
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Amendment No.1 to
FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2026

Commission File Number 001-42026

YY Group Holding Limited

**60 Paya Lebar Road
#09-13/14/15/16/17
Paya Lebar Square
Singapore 409051**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXPLANATORY NOTE

YY Group Holding Limited, a company incorporated under the laws of the British Virgin Islands (the “Company”), is filing this Amendment No.1 to the Company’s Report on Form 6-K, filed with the U.S. Securities and Exchange Commission on March 23, 2026, for the purpose of amending and restating the issuance of Class A Ordinary Shares under the At The Market Sales Agreement.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Issuance of Class A Ordinary Shares under the At The Market Sales Agreement

As previously disclosed in the Report on Form 6-K filed by the Company on February 27, 2026, the Company entered into an At The Market Sales Agreement (the "Sales Agreement") with Spartan Capital Securities, LLC, serving as the lead sales agent, and Wilson-Davis & Co., Inc., serving as an additional agent (collectively, the "Sales Agents"), pursuant to which the Company may offer and sell, from time to time at its sole discretion through the Sales Agents, Class A ordinary shares, no par value, of the Company up to an aggregate offering price of \$20 million (the "Offering").

On March 30, 2026 the Company instructed Sales Agents to pause the Offering, effective immediately.

As a result, the Company directed the return and cancellation of 1,004,107 shares of Class A ordinary shares that were allocated to the Sales Agents but were not offered or sold into the market. Upon completion of the cancellation process, the Company's aggregate issued and outstanding Class A ordinary shares will be reduced from 4,278,935 to 3,274,828. The Company expects the cancellation to be completed on or around April 3, 2026. No further Class A ordinary shares will be issued under the Offering while the pause remains in effect.

On March 30, 2026, the Company issued a press release announcing the pause of the Offering and the cancellation of shares. A copy of the press release is attached hereto as Exhibit 99.1.

Exhibits

99.1 [Press Release dated March 30, 2026- YY Group Announces to Pause At-The-Market Offering](#)

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, thereunto duly authorized.

YY Group Holding Limited

Date: March 30, 2026

By: /s/ Fu Xiaowei

Name: Fu Xiaowei

Title: Chief Executive Officer, Chairman and Director



YY Group Holding (NASDAQ: YYGH) Pauses At-The-Market Offering

Company Confirms Sufficient Liquidity to Execute FY2026 Growth Plan; Related Share Cancellation to Reduce Outstanding Shares to 3,274,828

SINGAPORE, [DATE] — YY Group Holding Limited (NASDAQ: YYGH) (“YY Group” or the “Company”), a global leader in on-demand workforce solutions and integrated facilities management (IFM), today announced that it has instructed its sales agents, Spartan Capital Securities, LLC and Wilson-Davis & Co., Inc., to pause the Company’s At-The-Market (“ATM”) equity offering program, effective immediately.

In connection with the pause, the Company has directed the return and cancellation of 1,004,107 shares of common stock that were allocated to the sales agents but were not offered or sold into the market. Upon completion of the cancellation process, total shares of common stock outstanding will be reduced from 4,278,935 to 3,274,828. The Company expects the cancellation to be completed on or around April 3, 2026. No further shares will be issued under the ATM program while the pause remains in effect.

The Company has determined that its current liquidity position is sufficient to support near-term operational requirements and execution against its previously announced FY2026 revenue guidance of US\$103 million to US\$110 million.

“We have the capital we need to execute our plan, and pausing the ATM reflects that assessment,” stated Mike Fu, Chief Executive Officer of YY Group. “Our focus is on delivering against our FY2026 targets, improving our margin profile, and demonstrating the operational leverage in our business.”

The ATM program provides for the sale of up to US\$20 million in shares of common stock. The Company retains the ability to reactivate the program in the future but has no current plans to do so.

About YY Group Holding Limited

YY Group Holding Limited (Nasdaq: YYGH) is a Singapore-headquartered, technology-enabled platform providing flexible, scalable workforce solutions and integrated facility management (IFM) services across Asia and beyond. The Group operates through two core verticals: on-demand staffing and IFM, delivering agile, reliable support to industries such as hospitality, logistics, retail, and healthcare.

Leveraging proprietary digital platforms and IoT-driven systems, YY Group enables clients to meet fluctuating labor demands and maintain high-performance environments. In addition to its core operations in Singapore and Malaysia, the Group maintains a growing presence in Asia, Europe, Africa, Oceania, and the Middle East.

Listed on the Nasdaq Capital Market, YY Group is committed to service excellence, operational innovation, and long-term value creation for clients and shareholders.

For more information on the Company, please visit <https://yygroupholding.com/>.

Safe Harbor Statement

This press release contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about the YY Group Holding Limited’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to, (i) growth of the hospitality market (ii) capital and credit market volatility, (iii) local and global economic conditions, (iv) our anticipated growth strategies, (v) governmental approvals and regulations, and (vi) our future business development, results of operations and financial condition. In some cases, forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “target,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. All information provided in this press release is as of the date of this press release, and YY Group Holding Limited undertakes no duty to update such information, except as required under applicable law.

Investor Contact

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