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CHAINCE DIGITAL HOLDINGS INC.

FORM 8-K
(Current report filing)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 17, 2026

Chaince Digital Holdings Inc.
(Exact Name of Registrant as Specified in Charter)

Cayman Islands	001-36896	N/A
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1251 Avenue of the Americas, Floor 41, New York, NY 10020
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (949) 678-9653

Not applicable
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value US$0.004 per share	CD	NASDAQ Global Market

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. ☐

Item 2.02. Results of Operations and Financial Condition.

On November 17, 2026, Chaince Digital Holdings Inc. (the "***Company***") issued a press release (the "***Press Release***") announcing its financial results for the quarter ended September 30, 2026. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The Press Release contains certain business updates and forward-looking statements regarding the Company's expectations, plans and prospects. The information in this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Chaince Digital Holdings Inc., dated November 17, 2026
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 Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 17, 2026

CHAINCE DIGITAL HOLDINGS INC.

/s/ Shi Qiu

Name: Shi Qiu
Title: Chief Executive Officer and President

Exhibit 99.1

Chaince Digital Reports Third Quarter 2026 Results: Revenue Up 92% Year-Over-Year, Shareholders' Equity at Highest Level in Nearly Eight Years

Nov 17, 2026

Underwriting and brokerage drove growth across a diversified financial services platform and the Company reported net income for the quarter. The Company held approximately $60.0 million in cash, short-term investments and stablecoins at quarter-end

NEW YORK, NY, Nov. 17, 2026 (GLOBE NEWSWIRE) — Chaince Digital Holdings Inc. (Nasdaq: CD) ("Chaince Digital" or the "Company"), a digital finance and technology company focused on tokenization, on-chain innovation, and regulated brokerage services, today announced its unaudited financial results for the third quarter and nine months ended September 30, 2026.

Revenue growth for the first nine months of 2026 was driven by underwriter services, industry advisory and consulting, and transaction execution and brokerage, reflecting an expansion in both the number of engagements and the diversity of services provided compared with 2025. Nine-month revenue of $2.78 million has already exceeded the Company's full-year 2025 revenue of $1.87 million by approximately 49%. Alongside this growth, the Company strengthened its capital position and simplified its capital structure by repurchasing and canceling all of the outstanding warrants issued in its November 2023 private placement. The Company also continued to expand its capital markets platform and invest in tokenization development.

Third Quarter 2026 Financial Highlights

- **Total revenues** were $1.81 million, up 92.0% from $0.94 million in the third quarter of 2025.
- **Underwriter services** generated $1.35 million, or approximately 74% of quarterly revenue, and led growth in the quarter.
- **Gross profit** was $1.39 million, up 83.3% year-over-year, with a gross margin of 76.7%.
- **Operating loss** narrowed 43.6% year-over-year.
- **Net income** was $0.23 million, compared with a net loss of $2.55 million in the third quarter of 2025. Net income for the quarter included fair value gains on stablecoins and digital assets and interest and dividend income.

Nine Months 2026 Financial Highlights

- **Total revenues** were $2.78 million, up 131.4% from $1.20 million in the first nine months of 2025.
- **Industry advisory and consulting** revenue increased 137.6% year-over-year.
- **Net loss** narrowed 58.7% year-over-year.
- **Client base** grew approximately 60% year-over-year.
- **Net cash used in operating activities of continuing operations** declined 43.0% year-over-year.

Balance Sheet

- **Cash, short-term investments and stablecoins** totaled approximately $60.0 million as of September 30, 2026, compared with approximately $39.0 million as of December 31, 2025.
- **Total shareholders' equity** was $61.7 million, up 40.1% from $44.0 million as of December 31, 2025. Total liabilities represented approximately 6% of total assets.

Business and Strategic Highlights

- **Capital markets platform.** Through Chaince Securities, LLC, its FINRA-registered broker-dealer subsidiary, the Company provides investment banking, transaction execution, brokerage-related and other business consulting services to companies pursuing securities offerings in the U.S. capital markets, as well as investment-related solutions to institutional investors, high-net-worth individuals and emerging issuers. Underwriter services, transaction execution and brokerage services, and clearing-related brokerage services each contributed to third-quarter revenue.
- **Tokenization development.** The Company continued to invest in the development of its tokenization platform network, including blockchain architecture and a real-world asset tokenization framework.

- **Registered direct offering.** On August 11, 2026, the Company closed a registered direct offering of 30,560,000 ordinary shares for gross proceeds of approximately $16.2 million.

- **Warrant repurchase.** The Company repurchased and canceled all of the outstanding warrants issued in its November 2023 private placement, covering 42,755,344 underlying ordinary shares, for $2.0 million in cash.

- **Disciplined capital management.** The Company has not sold any shares under its at-the-market offering program established in August 2026. As of November 12, 2026, the Company had 110,003,800 ordinary shares outstanding, unchanged from September 30, 2026, and no warrants outstanding.

- **Filecoin mining wind-down.** All mining nodes had ceased operations by September 30, 2026.

Management Commentary

"The Company delivered encouraging results in the third quarter," said Shi Qiu, Chief Executive Officer of Chaince Digital. "Revenue nearly doubled year-over-year, as our brokerage and underwriting businesses grew rapidly and drove a significant increase in revenue, and we ended the quarter with a stronger balance sheet, with total shareholders' equity at its highest level in nearly eight years. That stronger financial position gives management the confidence and flexibility to pursue new business opportunities."

The Company's complete financial statements are included in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, filed with the U.S. Securities and Exchange Commission on November 13, 2026 and available at www.sec.gov. Investors are encouraged to read the Form 10-Q in its entirety, including the unaudited condensed consolidated financial statements and related notes.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities of the Company.

About Chaince Digital Holdings Inc.

Chaince Digital Holdings Inc. (Nasdaq: CD) is a digital finance and technology company focused on tokenization, on-chain innovation, and regulated brokerage services. The Company aims to bridge traditional financial markets with the emerging digital-asset economy through compliant, scalable, and institutional-grade infrastructure. For more information, please visit www.chaincedigital.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the Company's business strategy, future performance and growth; its capital markets engagements; the development of its tokenization platform network; and its investments; and plans to explore artificial intelligence-related initiatives, including power-shortage solutions and modular data center construction. Words such as "intends," "plans," "expects," "may," "will," "would," "could," "proposed," "potential," "developing," "seeking," and similar expressions identify forward-looking statements.

These statements are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially, including, among others, the Company's limited operating history in its financial services and advisory business; the project-based nature of its revenue and its reliance on a limited number of customers in any given period; the timing and completion of capital markets transactions in which the Company participates; fluctuations in the fair value of digital assets and stablecoins; the performance of the Company's investments; the Company's ability to develop its tokenization platform network and to pursue artificial intelligence-related initiatives; regulatory requirements applicable to broker-dealers, digital assets and tokenization; competition; market conditions; and the Company's ability to obtain financing. Results for the third quarter are not necessarily indicative of results for any future period.

Further information on these and other risks is contained in the Company's filings with the U.S. Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2025 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2026. Forward-looking statements speak only as of the date of this press release, and the Company undertakes no obligation to update them except as required by law.

For more information, please contact:

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