

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 23, 2022

**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 Number)

276 5th Avenue, Suite 704 #739  
New York, New York  
(Address of registrant's principal executive office)

10001  
(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:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 23, 2022, Treasure Global Inc (the "Company") received a notification letter from The Nasdaq Stock Market LLC ("Nasdaq") stating that, because the Company has not yet filed its Quarterly Report on Form 10-Q for the period ended September 30, 2022 (the "Form 10-Q") and because the Company remains delinquent in filing its Annual Report on Form 10-K for the fiscal year ended June 30, 2022 (the "Initial Delinquent Filing"), the Company does not comply with Nasdaq Listing Rule 5250(c)(1). Nasdaq Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission.

Nasdaq's notification letter states that the Company has until December 19, 2022, to submit to Nasdaq a plan to regain compliance with the Nasdaq Listing Rules. If Nasdaq accepts the Company's plan, then Nasdaq may grant the Company up to 180 days from the due date of the Initial Delinquent Filing, or until March 27, 2023, for filing the Initial Delinquent Filing and the Form 10-Q to regain compliance. Nasdaq's notification letter has no immediate effect on the listing or trading of the Company's shares. The Company intends to file the Initial Delinquent Filing and the Form 10-Q prior to December 19, 2022, which filing would automatically regain the Company's compliance with Nasdaq Listing Rule 5250(c)(1).

On November 29, 2022, the Company issued a press release announcing its receipt of Nasdaq's notification letter. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

The information under this Item 3.01, including Exhibit 99.1, is deemed "furnished" and not "filed" under Section 18 of the Securities Exchange Act of 1934, as amended (the

“Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated November 29, 2022</a>

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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: November 29, 2022

**TREASURE GLOBAL INC.**

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

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## Treasure Global Receives Nasdaq Notice on Late Filing of Its Form 10-Q

**New York & Kuala Lumpur, November 29, 2022** – Treasure Global Inc (Nasdaq: TGL) (“TGI,” or the “Company”), an innovative e-commerce platform providing seamless payment solutions and rewards programs, today announced that it received notice from The Nasdaq Stock Market LLC (“Nasdaq”) on November 23, 2022, notifying the Company that it is not in compliance with the periodic filing requirements for continued listing set forth in Nasdaq Listing Rule 5250(c)(1) because the Company’s Form 10-Q for the period ended September 30, 2022 (the “Subsequent Delinquent Filing”), was not timely filed with the Securities and Exchange Commission (“SEC”).

As a result of a previous delinquency notice received with respect to the Company’s not yet filed 10-K for the fiscal year ended June 30, 2022 (the “Initial Delinquent Filing”), Nasdaq provided the Company until December 19, 2022, to submit a plan to regain compliance or file both the Initial Delinquent Filing and the Subsequent Delinquent Filing. If Nasdaq accepts the Company’s plan, then Nasdaq may grant the Company up to 180 days from the prescribed due date of the Initial Delinquent Filing, or March 27, 2023, to file the Initial Delinquent Filing and the Subsequent Delinquent Filing to regain compliance. Nasdaq’s notification letters have no immediate effect on the listing or trading of the Company’s shares.

The Company previously announced on October 12, 2022, a delay in the filing of the Initial Delinquent Filing primarily due to completion of the audit process. Management and the audit committee continue to work diligently towards the completion and filing with the SEC of the Initial Delinquent Filing and the Subsequent Delinquent Filing prior to December 19, 2022, which would automatically regain the Company’s compliance with Nasdaq Rule 5250(C)(1).

This announcement is made in compliance with Nasdaq Listing Rule 5810(b), which requires prompt disclosure of receipt of a deficiency notification.

### About Treasure Global Inc

TGI is an innovative Malaysian e-commerce platform providing seamless payment solutions for consumers and merchants with instant rebates and affiliate cashback programs. On a mission to bring together the worlds of online e-commerce and offline physical retailers, TGI is developing a portfolio of leading digital platforms for use throughout Southeast Asia and Japan. In June 2020, TGI launched its proprietary product, the ZCITY App, a unique digital ecosystem that transforms and simplifies the e-payment experience for consumers, while simultaneously allowing them to earn rewards. In the ZCITY ecosystem, users can utilize Tazte, a revenue generating digital F&B management system providing merchants with a one-stop touchless management and automated solution to digitalize their businesses. As of October 31, 2022, ZCITY had over 2,200,000 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 subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company's registration statement and preliminary prospectus for the Company's offering filed with the SEC. Copies of these documents are available on the SEC's website, [www.sec.gov](http://www.sec.gov). 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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[ir\\_us@treasuregroup.co](mailto:ir_us@treasuregroup.co)

#### Malaysian Investor Contacts

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