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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):  
January 20, 2025**

**Commission File Number: 000-56421**

**ASIAFIN HOLDINGS CORP.**

(Exact name of registrant issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**37-1950147**

(I.R.S. Employer  
Identification No.)

**Suite 30.02, 30th Floor, Menara KH (Promet),  
Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia**

(Address of principal executive offices, including zip code)

Registrant's phone number, including area code **+603 21487170**

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>
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

Effective January 20, 2025, AsiaFIN Holdings Corp., Inc., a Nevada corporation, (the “Company”) and certain individual investors (the “Subscribers”) entered into subscription agreements (each, a “Subscription Agreement”) pursuant to which the Company agreed to sell an aggregate of 364,000 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”) to the Subscribers for an aggregate purchase price of \$327,600, or \$0.90 per share of Common Stock (the “Offering”).

The issuance of the Shares pursuant to the Subscription Agreement was exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act, Rule 506 under Regulation D of the Securities Act and/or Regulation S under the Securities Act and in reliance on similar exemptions under applicable state laws. Each of the Subscribers represented that it is not domiciled in the United States; acquired the Shares for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. The Shares were offered without any general solicitation by the Company or its representatives. In each transaction exempt under Regulation S, the offers and sales were made in offshore transactions and no directed selling efforts were made in the U.S. In each case, offering restrictions were imposed.

The Subscription Agreement discussed above contains customary representations, warranties, conditions and agreements in connection with the Offering. They are not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Subscription Agreement are made only for purposes of such agreements and as of specific dates, are solely for the benefit of the parties to such agreements and may be subject to limitations agreed upon by the contracting parties.

The foregoing description of the Subscription Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the form of the Subscription Agreement which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information contained above in Item 1.01 is hereby incorporated by reference into this Item 3.02.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#">Form of Subscription Agreement between AsiaFIN Holdings Corp. and the Subscribers.</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, thereunto duly authorized.

ASIAFIN HOLDINGS CORP.

Date: January 20, 2025

By: /s/ *Wong Kai Cheong*

Wong Kai Cheong

Title: Chief Executive Officer

President, Director, Secretary and Treasurer  
(Principal Executive Officer)

Date: January 20, 2025

By: /s/ *Cham Hui Yin*

Cham Hui Yin

Title: Finance Manager

(Principal Financial Officer and Principal Accounting  
Officer)

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