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

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 June 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 offices)

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

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Class A Ordinary Shares Outstanding change under the At The Market Sales Agreement

As previously disclosed in the Report on Form 6-K filed by YY Group Holding Limited, a British Virgen Islands Company (“YY Group” or 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, 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. On April 28, 2026, the Company and the Sales Agents relaunched the Offering.

On June 16, 2026, the Company announced the completion of the Offering. On June 17, 20026, the Transfer Agent of the Company canceled 83,319,747 unissued Class A Ordinary Shares.

The Company expects to use the net proceeds from the ATM facility to pay off the remaining cash portion for the acquisitions completed in 2025, and for working capital purposes and business expansion for the overseas markets.

Reverse Share Split

On June 12, 2026, the board of directors of YY Group Holding Limited (“YY Group” or the “Company”), a British Virgen Islands Company, approved (i) a reverse share split of the Company’s Class A ordinary shares at a ratio of 1-for-30 (the “Reverse Share Split”), such that (a) every Thirty (30) issued Class A ordinary shares, no par value will be combined into one (1) issued Class A ordinary share , no par value, and (b) No fractional shares will be issued in connection with the reverse stock split. Shareholders who would otherwise receive a fraction of a Class A ordinary share of the Company will receive one full share.

As a result, the number of outstanding Class A ordinary shares will be reduced from approximately 96.05 million shares to approximately 3.2 million shares. YY Group’s Class A ordinary shares begins trading on an adjusted basis giving effect to the reverse stock split on June 23, 2026, under the existing ticker symbol “YYGH.” The new CUSIP number of the Company’s ordinary shares will be G9888Q129.

On June 18, 2026, the Company issued a press release announcing the Reverse Share Split. A copy of the press release is attached hereto as Exhibit 99.1.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated June 18, 2026- YY Group Announces Effective Date of Reverse Stock Split

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: June 23, 2026

By: /s/ Fu Xiaowei

Name: Fu Xiaowei

Title: Chief Executive Officer, Chairman and Director



YY Group Holding Limited Announces Effective Date of 30-for-1 Reverse Stock Split

On June 18, 2026, YY Group Holding Limited (NASDAQ: YYGH) (“YY Group” or the “Company”), an AI-native workforce management platform and integrated facility management (IFM) provider operating across Asia and beyond, today announced that its Board of Directors has resolved to effect a 30-for-1 reverse stock split of the Company’s Class A ordinary shares. YY Group’s Class A ordinary shares will begin trading on an adjusted basis giving effect to the reverse stock split, on June 23, 2026, under the existing ticker symbol “YYGH.” The new CUSIP number of the Company’s ordinary shares will be G9888Q129.

When the reverse stock split becomes effective, every thirty (30) of the Company’s issued and outstanding Class A ordinary shares will be combined into one issued and outstanding Class A ordinary share, without any change to the no-par value per share. This will reduce the number of outstanding Class A ordinary shares from approximately 96.05 million shares to approximately 3.2 million shares. Immediately following the effective time of the reverse stock split, the Company’s Class A ordinary shares will have the same voting rights and will be identical in all other respects to the Class A ordinary shares prior to the effectiveness of the reverse stock split.

No fractional shares will be issued in connection with the reverse stock split. Shareholders who would otherwise receive a fraction of a Class A ordinary share of the Company will receive one full share.

The reverse stock split is primarily intended to bring the Company into compliance with the \$1.00 minimum bid price requirement for maintaining its Nasdaq listing.

Management Commentary

“Maintaining our listing on the Nasdaq is a clear priority, and this reverse split ensures we meet the exchange’s minimum bid price criteria,” said Mike Fu, Chairman and Chief Executive Officer of YY Group. “With the completion of our \$20 million At-The-Market equity program on June 16, our balance sheet is stabilized and our near-term funding requirements are met. Management is now fully focused on expanding our technology platform and scaling our commercial humanoid robotics operations, allowing us to drive high-margin growth and build long-term value for our shareholders.”

About YY Group Holding

YY Group Holding Limited (Nasdaq: YYGH) is an AI-native workforce management platform and integrated facility management (IFM) provider, headquartered in Singapore and operating across Asia and beyond. The Company’s intelligent workforce solutions platform, YY Circle, helps clients across hospitality, food and beverage, retail, and other service sectors predict, plan, and optimize workforce deployment. In YY Group’s IFM business, its 24IFM software platform and comprehensive IFM subsidiary portfolio support clients across hospitality, transportation, banking, retail, and mixed-use facilities.

As both business lines scale, the Company is systematically embedding AI and automation capabilities – progressing from intelligent decision support toward increasingly autonomous workforce management – to improve service quality, reduce deployment costs, and drive long-term margin expansion. Listed on the Nasdaq Capital Market, YY Group is committed to infrastructure innovation, measurable client outcomes, and long-term value creation.

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 across Southeast Asia, Hong Kong, and other markets in which the Company operates, (ii) capital and credit market volatility, (iii) local and global economic conditions, (iv) our anticipated growth strategies, (v) governmental approvals and regulations, (vi) our ability to successfully develop, deploy, and commercialize our AI-powered and automation products and capabilities, including through strategic partnerships, and (vii) our future business development, results of operations and financial condition, or the Company’s capital requirements and long-term capital strategy. 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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