

## Submission Data File

General Information	
Form Type*	8-K
Subject-Company File Number	
Subject-Company CIK	
Subject-Company Name	
Subject-Company IRS Number	
Contact Name	EDGAR AGENTS, LLC
Contact Phone	212-265-3347
Filer File Number	
Filer CIK*	0001905956 (TREASURE GLOBAL INC)
Filer CCC*	*****
Confirming Copy	No
Notify via Website only	No
Return Copy	No
Group Name	
Items*	8.01 Other Events 9.01 Financial Statements and Exhibits
SROS*	NASD
Depositor CIK	
Depositor 33 File Number	
Fiscal Year	
Item Submission Type	
Period*	10-16-2024
ABS Asset Class Type	
ABS Sub Asset Class Type	
Sponsor CIK	
Emerging Growth Company	Yes
Elected not to use extended transition period	No
(End General Information)	

Document Information	
File Count*	9
Document Name 1*	ea0217852-8k_treasure.htm
Document Type 1*	8-K
Document Description 1	Current Report
Document Name 2*	ea021785201ex5-1_treasure.htm
Document Type 2*	EX-5.1
Document Description 2	Opinion of Sichenzia Ross Ference Carmel LLP
Document Name 3*	ea021785201ex23-1_treasure.htm
Document Type 3*	EX-23.1
Document Description 3	Consent of WWC, P.C
Document Name 4*	ex5-1_001.jpg
Document Type 4*	GRAPHIC
Document Description 4	Graphic
Document Name 5*	ex23-1_001.jpg
Document Type 5*	GRAPHIC
Document Description 5	Graphic
Document Name 6*	ex23-1_002.jpg
Document Type 6*	GRAPHIC
Document Description 6	Graphic
Document Name 7*	tgl-20241016.xsd
Document Type 7*	EX-101.SCH
Document Description 7	XBRL Schema File
Document Name 8*	tgl-20241016_lab.xml
Document Type 8*	EX-101.LAB
Document Description 8	XBRL Label File
Document Name 9*	tgl-20241016_pre.xml
Document Type 9*	EX-101.PRE
Document Description 9	XBRL Presentation File
(End Document Information)	

Notifications	
Notify via Website only	No
E-mail 1	filings@edgaragents.com



**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): **October 16, 2024**

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

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

**+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:

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 8.01. Other Events.**

As previously disclosed, on October 10, 2024, Treasure Global Inc (the “Company” or “we”) entered into a Share Purchase Agreement (the “Purchase Agreement”) with Alumni Capital LP (“Alumni Capital”), a Delaware limited partnership. Pursuant to the Purchase Agreement, the Company has the right, but not the obligation to cause Alumni Capital to purchase up to \$6,000,000 the Company’s common stock, par value \$0.00001 (the “Commitment Amount”), at the Purchase Price (defined below) 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 \$6,000,000 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 for a term of three (3) years (the “Purchase Warrant”), to purchase up to a number of common stock equal to ten percent (10%) of the Commitment Amount divided by the exercise price of the Purchase Warrant. The exercise price per share of the Purchase Warrant will be calculated by dividing the \$5,000,000 valuation by the total number of outstanding shares of common stock as of the Exercise Date.

On October 16, 2024, we filed a prospectus supplement, dated as of October 16, 2024 (the “Prospectus Supplement”) under the registration statement on Form S-3 (File No. 333-278171), in respect of the financing with Alumni Capital. The Prospectus Supplement included certain updated disclosures regarding the Company, in particular, in the sections captioned “Prospectus Supplement Summary—Recent Developments”. Neither the Purchase Warrant nor the common stocks underlying the Purchase Warrant are covered by the Prospectus Supplement. In addition, the Company is filing, as exhibits hereto, an opinion of Sichenzia Ross Ference Carmel LLP and the consent of WWC, P.C., as Exhibit 5.1 and Exhibit 23.1, respectively. Capitalized terms that are not defined herein may have meanings assigned to them in the Purchase Agreement and the Purchase Warrant.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Sichenzia Ross Ference Carmel LLP</a>
23.1	<a href="#">Consent of WWC, P.C.</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: October 17, 2024

**TREASURE GLOBAL INC.**

By: /s/ Carlson Thow

Name: Carlson Thow

Title: Chief Executive Officer

**Exhibit 5.1**

October 16, 2024

Treasure Global Inc  
276 5th Avenue, Suite 704 #739  
New York, New York

**Re: TREASURE GLOBAL INC**

Ladies and Gentlemen,

We have acted as counsel to Treasure Global Inc, a Delaware corporation (the “Company”), in connection with the issuance of this opinion that relates to a Registration Statement on Form S-3 (No. 333-278171), including the base prospectus contained therein, and a prospectus supplement dated October 16, 2024 (together, the “Registration Statement”) filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement covers the resale, by the selling stockholder listed therein, from time to time pursuant to Rule 415 under the Securities Act as set forth in the Registration Statement, of up to \$1,000,000 shares (the “Shares”) of common stock, par value \$0.00001 per share, of the Company (“Common Stock”) that have been or may be issued to Alumni Capital LP (the “Selling Stockholder”) pursuant to the Purchase Agreement dated as of October 10, 2024 (the “Purchase Agreement”), by and between the Company and the Selling Stockholder.

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5)(i) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement.

In connection with the issuance of this opinion letter, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and of public officials.

In our examination, we have assumed (i) the genuineness of all signatures, including endorsements, (ii) the legal capacity and competency of all natural persons, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies and (v) the accuracy, completeness and authenticity of certificates of public officials.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the Delaware General Corporation Law (“DGCL”) and, when the Shares are delivered and paid for in accordance with the terms of the Purchase Agreement and when evidence of the issuance thereof is duly recorded in the Company’s books and records, the Shares will be validly issued, fully paid and non-assessable.

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Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the Purchase Agreement or any other agreements or transactions that may be related thereto or contemplated thereby. We are expressing no opinion as to any obligations that parties other than the Company may have under or in respect of the Shares or as to the effect that their performance of such obligations may have upon any of the matters referred to above. No opinion may be implied or inferred beyond the opinion expressly stated above.

The opinion we render herein is limited to those matters governed by the DGCL as of the date hereof and we disclaim any obligation to revise or supplement the opinion rendered herein should the above-referenced laws be changed by legislative or regulatory action, judicial decision or otherwise. We express no opinion as to whether, or the extent to which, the laws of any particular jurisdiction apply to the subject matter hereof.

This opinion letter is rendered as of the date first written above, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention or that may alter, affect or modify the opinion expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also hereby consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations under the Securities Act. It is understood that this opinion is to be used only in connection with the offer and sale of the Shares being registered while the Registration Statement is effective under the Securities Act.

Very truly yours,

*/s/ Sichenzia Ross Ferenc Carmel LLP*

Sichenzia Ross Ferenc Carmel LLP

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## Exhibit 23.1



**WWC, P.C.** CERTIFIED PUBLIC ACCOUNTANTS

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Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference to this Registration Statement No.333-278171 on Prospectus Supplement of Treasure Global Inc and its subsidiaries (collectively the “Company”) of our report dated September 30, 2024 included in this Company’s annual report on Form 10-K, relating to the audit of the consolidated balance sheets of the Company as of June 30, 2024 and 2023, and the related consolidated statement of operations and comprehensive loss, changes in stockholders’ deficiency, and cash flows in each of the year for the two years period ended June 30, 2024 and the related notes included herein.

We also consent to the reference of WWC, P.C. as an independent registered public accounting firm, as experts in matters of accounting and auditing.

San Mateo, California  
October 16, 2024

/s/ WWC, P.C.  
WWC, P.C.  
Certified Public Accountants  
PCAOB ID: 1171