59 (the "Payment"), which represented the outstanding balance of one of the Convertible Debentures issued pursuant to the Securities Purchase Agreement. The other Convertible Debenture had already been fully converted into shares of common stock, par value \$0.00001 per share, of the Company, prior to December 6, 2023. As a result of the Payment being made, the Company fully satisfied all obligations under the Convertible Debentures, which resulted in the termination of the Securities Purchase Agreement.

Item 8.01. Other Events.

On December 5, 2023, the Company issued a press release announcing the retirement of the Convertible Debentures. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 10.1* | Securities Purchase Agreement by and between the Company and the Buyer dated February 28, 2023 |
| 99.1 | Press Release dated as of December 5, 2023 |
| 104 | Cover Page Interactive Data File (formatted in Inline XBRL). |

* Incorporated by reference to the Registrant's Current Report on Form 8-K, originally filed on March 1, 2023.

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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 8, 2023

TREASURE GLOBAL INC

By: /s/ Chong Chan "Sam" Teo

Name: Chong Chan "Sam" Teo

Title: Chief Executive Officer

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Treasure Global Signs Agreement to Retire Convertible Debt Notes*Strategic Action Strengthens Financial Position*

NEW YORK and KUALA LUMPUR, Malaysia, Dec. 05, 2023 (GLOBE NEWSWIRE) -- Treasure Global Inc (the “Company” or “Treasure Global”) (NASDAQ: TGL), an innovative technology solutions provider, today announced that it has signed an agreement with YA II PN, Ltd to retire all its outstanding convertible debt notes, following the Company’s recently announced \$4.0 million public offering.

On November 30, 2023, Treasure Global announced that it successfully closed a \$4.0 million public offering. A portion of the proceeds were utilized to retire the remaining \$2.1 million convertible notes.

“By retiring our convertible debt notes, we believe we will fortify our financial position, demonstrating our commitment to optimizing our capital structure, with the goal of fostering sustainable growth,” stated Sam Teo, Chief Executive Officer of Treasure Global.

About Treasure Global Inc

Treasure Global is a Malaysian solutions provider developing innovative technology platforms. Treasure Global has developed two technology solutions: the ZCITY App, a unique digital ecosystem that transforms and simplifies the e-payment experience for consumers, while simultaneously allowing them to earn rewards; and TAZTE, a digital F&B management system providing merchants with a one-stop management and automated solution to digitize their businesses. Treasure Global also acts as a master franchiser in Southeast Asia for popular restaurant chains, while providing them with the TAZTE solution. As of November 28, 2023, ZCITY had over 2,670,000 registered users.

For more information, please visit <https://treasureglobal.co/>.

Forward Looking Statements

This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are characterized by future or conditional verbs such as “may,” “will,” “expect,” “intend,” “anticipate,” “believe,” “estimate” and “continue” or similar words. You should read statements that contain these words carefully because they discuss future expectations and plans, which contain projections of future results of operations or financial condition or state other forward-looking information. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2023 filed with the Securities and Exchange Commission (“SEC”) on September 28, 2023 and other filings made with the SEC. Copies of these documents are available on the SEC’s website, www.sec.gov. These forward-looking statements cannot be predicted or quantified and consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

For further information, please contact:**U.S. Investor Contact**

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Media Contact

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