

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
TREASURE GLOBAL INC**

March 30, 2022

The undersigned, constituting all of the members of the Board of Directors (the “Board”) of Treasure Global Inc, a Delaware corporation (the “Corporation”), hereby adopts the following resolutions by unanimous written consent (this “Written Consent”) as authorized by Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Corporation:

ADOPTION OF CODE OF CONDUCT

RESOLVED, that the Board hereby approves and adopts the code of conduct, attached hereto as Exhibit A.

ADOPTION OF CHARTER AND APPOINTMENT OF MEMBERS OF AUDIT COMMITTEE

RESOLVED, that the Board hereby establishes an audit committee of the Board (the “Audit Committee”), whose purpose and power shall be, to the extent permitted by law, to (i) retain, oversee, and terminate, as necessary, the auditors of the Corporation, (ii) oversee the Corporation’s accounting and financial reporting processes and the audit and preparation of the Corporation’s financial statements, (iii) exercise such other powers and authority as are set forth in the charter of the Audit Committee of the Board, a copy of which is attached hereto as Exhibit B (the “Audit Committee Charter”), and (iv) exercise such other powers and authority as shall from time to time be assigned thereto by resolution of the Board;

RESOLVED, that Joseph Banks, Marco Baccanello, and Jeremy Roberts are hereby appointed as members of the Audit Committee (the “Audit Committee Members”), to hold such position until their respective successors are appointed and qualified or until their earlier death, disqualification, resignation, or removal;

RESOLVED, that the Board has determined that each of the Audit Committee Members designated above is independent pursuant to the required standards set forth in Rule 10A-3(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), based on an evaluation of the relationships between the Corporation and each of the Audit Committee Members;

RESOLVED, that the Board has determined that each of the Audit Committee Members designated above is independent, pursuant to the definition of independence under Rule 5605(a)(2) of the Nasdaq Listing Rules (the “Nasdaq Rules”), based on an evaluation of the relationships

between the Corporation and each of the Audit Committee Members. In addition, the Board has determined that none of the Audit Committee Members designated above have participated in the preparation of the financial statements of the Corporation or any of its subsidiaries during the past three years, and each are able to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement, and cash flow statement;

RESOLVED, that Marco Baccanello is hereby appointed as the chairman of the Audit Committee to hold such position until his respective successor is appointed and qualified or until his earlier death, disqualification, resignation, or removal;

RESOLVED, that Marco Baccanello is designated an "audit committee financial expert" as defined by Item 407(d)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "SEC"), based on the Board's evaluation of his knowledge of accounting, qualifications, and experience, and has appropriate experience or background which results in his financial sophistication in accordance with the additional audit committee requirements of Rule 5605(c)(2)(A) of the Nasdaq Rules;

RESOLVED, that the Audit Committee Charter, be, and it hereby is, approved, it being understood that the Audit Committee may from time to time make modifications, amendments, or changes to the Audit Committee Charter as the Audit Committee deems necessary, advisable, or appropriate, subject to the approval of the Board, in compliance with the rules and regulations of the SEC and the exchange on which the Company's securities are listed;

RESOLVED, that in connection with the performance of its duties, the Audit Committee shall have unrestricted access to and assistance from the officers, employees, and independent auditors of the Corporation, and shall be furnished with such resources and support from the Corporation as the Audit Committee shall deem necessary, advisable, or appropriate; and

RESOLVED, that the Audit Committee shall have the authority to employ, at the expense of the Corporation, such counsel, experts, and other professionals as the Audit Committee shall deem necessary, advisable, or appropriate from time to time.

ADOPTION OF CHARTER AND APPOINTMENT OF MEMBERS OF COMPENSATION COMMITTEE

RESOLVED, that the Board hereby establishes a compensation committee of the Board (the "Compensation Committee"), whose purposes and powers shall be, to the extent permitted by law, to (i) review and approve the compensation of the executive officers of the Corporation and such other employees of the Corporation as are assigned thereto by the Board and to make recommendations to the Board with respect to standards for setting compensation levels, (ii) administer the incentive compensation plans of the Corporation, and (iii) exercise such other powers and authority as are set forth in a charter of the Compensation Committee of the Board,

substantially in the form attached hereto as Exhibit C (the “Compensation Committee Charter”), and (iv) exercise such other powers and authority as shall from time to time be assigned thereto by resolution of the Board;

RESOLVED, that Joseph Banks, Marco Baccanello, and Jeremy Roberts are hereby appointed as members of the Compensation Committee (the “Compensation Committee Members”), to hold such position until their respective successors are appointed and qualified or until their earlier death, disqualification, resignation, or removal;

RESOLVED, that the Board has determined that each of the Compensation Committee Members designated above is independent, pursuant to the definition of independence under Rule 5605(a)(2) of the Nasdaq Rules and based on evaluations and considerations conducted in accordance with Rule 5605(d)(2) of the Nasdaq Rules;

RESOLVED, that the Board has determined that each of the Compensation Committee Members designated above is a non-employee director, pursuant to the definition thereof in Rule 16b-3 under the Exchange Act;

RESOLVED, that Joseph Banks is hereby appointed as the chairman of the Compensation Committee to hold such position until his respective successor is appointed and qualified or until his earlier death, disqualification, resignation, or removal;

RESOLVED, that the Compensation Committee Charter be, and it hereby is, approved, it being understood that the Compensation Committee may from time to time make modifications, amendments, or changes to the Compensation Committee Charter as the Compensation Committee deems necessary, advisable, or appropriate, subject to the approval of the Board, in compliance with the rules and regulations of the SEC and the exchange on which the Company’s securities are listed;

RESOLVED, that in connection with the performance of its duties, the Compensation Committee shall have unrestricted access to and assistance from the officers, employees, and independent auditors of the Corporation, and shall be furnished with such resources and support from the Corporation as the Compensation Committee shall deem necessary, advisable, or appropriate; and

RESOLVED, that the Compensation Committee shall have the authority to employ, at the expense of the Corporation, such experts, consultants, and professionals as the Compensation Committee shall deem necessary, advisable, or appropriate from time to time.

ADOPTION OF CHARTER AND APPOINTMENT OF MEMBERS OF NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

RESOLVED, that the Board hereby establishes a nominating and corporate governance committee of the Board (the “Nominating and Corporate Governance Committee”), whose purposes and powers shall be, to the extent permitted by law, to (i) identify potential qualified nominees for director and recommend to the Board for nomination candidates for the Board, (ii) develop the Corporation’s corporate governance guidelines and additional corporate governance policies, (iii) exercise such other powers and authority as are set forth in a charter of the Nominating and Corporate Governance Committee of the Board, substantially in the form attached hereto as Exhibit D (the “Nominating and Corporate Governance Committee Charter”), and (iv) exercise such other powers and authority as shall from time to time be assigned thereto by resolution of the Board;

RESOLVED, that Joseph Banks, Marco Baccanello, and Jeremy Roberts are hereby appointed as members of the Nominating and Corporate Governance Committee (the “Nominating and Corporate Governance Committee Members”), to hold such position until their respective successors are appointed and qualified or until their earlier death, disqualification, resignation, or removal;

RESOLVED, that the Board has determined that each of the Nominating and Corporate Governance Committee Members designated above is independent, pursuant to the definition of independence under Rule 5605(a)(2) of the Nasdaq Rules and based on evaluations and considerations conducted in accordance with Rule 5605(d)(2) of the Nasdaq Rules;

RESOLVED, that Jeremy Roberts is hereby appointed as the chairman of the Nominating and Corporate Governance Committee to hold such position until his respective successor is appointed and qualified or until his earlier death, disqualification, resignation, or removal;

RESOLVED, that the Nominating and Corporate Governance Committee Charter be, and it hereby is, approved, it being understood that the Nominating and Corporate Governance Committee may from time to time make modifications, amendments, or changes to the Nominating and Corporate Governance Committee Charter as the Nominating and Corporate Governance Committee deems necessary, advisable, or appropriate, subject to the approval of the Board;

RESOLVED, that in connection with the performance of its duties, the Nominating and Corporate Governance Committee shall have unrestricted access to and assistance from the officers, employees, and independent auditors of the Corporation, and shall be furnished with such resources and support from the Corporation as the Nominating and Corporate Governance Committee shall deem necessary, advisable, or appropriate; and

RESOLVED, that the Nominating and Corporate Governance Committee shall have the authority to employ, at the expense of the Corporation, such experts, consultants, and professionals as the Nominating and Corporate Governance Committee shall deem necessary, advisable, or appropriate from time to time.

OMNIBUS

RESOLVED, that the authorized officers be, and each them individually hereby is, authorized, empowered, and directed in the name and on behalf of the Corporation to take or cause to be taken all further actions, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments, deeds, or certificates in the name and on behalf of the Corporation, and to prepare, execute, and file, or cause to be prepared, executed, and filed, with any federal, state, local, foreign, or other regulatory agencies any forms, reports, filings, applications, or other documents, and to incur and pay, or cause to be incurred and paid, such expenses, fees, and taxes as shall, in the opinion of such authorized officers, be deemed necessary, advisable, or appropriate, and the taking of any such action or the preparation, delivery, execution, or filing by any authorized officers of any of the foregoing or the payment of any such expenditures shall conclusively establish authority therefor from and the approval of the Corporation to effectuate or carry out fully the purpose and intent of all of these resolutions;


RESOLVED, that any actions taken by the officers of the Corporation, prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, approved, and adopted as actions of the Corporation; and


RESOLVED, that an executed copy of this Written Consent shall be filed with the minutes of the proceedings of the Board.


This Written Consent may be signed in two or more counterparts, each of which shall be deemed an original, and all of which shall be deemed one instrument.

*[Signature page follows]*


IN WITNESS WHEREOF, each of the undersigned has executed this Written Consent effective as of the date first written above.

DocuSigned by:  
  
D6022A96A2DB44F...  
Chong Chan Teo

DocuSigned by:  
  
E564DA4DAA40445...  
Voon Him Hoo

DocuSigned by:  
  
454C463BEA2749F...  
Joseph Banks

DocuSigned by:  
  
B755AB8E655E455...  
Marco Baccanello

DocuSigned by:  
  
5BCAA7149A3947D...  
Jeremy Roberts

**EXHIBIT A**

**CODE OF CONDUCT**

*(See attached.)*



TREASURE GLOBAL INC

## TREASURE GLOBAL INC CODE OF CONDUCT

### I. Covered Persons and Purpose

This Code of Conduct (this “Code”) for Treasure Global Inc, a Delaware corporation (the “Corporation”), applies to the Corporation’s directors, officers, and employees (collectively, the “Covered Persons”) to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission (the “SEC”) and the Nasdaq Capital Market (“Nasdaq”) and in other public communications made by the Corporation;
- promote compliance with applicable laws and governmental rules and regulations;
- promote the prompt internal reporting of violations of this Code to an appropriate person or persons identified in this Code; and
- enforce accountability for adherence to this Code.

Each Covered Person should adhere to a high standard of business ethics and should be sensitive to situations that may give rise to actual as well as apparent conflicts of interest. This Code is intended to comply with the requirements of SEC Regulation S-K, Item 406 as well as SEC Rule 10A-3(b)(3) and Nasdaq Listing Rule 5610 and any rules and regulations promulgated by the SEC and Nasdaq.

### II. Compliance with Law

The Corporation requires that all Covered Persons strictly adhere to all applicable local, state, and federal laws. If a Covered Person has questions about what laws we are subject to, or about how to comply with certain laws, it is important that such Covered Person shall alert an officer of the Corporation regarding such question. The Corporation relies on Covered Persons not only to act ethically, but also to assist fellow Covered Persons in following the law.

When appropriate, the Corporation will provide information and training to promote compliance with laws, rules, and regulations, including insider-trading laws.



### III. Conflicts of Interest

The Corporation's Covered Persons are expected to make or participate in business decisions and actions based on the best interests of the Corporation as a whole, and not based on personal relationships or personal gain. A "conflict of interest" exists when a person's private interest interferes in any way with the interest of the Corporation, or even when a private interest creates an appearance of impropriety. A conflict situation can arise when Covered Persons have interests that make it difficult for Covered Persons to perform their work objectively, or when a Covered Person receives improper personal benefits as a result of his or her position with the Corporation.

- It is almost always a conflict of interest for a Covered Person to work simultaneously for a competitor, customer, or supplier.
- It is also almost always a conflict of interest for a full-time Corporation employee to have a second job elsewhere, whether or not with a competitor, customer, or supplier unless such employee has notified the president of Corporation of the second job, and the president approves.

Covered Persons should avoid any relationship that would cause a conflict of interest with their duties and responsibilities at the Corporation. All Covered Persons are expected to disclose to management any situations that may involve inappropriate or improper conflicts of interests affecting them personally or affecting other Covered Persons.

Members of the Corporation's Board of Directors (the "Board") have a special responsibility to the Corporation and the stockholders. To avoid conflicts of interest, directors are required to disclose to their fellow directors any personal interest they may have in a transaction being considered by the Board and, when appropriate, to recuse themselves from any decision involving a conflict of interest. Unless and until such responsibility is delegated to a committee of the Board, the Board as a whole is charged with reviewing and approving all related party transactions and potential conflict of interest situations. Waivers of a conflict of interest or this Code involving executive officers and directors require approval by the Board. Any such waiver will be disclosed within four (4) business days, along with the reasons for the waiver, through the filing of a Form 8-K.

Each Covered Person must not:

- use his personal influence or personal relationships improperly to influence decisions or financial reporting by the Corporation whereby the Covered Person would benefit personally to the detriment of the Corporation;
- cause the Corporation to take action, or fail to take action, for the individual personal benefit of the Covered Person rather than for the benefit of the Corporation; or
- use material non-public knowledge to trade personally, or cause others to trade personally, in contemplation of the market effect of such non-public knowledge.

Covered Persons should be aware that conflicts are also likely to exist where a member of his or her family engages in an act or has a relationship that would present a conflict for such Covered Person.

Any discovery of a potential or existing conflict of interest should be immediately disclosed to management.

#### **IV. Disclosure and Compliance**

Each Covered Person:

- should be familiar with the disclosure requirements generally applicable to the Corporation;
- should not knowingly misrepresent, or cause others to misrepresent, facts about the Corporation to others, whether within or outside the Corporation, including to the Corporation's directors and auditors, and to governmental regulators, and self-regulatory organizations;
- should, to the extent appropriate within his or her area of responsibility, consult with other officers and employees of the Corporation and the Corporation's investment adviser or sub-adviser with the goal of promoting full, fair, accurate, timely, and understandable disclosure in the reports and documents the Corporation files with, or submits to, the SEC or Nasdaq and in other public communications made by the Corporation; and
- has the responsibility to promote compliance with the standards and restrictions imposed by applicable laws, rules, and regulations.

Each Covered Person must:

- upon adoption of this Code (or thereafter as applicable, upon becoming a Covered Person), affirm in writing to the Board that he or she has received, read, and understands this Code;
- annually thereafter affirm in writing to the Board that he or she has complied with the requirements of this Code;
- not retaliate against any of the Corporation's or its Service Providers' employees or any other Covered Person or their affiliated persons for reports of potential violations of this Code that are made in good faith;
- notify the Audit Committee promptly if he or she knows or learns of any violation of this Code, and failure to do so is itself a violation of this Code; and
- report promptly any change in his or her affiliations.

The Audit Committee of the Board (the “Audit Committee”) is responsible for granting waivers and determining sanctions, as appropriate, provided that any approvals, interpretations, or waivers sought by the Corporation’s principal executive officers or directors will be considered by the Board.

The Corporation will follow these procedures in investigating and enforcing this Code:

- the Audit Committee will take any action it considers appropriate to investigate any actual or potential violations reported to it;
- if, after such investigation, the Audit Committee believes that no violation has occurred, the Audit Committee shall meet with or contact the person reporting the violation for the purposes of informing such person of the reason for not taking action;
- any matter that the Audit Committee concludes is a violation will be reported to the Board. If the Audit Committee concludes that a violation has occurred, it will inform and make a recommendation to the full Board, which will consider appropriate action, which may include review of, and appropriate modifications to: applicable policies and procedures; notification to appropriate personnel, Covered Person, or a third party; a recommendation to a third party to dismiss the Covered Person; or dismissal of the Covered Person as an officer of the Corporation;
- the Audit Committee will be responsible for granting waivers, as appropriate; and
- any changes to, or waivers of, this Code will, to the extent required, be disclosed as provided by SEC rules.

The Audit Committee, in determining whether waivers should be granted and whether violations have occurred, and the Board, in rendering decisions and interpretations and in conducting investigations of potential violations under this Code, may, at their discretion, consult with such other persons as they may determine to be appropriate, including a senior legal officer of the Corporation or its investment adviser, counsel to the Corporation, independent auditors, or other consultants, subject to any requirement to seek pre-approval from the Audit Committee for the retention of independent auditors to perform permissible non-audit services.

## **V. Waivers**

A Covered Person may request a waiver of any of the provisions of this Code by submitting a written request for such waiver to the Audit Committee setting forth the basis for such request and explaining how the waiver would be consistent with the standards of conduct described herein. The Audit Committee shall review such request and make a determination thereon in writing, which shall be binding, and shall inform the Board of the granting of any waiver.

In determining whether to waive any provisions of this Code, the Audit Committee shall consider whether the proposed waiver is consistent with honest and ethical conduct.

The Audit Committee shall submit an annual report to the Board regarding waivers granted.

## **VI. Other Policies and Procedures**

This Code shall be the sole “code of ethics” adopted by the Corporation for purposes of Section 406 of the Sarbanes-Oxley Act of 2002, as amended, and the rules and forms applicable to it thereunder and the sole “code of conduct” adopted by the Corporation under Rule 5610 of the Nasdaq listing rules. Insofar as other policies or procedures of the Corporation govern or purport to govern the behavior or activities of the Covered Persons who are subject to this Code, they are superseded by this Code to the extent that they overlap or conflict with the provisions of this Code.

Any amendments to this Code must be approved or ratified by a majority vote of the Board, including a majority of independent directors.

This Code is intended solely for the internal use by the Corporation and does not constitute an admission, by or on behalf of any person, as to any fact, circumstance, or legal conclusion.

## **VII. Confidentiality**

All reports and records prepared or maintained pursuant to this Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by law, regulation, or this Code, such matters shall not be disclosed to anyone other than the Board and its counsel or independent auditors, attorneys, or other consultants retained by the Board.

**EXHIBIT B**

**AUDIT COMMITTEE CHARTER**

*(See attached.)*



TREASURE GLOBAL INC

## AUDIT COMMITTEE CHARTER OF TREASURE GLOBAL INC

### I. Purpose

The purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Treasure Global Inc, a Delaware corporation (the “Corporation”), in fulfilling its oversight responsibilities with respect to:

- the Corporation’s financial statements;
- the integrity of the Corporation’s internal control over financial reporting and management information systems;
- the qualifications and independence of the Corporation’s external auditor;
- the investigation and enforcement of the code of conduct of the Corporation;
- the performance of the Corporation’s internal audit function and external auditor; and
- any other matters assigned to the Committee by the Board or as mandated by applicable laws, rules, and regulations, as well as the NASDAQ listing standards.

Although the Committee has the powers and responsibilities set forth in this Charter of the Audit Committee (this “Charter”), the role of the Committee is an oversight. The members of the Committee (the “Members”) are not full-time employees of the Corporation and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Corporation’s financial statements and disclosures are complete and accurate and are in accordance with applicable financial reporting standards and other applicable regulatory requirements. These are the responsibilities of management and the Corporation’s external auditor. The Members shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

### II. Composition and Membership

2.1. Independence. The Committee shall consist of three (3) or more members of the Board, and the Chairman of the Board in an ex-officio role. Each Member the Board has selected and determined to be “independent” for purposes of the Committee membership in accordance with the applicable listing standards of the NASDAQ Stock Market and other applicable laws, rules, and regulations of the Securities and Exchange Commission (the “SEC”); *provided, however*, that a person who is not considered to be deemed “independent” pursuant to this Section

2.1 may serve as a Member on the Committee if certain criteria are met per applicable rules. The Committee will evaluate its Members for compliance with these standards on an annual basis.

2.2. Financial Literacy. All Members shall meet the financial literacy requirements of the NASDAQ Stock Market, including being able to read and understand fundamental financial statements (e.g., balance sheet, income statement, and cash flow statement), and at least one (1) Member shall be an “audit committee financial expert” as such term is defined under applicable rules of the SEC, and at least one (1) Member of the Committee must meet the “financial sophistication” requirement set forth in the NASDAQ Stock Market listing standards (a person who satisfies the definition of “audit committee financial expert” will be presumed to have financial sophistication). No Member can have participated in the preparation of the Corporation’s or any of its subsidiaries’ financial statements at any time during the past three (3) years.

2.3. Serving on Multiple Audit Committees. No Member may serve on the audit committee of more than three (3) public companies, inclusive of the Corporation, unless the Board has determined that such simultaneous service would not impair the ability of such Member to effectively serve on the Committee.

2.4. Tenure. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a Member for as long as he or she remains a director or until his or her earlier resignation from the Committee. Any Member may be removed from the Committee by the Board, with or without cause, at any time.

2.5. Committee Chairman. The Chairman of the Committee (the “Chairman”), who shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its Members to serve as chairman of the meeting.

### **III. Meetings**

3.1. Number and Notice of Meetings; Place of Attendance. The Committee shall meet with the Chief Executive Officer and the Chief Financial Officer of the Corporation at least quarterly to review the financial affairs of the Corporation. The Committee will also meet with the independent auditor of the Corporation at least once quarterly, including upon the completion of the annual audit, outside the presence of management and at such other times as the Committee deems appropriate to review the independent auditor’s examination and management report. The Chairman will meet with the internal auditor of the Corporation at least once quarterly outside the presence of management, and at such other times as the Chairman deems appropriate to review the internal auditor’s reports. The Committee or Chairman may also meet separately periodically with management, the internal auditors, the independent auditors, and counsel to discuss issues and concerns warranting the Committee’s attention. Twenty-four (24) hours’ advance notice of each meeting will be given to each Member orally, by telephone, by facsimile, or e-mail, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by electronic communications.

3.2. Chairman of Meetings. The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee, the Members in attendance may select one of their Members to act as chairman of the meeting.

3.3. Secretary of Meetings. The Committee will appoint any person in attendance at the meeting, who may, but need not, be a Member to act as the secretary of that meeting, and such person will maintain minutes of the meeting and deliberations of the Committee. The secretary of the meeting will circulate minutes of each meeting of the Committee to the members of the Board.

3.4. Quorum; Voting. A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.

3.5. Others Attending. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee.

3.6. Agenda of Matters. In advance of every regular meeting of the Committee, the Chairman will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Corporation to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### **IV. Powers and Responsibilities**

4.1. Reliance. In fulfilling exercising its powers hereunder, the Committee will be entitled to rely reasonably on the integrity of those persons within the Corporation and the professionals and experts (such as the Corporation's external auditor) from whom it receives information, the accuracy of the financial and other information provided to the Committee by such persons, and representations made by the Corporation's external auditor as to any services provided by such firm to the Corporation.

4.2. External Auditor. The Corporation's external auditor is required to report directly to the Committee. The Committee is responsible for:

- the appointment, compensation, retention, and oversight of the work of any external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review, or attest services for the Corporation;
- overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review, or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- reviewing and approving the proposed audit scope, focus areas, timing, and key decisions underlying the audit plan by the Corporation's external auditor;



- establishing and overseeing procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and the confidential submission by the Corporation employees of concerns regarding questionable accounting or auditing matters;
- monitoring and reporting to the Board with regards to the qualifications, independence, and performance of the external auditor, including the lead audit partner, on an annual basis or more frequently as determined by the Committee, including obtaining a written statement noting all relationships between the external auditor and the Corporation or any of its subsidiaries;
- receiving and reviewing reports from the external auditor on the progress against the approved audit plan, important findings, recommendations for improvements, and the auditors' final report;
- pre-approving (which may be pursuant to pre-approval policies and procedures) all audit and non-audit services to be provided to the Corporation or its subsidiaries by the Corporation's external auditor as permitted under applicable regulatory requirements and to approve all related fees and other terms of engagement;
- reviewing and discussing with management and the external auditor the Corporation's annual audited financial statements, management's discussion and analysis (the "MD&A"), and annual and interim earnings press releases, as well as financial information and earnings guidance, if applicable, provided to analysts and rating agencies, before the Corporation publicly discloses this information;
- reviewing public disclosure of financial information and being satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically assessing the adequacy of those procedures;
- recommending to the Board whether the Corporation's annual audited financial statements should be included in the Corporation's annual report for filing with the SEC and timely prepare the report required by the SEC to be included in the Corporation's annual proxy statement, if applicable, and other reports of the Committee required by regulatory requirement;
- reviewing and discussing with management and the Corporation's external auditor (i) major issues regarding, or significant changes in, the Corporation's accounting principles and financial statement presentations, (ii) analyses prepared by management or the Corporation's external auditor concerning significant financial reporting issues and judgments made in connection with the preparation of the financial statements, (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation, and (iv) the type and presentation of information to be included in earnings press releases and any financial information and earnings guidance, if applicable, provided to analysts and rating agencies;

- reviewing, approving, and overseeing any transaction between the Corporation and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, and to develop policies and procedures for the Committee's approval of related party transactions; and
- reviewing and discussing with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Corporation with unconsolidated entities or other persons.

## **V. Reporting**

The Chairman shall report to the Board at Board meetings on the Committee's activities.

## **VI. Access to Information**

The Committee will be granted unrestricted access to all information regarding the Corporation that is necessary or desirable to fulfill its duties and all directors, officers, and employees will be directed to cooperate as requested by Members.

The Committee has the sole authority:

- to engage or terminate independent counsel and other advisors as it determines necessary or advisable to carry out its duties and shall be directly responsible for overseeing the work of such advisors;
- to set and pay compensation for any advisors employed by the Committee; and
- to communicate directly with the internal and external auditors.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Corporation.

## **VII. Funding**

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of:

- compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the listed issuer;
- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**EXHIBIT C**

**COMPENSATION COMMITTEE CHARTER**

*(See attached.)*



TREASURE GLOBAL INC

## COMPENSATION COMMITTEE CHARTER OF TREASURE GLOBAL INC

### I. Adoption of Charter

The Board of Directors (the “Board”) of Treasure Global Inc, a Delaware corporation (the “Corporation”), has adopted this Charter of the Compensation Committee (this “Charter”) of the Board (the “Committee”).

### II. Organization

#### 1. Committee Structure and Membership.

The Committee shall consist of at least two (2) directors of the Corporation (the “Members”), as determined from time to time by the Board. Each Member shall be “independent” in accordance with the standards of The NASDAQ Stock Market, LLC (the “Exchange Rules”), as well as guidelines set forth by the Board from time to time, which guidelines the Board will base on, among other things, the provisions of Rule 10C1(b)(1) under Securities Exchange Act of 1934, as amended (the “Exchange Act”); *provided, however*, that a person who is not considered to be deemed “independent” pursuant to this Section 1 may serve as a Member on the Committee if certain criteria are met pursuant to the Exchange Rules.

The Board must consider all factors relevant to determining whether a director has a relationship to the Corporation which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to:

- the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Corporation to such director; and
- whether such director is affiliated with the Corporation, a subsidiary of the Corporation, or an affiliate of a subsidiary of the Corporation.

Each Member must further qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act, and as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

#### 2. Appointment.

The Members shall be appointed by the Board. Candidates to fill subsequent vacancies shall be recommended by the Nominating and Corporate Governance Committee of the Board and thereafter appointed by the Board. The Members shall serve until their successors are elected and

qualified, or until their earlier resignation or death. The Board may remove any Member from the Committee at any time with or without cause.

Unless a Chairman of the Committee (the “Chairman”) is elected by the full Board, the Members shall designate a Chairman by the majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set agendas for Committee meetings.

3. Committee Meetings.

The Committee shall meet as often as it deems necessary. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings as it deems appropriate.

4. Resources and Authority.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without having to seek the approval of the Board. The Committee shall have authority to elect, retain, terminate, and approve the fees and other retention terms of consultants or search firms used to identify director candidates and to assist in the evaluation of director compensation.

5. Reports to the Board.

The Committee shall take written minutes of its meetings and activities and submit such minutes to the recording secretary of the Corporation for filing. The Chairman shall report to the Board following meetings of the Committee and as otherwise requested by the chairman of the Board.

### **III. Purpose and Responsibilities**

1. Purpose.

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

2. Responsibilities.

The Committee shall have the following authority and responsibilities:

- to review and determine, or recommend to the Board to determine, annually, the corporate goals and objectives applicable to the compensation of the Chief Executive Officer (“CEO”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and determine or recommend to the Board to determine, the CEO’s compensation level based on this evaluation. The Committee’s decisions regarding performance goals and objectives and the

compensation of the CEO are to be reviewed and ratified by the Corporation's full Board, provided, however, the CEO shall not be present during voting or deliberations regarding his or her compensation;

- to review, approve, and determine, or make recommendations to the Board to determine, the compensation of all other executive officers of the Corporation;
- to review, approve, and determine, or make recommendations to the Board regarding incentive compensation plans and equity-based plans, as applicable;
- to administer the Corporation's incentive compensation plans and equity-based plans, except as reserved or otherwise delegated by the Board, as applicable;
- to review the Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk;
- to make recommendations to the Board regarding director compensation;
- to review with management and approve the Corporation's disclosures under the caption "Compensation Discussion and Analysis" in the Corporation's periodic reports or proxy statements to be filed with the Securities and Exchange Commission (the "SEC"); and
- to establish and review general policies relating to compensation and benefits of the employees.

#### **IV. Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Committee shall set the compensation, and directly oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, outside counsel, and any other advisors. Nothing in this Charter shall limit the Committee's ability or obligation to exercise its own judgment in fulfilment of its duties, nor shall any provision of this Charter require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel, or other adviser to the Committee.

The Committee may select or receive advice from, a compensation consultant, legal counsel, or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel, or other adviser;
- the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel, or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a Member;
- any stock of the Corporation owned by the compensation consultant, legal counsel, or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, or other adviser, or the person employing the adviser with an executive officer of the Corporation.

Subject to applicable Exchange Rules, the Committee shall conduct the same “independence” assessment as set forth in Article II, Section 1 of this Charter for each compensation consultant, outside counsel, and any other advisors retained by the Committee.

The compensation consultant, outside counsel, and any other advisors retained by the Committee shall be “independent” in accordance with guidelines set by the Board from time to time, which guidelines the Board will base, to the extent required or deemed appropriate, on the provisions of the Exchange Rules promulgated in response to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the applicable rules and regulations promulgated thereunder by the SEC.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation or director compensation shall not be retained by the Corporation for any compensation or other human resource matters.

## **V. Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one (1) or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **VI. Periodic Review and Amendment of Charter and Committee**

The Committee shall perform a periodic review and evaluation of the performance of the Committee and its Members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate.



**EXHIBIT D**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

*(See attached.)*



TREASURE GLOBAL INC

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF TREASURE GLOBAL INC

### I. Adoption of Charter

The Board of Directors (the “Board”) of Treasure Global Inc, a Delaware corporation (the “Corporation”), has adopted this Charter of the Nominating and Corporate Governance Committee (this “Charter”) of the Board (the “Committee”).

### II. Organization

#### 1. Committee Structure and Membership.

The Committee shall consist of at least two (2) directors of the Corporation (the “Members”), as determined from time to time by the Board. Each Member shall be “independent” in accordance with the rules and regulations of The Nasdaq Stock Market, LLC (the “Exchange Rules”), as well as guidelines set forth by the Board from time to time, which guidelines the Board will base on, among other things, the provisions under the Securities Exchange Act of 1934, as amended; *provided, however*, that a person who is not considered to be deemed “independent” pursuant to this Section 1 may serve as a Member on the Committee if certain criteria are met pursuant to the Exchange Rules.

#### 2. Appointment.

The Committee members will be appointed by the Board. Candidates to fill subsequent vacancies shall be nominated by the Committee as set forth below and appointed by the Board. Each member of the Committee may be removed at any time, with or without cause, by a majority vote of the Board. The members of the Committee shall serve until their successors are elected and qualified, or until their earlier resignation or removal. Unless a Chairman of the Committee (the “Chairman”) is elected by the full Board, the members of the Committee shall designate a Chairman by the majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set agendas for Committee meetings.

#### 3. Committee Meetings.

The Committee shall meet as often as it deems necessary. The Chairman or any member of the Committee may call meetings of the Committee. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may request any officer or employee of the Corporation, the Corporation's outside counsel, or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

4. Resources and Authority.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without having to seek the approval of the Board. The Committee shall have authority to elect, retain, terminate, and approve the fees and other retention terms of consultants or search firms used to identify director candidates and to assist in the evaluation of director compensation. The Committee shall have the authority to conduct or authorize investigations into any matter within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Corporation to meet with the Committee or any advisors engaged by the Committee.

5. Reports to the Board.

The Committee shall take written minutes of its meetings and activities and submit such minutes to the recording secretary of the Corporation for filing. The Chairman shall report to the Board following meetings of the Committee and as otherwise requested by the chairman of the Board.

### **III. Purpose**

The Committee is appointed by the Board for the purposes of:

- developing and recommending criteria for selecting new directors;
- identifying and recommending to the Board individuals qualified to become Board members and Committee members consistent with criteria approved by the Board;
- receiving communications from stockholders directed to the Board, including stockholder proposals regarding director nominees to the Board;
- recommending to the Board corporate governance principles, codes of conduct, and applicable compliance mechanisms;
- overseeing evaluations of the Board, individual Board members and the Committees of the Board; and
- performing such other activities consistent with this Charter, the Articles of Incorporation of the Corporation, as may be amended from time to time (the "Articles of Incorporation"), the Bylaws of the Corporation, as may be amended from time to time (the

“Bylaws”), and governing law, as the Committee deems appropriate or necessary or as delegated to the Committee by the Board.

#### **IV. Function and Responsibilities**

To fulfill its purpose and responsibilities, the Committee’s functions will include the following with respect to the Corporation:

- review the size and composition of the Board;
- identify individuals believed to be qualified to become Board members, consistent with the corporate governance principles and any other factors deemed appropriate, and consider and recommend to the Board nominees for election as directors, including nominees recommended by members of the Board and stockholders of the Corporation, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of the stockholders;
- in the event of a vacancy on the Board or any committee of the Board (including a vacancy created by an increase in the size of the Board or any committee of the Board), identify individuals qualified to fill such vacancy, consistent with any criterion set forth in the Corporation’s corporate governance principles from time to time, as well as any other factors it deems appropriate;
- develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Corporation that would impair its independence;
- establish procedures for, and administer periodic performance evaluations of the Board as deemed appropriate;
- review periodically the composition, structure, and function of the committees of the Board and recommend, as appropriate, changes in the number, function, or membership of such committees;
- develop and recommend to the Board from time to time corporate governance guidelines applicable to the Corporation; and
- perform any other activities consistent with this Charter, the Articles of Incorporation, the Bylaws, and governing law, as the Committee deems appropriate or necessary or as delegated to the Committee by the Board. Notwithstanding the foregoing, and subject to the Exchange Rules, Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.

## **V. Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one (1) or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **VI. Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of consultants as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of any such consultants. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel, and any other advisors.

## **VII. Periodic Review and Amendment of Charter and Committee**

The Committee shall perform a periodic review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate. Any amendment or other modification of this Charter shall be made and approved by the full Board.