

**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): September 3, 2025**

**Nova LifeStyle, Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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:

- 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))

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.

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 \$0.001 per share	NVFY	Nasdaq Stock Market

## Item 1.01 Entry Into Material Definitive Agreement.

### Entry into a Securities Purchase Agreement and Amendment thereto

On September 4, 2025, Nova Lifestyle, Inc., a Nevada corporation (the “Company”), entered into a Securities Purchase Agreement (the “Purchase Agreement”) with purchasers named therein (each, a “Purchaser” and collectively the “Purchasers”), pursuant to which the Company agreed to sell, in a best-efforts public offering, an aggregate of (i) 9,836,054 shares (the “Shares”) of the Company’s common stock, par value \$0.001 (“Common Stock”) and (ii) 19,672,108 warrants to purchase 19,672,108 shares of Common Stock (the “Warrants” and such shares of Common Stock issuable upon exercise of the Warrants, the “Warrant Shares”). Each share of Common Stock is being sold together with two Warrants, with each Warrant to purchase one share of Common Stock. The combined purchase price per Share and accompanying Warrants is \$0.915.

The Warrants are exercisable at an exercise price of \$1.098 per share immediately upon issuance, and will expire five years following the date of issuance.

On September 4, 2025, the Company closed the public offering of these securities for gross proceeds of approximately \$9.0 million (the “Offering”). The net proceeds to the Company from the Offering, after deducting the Placement Agent’s fees and expenses and the Company’s offering expenses is approximately \$8.15 million. The Company intends to use the net proceeds for working capital, marketing expenditures, repayment of short-term debt and capital expenditures

American Trust Investment Services, Inc. acted as the exclusive placement agent for the Offering pursuant to the Placement Agency Agreement, dated September 3, 2025 (in the form attached hereto as Exhibit 1.1). As compensation for such placement agent services, the Company paid ATIS an aggregate cash fee equal to 7.0% of the gross proceeds received by the Company from the Offering, plus a non-accountable expense allowance equal to 1.0% of the gross proceeds received by the Company, and out-of-pocket expenses of \$150,000.

The Offering was pursuant to a Registration Statement on Form S-1, as amended (File No. 333-287559), which was declared effective by the United States Securities and Exchange Commission (the “SEC”) on August 27, 2025. The prospectus relating to the Offering has been filed with the SEC.

The forms of the Purchase Agreement and the Warrant are filed as Exhibits 10.1 and 4.1, respectively, to this Current Report on Form 8-K. The foregoing summaries of the terms of these documents are subject to, and qualified in their entirety by, such documents, which are incorporated herein by reference.

In addition, pursuant to the terms of the Placement Agency Agreement, the Company’s officers and directors agreed with ATIS to be subject to a lock-up period of 90 days and the Company also agreed to similar lock-up restrictions on the issuance and sale of Company securities for 90 days following the closing date of the Offering, in each case subject to customary exclusions.

## Item 8.01 Other Events

The Company issued press releases announcing the pricing and closing of the Offering, which are filed as Exhibits 99.1 and 99.2, respectively, to this Current Report.

## Item 9.01 Financial Statements and Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	<a href="#">Form of Placement Agency Agreement</a>
4.1	<a href="#">Form of Warrant</a>
10.1	<a href="#">Form of Securities Purchase Agreement</a>
99.1	<a href="#">Pricing Press Release, dated September 3, 2025</a>
99.2	<a href="#">Closing Press Release, dated September 4, 2025</a>
104	Cover Page Interactive Data File (embedded within 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.

**Nova LifeStyle, Inc.**

By: /s/ Xiaohua Lu  
Xiaohua Lu  
Chief Executive Officer

Date: September 4, 2025

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**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 13, 2025**

**Nova LifeStyle, Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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:

- 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))

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.

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 \$0.001 per share	NVFY	Nasdaq Stock Market

**Item 1.01. Entry into a Material Definitive Agreement.**

On October 13, 2025, Nova LifeStyle, Inc. (the “Company”) entered into a Securities Purchase Agreement (the “Purchase Agreement”) with certain purchasers identified on the signature pages thereto (the “Purchasers”), pursuant to which the Company will sell to the Purchasers in a registered direct offering, an aggregate of 3,708,500 shares (the “Shares”) of its common stock, par value \$0.001 per share (“Common Stock”) at a purchase price of \$3.78 per share, for aggregate gross proceeds to the Company of \$14,018,130, before deducting offering expenses payable by the Company.

The Shares are being offered and sold by the Company pursuant to an effective shelf registration statement on Form S-3 previously filed with the U.S. Securities and Exchange Commission on October 13, 2023 and declared effective on October 23, 2023 (File No. 333-274970) (the “Registration Statement”).

The form of Purchase Agreement is filed as Exhibits 10.1 to this Current Report on Form 8-K. The foregoing summary of the terms of the Purchase Agreement is subject to, and qualified in its entirety by form of Purchase Agreement which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Title or Description</b>
5.1	<a href="#">Opinion of FisherBroyles, LLP</a>
10.1	<a href="#">Form of Securities Purchase Agreement.</a>
23.1	<a href="#">Consent of FisherBroyles, LLP (included in Exhibit 5.1)</a>
104	Cover Page Interactive Data File (embedded within 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.

**Nova LifeStyle, Inc.**

By: /s/ Xiaohua Lu

Xiaohua Lu

Chief Executive Officer

Date: October 14, 2025

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**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 18, 2025**

**XMax Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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:

- 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))

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.

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 \$0.001 per share	XWIN	Nasdaq Stock Market

**Item 1.01 Entry into a Definitive Material Agreement.**

On November 18, 2025, XMax Inc., a Nevada company (the “Company”), entered into a Convertible Promissory Note Purchase Agreement (the “Agreement”) with Billiongold Holding Limited, a company incorporated under the law of Hong Kong (the “Purchaser”). Pursuant to the Agreement, the Company sold a Convertible Promissory Note to the Purchaser with a principal amount of \$5,000,000 (the “Note”). The Note will mature on the date that is thirty-six (36) months from the date that the purchase price of the Note is paid to the Company (the “Maturity Date”). The Note bears interest at the rate of 6% per annum, which is payable on Maturity Date. Any outstanding principal and interest on the Note may be converted to the shares of common stock of the Company at the holder’s option at a conversion price of \$7.80 per share at any time until the total outstanding balance of the Note is paid. The Note was sold to the Purchaser pursuant to an exemption from registration under Regulation S, promulgated under the Securities Act of 1933, as amended.

The foregoing description of the Agreement and Note does not purport to be complete and is qualified in its entirety by reference to the complete text of each such document, a copy of which is filed as an exhibit hereto and is incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

See Item 1.01 above, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Title or Description</b>
10.1	<a href="#"><u>Convertible Promissory Note Purchase Agreement by and between XMax Inc. and Billiongold Holding Limited, dated November 18, 2025.</u></a>
10.2	<a href="#"><u>Convertible Promissory Note, issued by XMax Inc. to Billiongold Holding Limited.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

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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.

**XMax Inc.**

By: */s/ Xiaohua Lu*

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Xiaohua Lu

Chief Executive Officer

Date: November 21, 2025

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**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): March 9, 2026**

**XMAX Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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:

- 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))

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.

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 \$0.001 per share	XWIN	Nasdaq Stock Market

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 9, 2026, XMax Inc. (the “Company”) entered into a Securities Purchase Agreement (the “Purchase Agreement”) with certain purchasers identified on the signature pages thereto (the “Purchasers”), pursuant to which the Company will sell to the Purchasers in a registered direct offering, an aggregate of 8,500,000 shares (the “Shares”) of its common stock, par value \$0.001 per share (“Common Stock”) at a purchase price of \$4.23 per share, for aggregate gross proceeds to the Company of \$35,955,000, before deducting offering expenses payable by the Company.

The Shares are being offered and sold by the Company pursuant to an effective shelf registration statement on Form S-3 previously filed with the U.S. Securities and Exchange Commission on October 13, 2023 and declared effective on October 23, 2023 (File No. 333-274970) (the “Registration Statement”).

The form of Purchase Agreement is filed as Exhibits 10.1 to this Current Report on Form 8-K. The foregoing summary of the terms of the Purchase Agreement is subject to, and qualified in its entirety by form of Purchase Agreement which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Title or Description</b>
5.1	<a href="#">Opinion of FisherBroyles, LLP</a>
10.1	<a href="#">Form of Securities Purchase Agreement.</a>
23.1	<a href="#">Consent of FisherBroyles, LLP (included in Exhibit 5.1)</a>
104	Cover Page Interactive Data File (embedded within 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.

**XMax Inc.**

By: */s/ Xiaohua Lu*

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Xiaohua Lu

Chief Executive Officer

Date: March 10, 2026

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**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 19, 2025**

**XMAX Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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:

- 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))

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.

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 \$0.001 per share	XWIN	Nasdaq Stock Market

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 19, 2025, XMax Inc. (the “Company”) entered into a Securities Purchase Agreement (the “Purchase Agreement”) with certain purchasers identified on the signature pages thereto (the “Purchasers”), pursuant to which the Company will sell to the Purchasers in a registered direct offering, an aggregate of 1,187,500 shares (the “Shares”) of its common stock, par value \$0.001 per share (“Common Stock”) at a purchase price of \$4.21 per share, for aggregate gross proceeds to the Company of \$4,999,375, before deducting offering expenses payable by the Company.

The Shares are being offered and sold by the Company pursuant to an effective shelf registration statement on Form S-3 previously filed with the U.S. Securities and Exchange Commission on October 13, 2023 and declared effective on October 23, 2023 (File No. 333-274970) (the “Registration Statement”).

The form of Purchase Agreement is filed as Exhibits 10.1 to this Current Report on Form 8-K. The foregoing summary of the terms of the Purchase Agreement is subject to, and qualified in its entirety by form of Purchase Agreement which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Title or Description</b>
5.1	<a href="#">Opinion of FisherBroyles, LLP</a>
10.1	<a href="#">Form of Securities Purchase Agreement.</a>
23.1	<a href="#">Consent of FisherBroyles, LLP (included in Exhibit 5.1)</a>
104	Cover Page Interactive Data File (embedded within 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.

**XMax Inc.**

By: */s/ Xiaohua Lu*

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Xiaohua Lu

Chief Executive Officer

Date: December 22, 2025

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**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): March 30, 2026**

**XMAX Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
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- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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.

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 \$0.001 per share	XWIN	Nasdaq Stock Market

**Item 1.01 Entry into a Material Definitive Agreement**

On March 30, 2026, XMax Inc. (the "Company") entered into a Securities Purchase Agreement (the "Agreement") with StratoCore Solutions Ltd., a Malaysian company (the "Purchaser"), pursuant to which the Company agreed to sell to the Purchaser in a private placement 1,958,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at a purchase price of \$3.575 per share for an aggregate offering price of \$6,999,850 (the "Private Placement"). The Private Placement will be completed pursuant to the exemption from registration provided by Regulation S promulgated under the Securities Act of 1933, as amended.

The form of the Agreement is filed as Exhibits 10.1 to this Current Report on Form 8-K. The foregoing summary of the terms of the Agreement is subject to, and qualified in its entirety by, the Agreement, which is incorporated herein by reference.

**Item 3.02 Unregistered Sales of Equity Securities**

Please see the disclosure set forth under Item 1.01, which is incorporated by reference into this Item 3.02.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Title or Description</u>
10.1	<a href="#">Securities Purchase Agreement by and between the Company and StratoCore Solutions Ltd. dated March 30, 2026.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

**XMax Inc.**

*/s/ Xiaohua Lu*

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Xiaohua Lu

Chief Executive Officer

March 31, 2026

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**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): April 13, 2026**

**XMAX Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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.

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 \$0.001 per share	XWIN	Nasdaq Stock Market

### Item 1.01 Entry into a Material Definitive Agreement

On April 13, 2026, XMax Inc. (the “Company”) entered into Securities Purchase Agreements (the “Agreements”) with twenty two non-U.S. person investors, namely Chen Yingjie, Fang Chongyi, Jiang Yan, Ma Ying, Ren Guangfei, Ren Tao, Shen Xiaoyan, Song Rongrong, Tan Kaichang, Tang Min, Wang Haifeng, Wang Jinhua, Wang Li, Wang Zecui, Wei Huifen, Yao Jing, Yu Suying, Zeng Qingyu, Zhang Bingli, Zhang Ciqiang, Zhao Xianxian and Zhao Zheyao (the “Purchasers”), pursuant to which the Company agreed to sell to the Purchasers in a private placement for a total of 462,500 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at a purchase price of \$6.705 per share for an aggregate offering price of \$3,101,062.50 (the “Private Placement”). The Private Placement will be completed pursuant to the exemption from registration provided by Regulation S promulgated under the Securities Act of 1933, as amended.

The form of the Agreements is filed as Exhibits 10.1 to this Current Report on Form 8-K. The foregoing summary of the terms of the Agreement is subject to, and qualified in its entirety by the Agreements, the form of which is incorporated herein by reference.

### Item 3.02 Unregistered Sales of Equity Securities

Please see the disclosure set forth under Item 1.01, which is incorporated by reference into this Item 3.02.

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Title or Description</u>
10.1	<a href="#">Form of Securities Purchase Agreements by and between the Company and Purchasers dated April 13, 2026.</a>
104	Cover Page Interactive Data File (embedded within 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.

**XMax Inc.**

*/s/ Xiaohua Lu*

Xiaohua Lu

Chief Executive Officer

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April 16, 2026

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**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): April 24, 2026**

**XMAX Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>001-36259</b>	<b>90-0746568</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6565 E. Washington Blvd., Commerce, CA 90040**  
(Address of Principal Executive Office) (Zip Code)

**(323) 888-9999**  
(Registrant's telephone number, including area code)

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:

- 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))

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.

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 \$0.001 per share	XWIN	Nasdaq Stock Market

**Item 1.01 Entry into a Material Definitive Agreement**

On April 24, 2026, XMax Inc. (the "Company") entered into Securities Purchase Agreements (the "Agreements") with six non-U.S. investors (the "Purchasers"), pursuant to which the Company agreed to sell to the Purchasers in a private placement for a total of 8,550,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at a purchase price of \$3.64 per share for an aggregate offering price of \$31,122,000 (the "Private Placement"). The Private Placement will be completed pursuant to the exemption from registration provided by Regulation S promulgated under the Securities Act of 1933, as amended. Pursuant to the Agreements, the Company has 63,602,326 shares of common stock issued as of April 29, 2026.

The form of the Agreements is filed as Exhibits 10.1 to this Current Report on Form 8-K. The foregoing summary of the terms of the Agreement is subject to, and qualified in its entirety by the Agreements, the form of which is incorporated herein by reference.

**Item 3.02 Unregistered Sales of Equity Securities**

Please see the disclosure set forth under Item 1.01, which is incorporated by reference into this Item 3.02.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No.    Exhibit Title or Description**

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10.1	<a href="#">Form of Securities Purchase Agreements by and between the Company and Purchasers dated April 24, 2026.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

**XMax Inc.**

*/s/ Xiaohua Lu*

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Xiaohua Lu

Chief Executive Officer

April 29, 2026

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