

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 25, 2025

Nova LifeStyle, Inc.

(Exact name of registrant as specified in its charter)

Nevada	001-36259	90-0746568
(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 September 25, 2025, Nova Furniture Limited (the “**Company**”), a company incorporated in the British Virgin Islands and a wholly owned subsidiary of Nova LifeStyle, Inc. entered into a Subscription Agreement (the “**Agreement**”) with Preamble Capital, A Series of CGF2021 LLC (the “**Fund**”), a Delaware Limited Liability Company. Pursuant to the Agreement, the Company subscribes 99.815% interest in the Fund in an amount equal to \$5,664,500.05 (the “**Subscription Amount**”) and will become a member of the Fund and be bound by the LLC Agreement as a member of the Fund. Sydecar LLC, a Delaware limited liability company, is the administrator of the Fund. The applicable management fee percentage for the Company is 0%. The Fund will use the Subscription Amount to subscribe approximately 6.667% interest of certain fund that holds an aggregate of 353,772 shares of Common Stock of Space Exploration Technologies Corp., a Texas corporation (“**SpaceX**”), comprising of 121,805 shares of Class A Common Stock and 231,967 shares of Class C Common Stock of Space X.

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 are subject to, and qualified in its entirety by, the Agreement, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	Subscription Agreement between Nova Furniture Limited and Preamble Capital, A Series of CGF2021 LLC dated September 25, 2025.
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 29, 2025

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 15, 2025

Nova LifeStyle, Inc.

(Exact name of registrant as specified in its charter)

Nevada	001-36259	90-0746568
(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 15, 2025, Xmax Alpha Holdings Ltd. (the “**Company**”), a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of Nova LifeStyle, Inc. entered into a Subscription Agreement (the “**Agreement**”) with Preamble Capital I, A Series of CGF2021 LLC (the “**Fund**”), a Delaware Limited Liability Company. Pursuant to the Agreement, the Company subscribed 99.82% interest in the Fund in an amount equal to \$5,605,000 (the “**Subscription Amount**”) and has become a member of the Fund and been bound by the LLC Agreement as a member of the Fund. Sydecar LLC, a Delaware limited liability company, is the administrator of the Fund. The applicable management fee percentage for the Company is 0%. October 15, 2025, the Company completed the subscription.

On October 16, 2025, the Fund entered into a Subscription Agreement with a certain fund to subscribe certain interest of such fund for an amount of \$5,600,000, which will be used by such fund to purchase shares of common stock of Space Exploration Technologies Corp., a Texas, (“**SpaceX**”).

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 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	Subscription Agreement between Xmax Alpha Holdings Ltd. and Preamble Capital I, A Series of CGF2021 LLC dated October 15, 2025.
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 21, 2025

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 2, 2025

XMAX Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction
of Incorporation)

001-36259

(Commission
File Number)

90-0746568

(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 2, 2025, Xmax Beta Holdings Ltd. (the “**Company**”), a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of XMax Inc. entered into a Subscription Agreement (the “**Agreement**”) with Preamble X Capital I, a series of Preamble X Capital LLC, a Delaware Limited Liability Company. Pursuant to the Agreement, the Company subscribed approximately 99.88% interest in Preamble X Capital I in an amount equal to US\$8,461,428.80 (the “**Subscription Amount**”) and has become a member of Preamble X Capital I and been bound by the LLC Agreement as a member of Preamble X Capital I. Allocations Fund Administration, LLC is the administrative manager of Preamble X Capital I. The applicable management fee percentage for the Company is 0%. On December 2, 2025, the Company completed the subscription.

On December 2, 2025, Preamble X Capital I entered into a Subscription Agreement with a dedicated SPV (the “**SPV**”) to subscribe 40,106 equity certificates in the SPV for an amount of US\$2,999,928.80. The SPV currently holds 502,236 equity certificates, and each certificate is entitled to a share of Series B Preferred Stock of X.AI Corp., a Nevada corporation (“**xAI**”) and such Series B Preferred Stock of xAI are directly held by a certain fund.

On December 8, 2025, Preamble X Capital I entered into a separate Subscription Agreement with a separate fund to subscribe certain interest of such fund for an amount of \$5,400,000, which will be used by such fund to purchase shares of common stock of X.AI Corp., a Nevada corporation.

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 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	<u>Subscription Agreement between Xmax Beta Holdings Ltd. and Preamble X Capital I, a series of Preamble X Capital LLC dated December 2, 2025.</u>
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*_____
Xiaohua Lu

Chief Executive Officer

Date: December 8, 2025

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 16, 2025

XMAX Inc.

(Exact name of registrant as specified in its charter)

Nevada001-3625990-0746568

(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 16, 2025, Xmax Beta Holdings Ltd. (the “**Company**”), a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of XMax Inc., entered into a Subscription Agreement (the “**Agreement**”) with Preamble X Capital I, a series of Preamble X Capital LLC, a Delaware Limited Liability Company. Pursuant to the Agreement, the Company made an additional subscription in an aggregate amount of US\$5,375,000 (the “Subscription Amount”), thereby increasing the Company’s interest in Preamble X Capital I to approximately 99.9%.

Allocations Fund Administration, LLC is the administrative manager of Preamble X Capital I. The applicable management fee percentage for the Company is 0%. On December 17, 2025, the Company completed the subscription.

On December 18, 2025, Preamble X Capital I entered into a Subscription Agreement with a certain fund to subscribe certain interest of such fund for an amount of \$5,400,000, which will be used by such fund to purchase shares of X.AI Holdings Corp., a Nevada corporation.

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 2.01 Completion of Acquisition or Disposition of Assets.

On December 2, 2025, Preamble X Capital I, a series of Preamble X Capital LLC entered into a Subscription Agreement with a dedicated SPV (the “**SPV**”) to subscribe 40,106 equity certificates in the SPV for an amount of US\$2,999,928.80 (the “**Transaction**”) and the SPV holds 502,236 equity certificates, and each certificate is entitled to a share of Series B Preferred Stock of X.AI Holdings Corp., a Nevada corporation (“**xAI**”) and such Series B Preferred Stock of xAI are directly held by a certain fund, as previously disclosed in the Form 8-K filed by the Company with SEC on December 8, 2025, amended on December 10, 2025. On December 16, 2025, Preamble X Capital I closed the Transaction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	Subscription Agreement between Xmax Beta Holdings Ltd. and Preamble X Capital I, a series of Preamble X Capital LLC dated December 16, 2025.
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*_____
Xiaohua Lu

Chief Executive Officer

Date: December 22, 2025

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): February 4, 2026

XMAX Inc.

(Exact name of registrant as specified in its charter)

Nevada	001-36259	90-0746568
(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 February 4, 2026, Xmax Beta Holdings Ltd. (the “**Company**”), a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of XMax Inc. entered into a Subscription Agreement (the “**Agreement**”) with Preamble X Capital I, a series of Preamble X Capital LLC, a Delaware Limited Liability Company. Pursuant to the Agreement, the Company made additional subscription in an aggregate amount of US\$3,048,773.60 (the “**Subscription Amount**”), which increases the Company’s interest in Preamble X Capital I to approximately 99.9%. Allocations Fund Administration, LLC is the administrative manager of Preamble X Capital I. The applicable management fee percentage for the Company is 0%. On February 4, 2026, the Company completed the subscription.

On February 4, 2025, Preamble X Capital I entered into a Subscription Agreement with a dedicated SPV (the “**SPV**”) to subscribe 34,963 equity certificates in the SPV for an amount of US\$3,048,773.60. Each certificate is entitled to a share of Series B Preferred Stock of X.AI Holdings Corp., a Nevada corporation (“**xAI**”), and such Series B Preferred Stock of xAI is directly held by a certain fund.

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 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	<u>Subscription Agreement between Xmax Beta Holdings Ltd. and Preamble X Capital I, a series of Preamble X Capital LLC dated February 4, 2026.</u>
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*_____
Xiaohua Lu

Chief Executive Officer

Date: February 6, 2026

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 15, 2026

XMAX Inc.

(Exact name of registrant as specified in its charter)

Nevada	001-36259	90-0746568
(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 15, 2026, Xmax Beta Holdings Ltd. (the “**Company**”), a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of XMax Inc. entered into a Subscription Agreement (the “**Agreement**”) with Preamble X Capital I, a series of Preamble X Capital LLC, a Delaware Limited Liability Company. Pursuant to the Agreement, the Company made additional subscription in an aggregate amount of US\$5,450,000 (the “**Subscription Amount**”), which increases the Company’s interest in Preamble X Capital I to more than 99.9%. Allocations Fund Administration, LLC is the administrative manager of Preamble X Capital I. The applicable management fee percentage for the Company is 0%. On April 15, 2026, the Company completed the subscription.

On April 17, 2026, Preamble X Capital I entered into a Subscription Agreement with a private investment fund (the “**Fund**”). Pursuant to the Agreement, Preamble X Capital I subscribed for approximately a 3.680% interest in the Fund for an aggregate amount of \$5,350,000 (the “**Transaction**”), which amount the Fund intends to invest and acquire beneficially 258,051 shares of Class A Common Stock of Space Exploration Technologies Corp., a Texas corporation (“**SpaceX**”). On April 20, 2026, Preamble X Capital I completed the Transaction.

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 2.01 Completion of Acquisition or Disposition of Assets.

Please see the disclosure set forth under Item 1.01, which is incorporated by reference into this Item 2.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	<u>Subscription Agreement between Xmax Beta Holdings Ltd. and Preamble X Capital I, a series of Preamble X Capital LLC dated April 15, 2026.</u>
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*

Xiaohua Lu

Chief Executive Officer

Date: April 21, 2026

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): July 17, 2026

XMAX Inc.

(Exact name of registrant as specified in its charter)

Nevada	001-36259	90-0746568
(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	XMAX	Nasdaq Stock Market

Item 1.01 Entry into a Material Definitive Agreement

On July 17, 2026, Xmax Beta Holdings Ltd. (the “**Company**”), a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of XMax Inc. entered into a Subscription Agreement (the “**Agreement**”) with Preamble X Capital I, a series of Preamble X Capital LLC, a Delaware Limited Liability Company. Pursuant to the Agreement, the Company made additional subscription in an aggregate amount of US\$8,320,000 (the “**Subscription Amount**”), which increases the Company’s interest in Preamble X Capital I to more than 99.9%. Allocations Fund Administration, LLC is the administrative manager of Preamble X Capital I. The applicable management fee percentage for the Company is 0%. On July 17, 2026, the Company completed the subscription.

On July 17, 2026, Preamble X Capital I entered into a Subscription Agreement with a private investment fund (the “**Fund**”). Pursuant to the agreement, Preamble X Capital I subscribed for approximately 48% interests in the Fund for an aggregate amount of \$8,000,000 (the “**Transaction**”). The Fund Manager intends to invest, indirectly, substantially all of its investable assets in shares of common or preferred stock of Figure AI Inc., a Delaware corporation. On July 22, 2026, Preamble X Capital I completed the Transaction.

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 2.01 Completion of Acquisition or Disposition of Assets.

Please see the disclosure set forth under Item 1.01, which is incorporated by reference into this Item 2.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	<u>Subscription Agreement between Xmax Beta Holdings Ltd. and Preamble X Capital I, a series of Preamble X Capital LLC dated July 17, 2026.</u>
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

Xiaohua Lu

Chief Executive Officer

Date: July 23, 2026

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): August 10, 2026

XMAX Inc.

(Exact name of registrant as specified in its charter)

Nevada	001-36259	90-0746568
(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	XMAX	Nasdaq Stock Market

Item 1.01 Entry into a Material Definitive Agreement

Xmax Beta Holdings Ltd., a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of XMax Inc. previously contributed an aggregate amount of US\$8,770,000 with Preamble X Capital I, a series of Preamble X Capital LLC, a Delaware Limited Liability Company, as disclosed in the Form 8-K filed with SEC on July 10, 2026. On August 10, 2026, Preamble X Capital I subscribed for approximately 5% interests in a private investment fund (the “**Fund**”) for an aggregate amount of \$8,400,000 (the “**Transaction**”). The Fund Manager intends to invest, directly, substantially all of its investable assets in shares of common or preferred stock of Figure AI Inc., a Delaware corporation. On August 10, 2026, Preamble X Capital I completed the Transaction.

On August 10, 2026, XMax Inc. (the “**Company**”) entered into a Securities Purchase Agreement (the “**Agreement**”) with Cobalt Pacific Holdings Ltd. (the “**Seller**”) and Aerora Technology Co., Ltd., pursuant to which the Company will purchase 561,426 Ordinary Shares, par value US\$0.0001 per share (the “**Shares**”), of Aerora Technology Co., Ltd., a Cayman Islands exempted company (“**Aerora**”), from the Seller, for an aggregate purchase price of US\$12,003,287.95 (approximately US\$21.38 per Share). 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 2.01 Completion of Acquisition or Disposition of Assets.

Please see the disclosure set forth under Item 1.01, which is incorporated by reference into this Item 2.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
10.1	<u>Securities Purchase Agreement by and among the Company, Cobalt Pacific Holdings Ltd. and Aerora Technology Co., Ltd., dated August 10, 2026.</u>
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*_____
Xiaohua Lu

Chief Executive Officer

Date: August 12, 2026