

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

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-37513

GD CULTURE GROUP LIMITED

(Exact name of registrant as specified in its charter)

Nevada

47-3709051

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

111 Town Square Place, Suite #1203
Jersey City

NJ 07310

(Address of principal executive offices)

(Zip Code)

+1-347-2590292

(Registrant's telephone number, including area code)

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 \$0.0001 per share	GDC	Nasdaq Capital Market

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock outstanding held by non-affiliates of the registrant, computed by reference to the closing sales price for the common stock of \$ 3.76 as of the trading day immediately preceding June 30, 2025, as reported on the Nasdaq Capital Market, was \$ 63,150,828.08.

As of March 27, 2026, there were 60,759,711 shares of common stock, par value \$0.0001 per share, of the registrant issued and outstanding.

TABLE OF CONTENTS

	<u>PAGE</u>
<u>PART I</u>	
Item 1. <u>Business</u>	1
Item 1A. <u>Risk Factors</u>	27
Item 1B. <u>Unresolved Staff Comments</u>	51
Item 1C. <u>Cybersecurity</u>	51
Item 2. <u>Properties</u>	52
Item 3. <u>Legal Proceedings</u>	52
Item 4. <u>Mine Safety Disclosures</u>	52
<u>PART II</u>	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	53
Item 6. <u>[Reserved]</u>	57
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	57
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	63
Item 8. <u>Financial Statements and Supplementary Data</u>	63
Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	64
Item 9A. <u>Controls and Procedures</u>	64
Item 9B. <u>Other Information</u>	65
Item 9C. <u>Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u>	65
<u>PART III</u>	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	66
Item 11. <u>Executive Compensation</u>	70
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	71
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	72
Item 14. <u>Principal Accounting Fees and Services</u>	72
<u>PART IV</u>	
Item 15. <u>Exhibits and Financial Statement Schedules</u>	73
Item 16. <u>Form 10–K Summary</u>	76

Conventions that Apply to this Annual Report

Unless otherwise indicated or the context requires otherwise, references in this annual report (the “Report”) to:

- “AI Catalysis” are to AI Catalysis Corp., a Nevada company, which is wholly owned by GDC;
- “Citi Profit” are to Citi Profit Investment Holding Limited, a British Virgin Islands company, which is wholly owned by GDC;
- “GDC” and the “Company” are to GD Culture Group Limited (formerly known as JM Global Holding Company, TMSR Holding Company Limited and Code Chain New Continent Limited), a Nevada corporation;
- “Highlight HK” are to Highlights Culture Holding Co., Limited, a Hong Kong SAR company, which is wholly owned by Citi Profit;
- “Highlight WFOE” are to Shanghai Highlight Entertainment Co., Ltd., a PRC company, which is wholly owned by Highlight HK;
- “Hong Kong” or “Hong Kong SAR” are to Hong Kong Special Administrative Region of People’s Republic of China;
- “Pallas” are to Pallas Capital Holding Ltd, a British Virgin Islands company, which is wholly owned by GDC;
- “PRC” or “China” are to the People’s Republic of China, including Hong Kong SAR and Macau, but excluding, for the purpose of this Report, Taiwan;
- “RMB” or “Renminbi” are to the legal currency of China;
- “Shanghai Xianzhui” are to Shanghai Xianzhui Technology Co., Ltd., a joint venture, of which Highlight Entertainment Co. Ltd. owns 73.3333% of the total equity interest;
- “we”, “our”, “us” are to the Company and its subsidiaries; and
- “\$”, “US\$” or “U.S. Dollars” are to the legal currency of the United States.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Report contains statements that may be deemed to be “forward-looking statements” within the meaning of the federal securities laws. These statements relate to anticipated future events, future results of operations and/or future financial performance. In some cases, you can identify forward-looking statements by their use of terminology such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “future,” “intend,” “may,” “ought to,” “plan,” “possible,” “potentially,” “predicts,” “project,” “should,” “will,” “would,” negatives of such terms or other similar terms. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The forward-looking statements in this Report include, without limitation, statements relating to:

- our goals and strategies;
- our future business development, results of operations and financial condition;
- our estimates regarding expenses, future revenues, capital requirements and our need for additional financing;
- our estimates regarding the market opportunity for our services;
- the impact of government laws and regulations;
- our ability to recruit and retain qualified personnel;
- our failure to comply with regulatory guidelines;
- uncertainty in industry demand;
- general economic and market conditions in the virtual content production industry;
- future sales of large blocks of our securities, which may adversely impact our share price; and
- depth of the trading market in our securities.

The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. Forward-looking statements reflect our current views with respect to future events and are based on assumptions, and subject to risks and uncertainties, including those described in Item 1A “Risk Factors.”

You should not unduly rely on any forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by law, we undertake no obligation to update publicly any forward-looking statements after the date of this Report for any reason, to conform these statements to actual results or to changes in our expectations.

PART I

Item 1. Business

Overview

GD Culture Group Limited (formerly known as JM Global Holding Company, TMSR Holding Company Limited, and Code Chain New Continent Limited) is a Nevada company that conducts its operations primarily in the United States, both directly and indirectly through its subsidiary, AI Catalysis Corp., a Nevada corporation. The Company also maintains a subsidiary, Shanghai Xianzhui Technology Co., Ltd. in China. This subsidiary previously engaged in marketing-related services but does not currently conduct business operations and has no material operating activities. The substantial majority of the Company's operations are located in the United States. Investors are cautioned that you are not purchasing equity in a China based operating company, but rather shares of a Nevada corporation whose business operations are conducted in the United States through the Company and its active U.S. subsidiary. This structure may involve risks that could impact investors.

Prior to September 28, 2022, Makesi IoT Technology (Shanghai) Co., Ltd., a then indirect subsidiary of the Company ("Makesi WFOE"), had a series of contractual arrangement with Sichuan Wuge Network Games Co., Ltd. ("Wuge") and its shareholders that established a variable interest entity (the "VIE") structure. For accounting purposes, Makesi WFOE was the primary beneficiary of Wuge. Accordingly, under accounting principles generally accepted in the United States of America ("U.S. GAAP"), the Company treated Wuge as the consolidated affiliated entity and had consolidated Wuge's financial statements prior to September 28, 2022. Wuge focused its business on research, development and application of Internet of Things (IoT) and electronic tokens Wuge digital door signs. On September 28, 2022, Makesi WFOE entered into a termination agreement with Wuge and the shareholders of Wuge to terminate the VIE Agreements and to cancel the shares previously issued to the shareholders of Wuge, based on the average closing price of \$0.237 per share of the Company during the 30 trading days immediately prior to the date of the termination agreement. As a result of such termination, the Company no longer treats Wuge as a consolidated affiliated entity or consolidates the financial results and balance sheet of Wuge in the Company's consolidated financial statements under U.S. GAAP.

Prior to June 26, 2023, Makesi WFOE had a series of contractual arrangements with Shanghai Yuanma Food and Beverage Management Co., Ltd. ("Yuan Ma") and its shareholders that established a VIE structure. For accounting purposes, Makesi WFOE was the primary beneficiary of Yuan Ma. Accordingly, under U.S. GAAP, the Company treated Yuan Ma as the consolidated affiliated entity and had consolidated Yuan Ma's financial results in the Company's consolidated financial statements prior to June 26, 2023. On June 26, 2023, the Company entered into a share purchase agreement with a buyer unaffiliated with the Company. Pursuant to the agreement, the Company agreed to sell and the buyer agreed to purchase all the issued and outstanding equity interest in TMSR Holdings Limited ("TMSR HK"), which owned 100% equity interest in Makesi WFOE. The purchase price for the transaction contemplated by the Agreement was \$100,000. The sale of TMSR HK did not have any material impact on the Company's consolidated financial statements.

Prior to September 26, 2023, Highlight WFOE had a series of contractual arrangements with Shanghai Highlight Media Co., Ltd. ("Highlight Media") and its shareholders that established a VIE structure. For accounting purposes, Highlight WFOE was the primary beneficiary of Highlight Media. Accordingly, under U.S. GAAP, the Company treated Highlight Media as the consolidated affiliated entity and had consolidated Highlight Media's financial results in the Company's financial statements prior to September 26, 2023. Highlight Media was an integrated marketing service agency, focusing on enterprise brand management, crisis public relations, intelligent public opinion monitoring, media PR, financial and economic self-media operation, digital face application, large-scale exhibition services and other businesses. On September 26, 2023, Highlight WFOE entered into a termination agreement with Highlight Media and the shareholders of Highlight Media to terminate the VIE Agreements and sold the interest in the VIE Agreements for a purchase price of \$100,000. As a result of such termination, the Company no longer treats Highlight Media as a consolidated affiliated entity or consolidates the financial results and balance sheet of Highlight Media in the Company's consolidated financial statements under U.S. GAAP.

On September 29, 2025, the Company completed the acquisition of Pallas Capital Holding Ltd, a British Virgin Islands company ("Pallas"), pursuant to a Share Exchange Agreement dated September 10, 2025, in exchange for an aggregate of 39,189,344 shares of the Company's common stock. Pallas was established for the primary purpose of holding digital assets as a long-term reserve, and as of December 31, 2025, Pallas held 7,500 units of Bitcoin.

As of December 31, 2025 and as of the date of this Report, we do not have a VIE structure.

It should be noted that Chinese regulatory authorities could change the rules and regulations regarding foreign ownership in the industry in which the Company operates, which would likely result in a material change in our operations and/or a material change in the value of the securities we are registering for sale, including that it could cause the value of such securities to significantly decline or become worthless. Investors in our common stock should be aware that they do not directly hold equity interests in the operating subsidiaries in Nevada and China, but rather are purchasing equity in GD Culture Group Limited, our Nevada company, which directly and indirectly owns 100% and 73.33% equity interests in the operating subsidiaries in Nevada and China, respectively. See “Risk Factors — Risks Related to Doing Business in China” beginning on page 29.

The PRC government plays a significant role in regulating industrial development and shaping the macroeconomic environment through implementing relevant policies. Our ability to operate in China may be harmed by changes in its laws and regulations, including those relating to taxation, environmental regulations, land use rights, property and other matters. The central or local governments of these jurisdictions may impose new, stricter regulations or interpretations of existing regulations that would require additional expenditures and efforts on our part to ensure our compliance with such regulations or interpretations. Accordingly, government actions and the implementation of economic policies in the future could have a significant effect on economic conditions in China or particular regions thereof, and could require us to divest ourselves of any interest we then hold in Chinese properties. See “Risk Factors — Risks Related to Doing Business in China — Uncertainties in the interpretation and enforcement of PRC laws and regulations and changes in policies, rules, and regulations in China could limit the legal protection available to you and us ” on page 32 and “Given the PRC government’s role in regulating industrial development, the evolving regulatory framework could result in a material change in the operations of Shanghai Xianzhui and/or the value of our common stock” on page 33.

We are subject to certain legal and operational risks associated with our operations in China, including those changes in the legal, political and economic policies of the Chinese government, the relations between China and the United States, or Chinese or United States regulations may materially and adversely affect our business, financial condition and results of operations. The PRC legal system is continuously evolving, and the interpretation and enforcement of certain laws and regulations may be subject to changes, and therefore, these risks could result in a material change in our operations and/or the value of our ordinary shares or could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of our ordinary shares to significantly decline or be worthless. Recently, the PRC government initiated a series of regulatory actions and statements to regulate business operations in China, including cracking down on illegal activities in the securities market, enhancing supervision over China-based companies listed overseas using variable interest entity structure, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement.

In addition, on December 28, 2021, the Cyberspace Administration of the PRC (the “CAC”), the National Development and Reform Commission (“NDRC”), and several other administrations jointly issued the revised Measures for Cybersecurity Review, or the Revised Review Measures, which became effective and has replaced the existing Measures for Cybersecurity Review on February 15, 2022. According to the Revised Review Measures, if an “online platform operator” that is in possession of personal data of more than one million users intends to list in a foreign country, it must apply for a cybersecurity review. Based on a set of Q&A published on the official website of the State Cipher Code Administration in connection with the issuance of the Revised Review Measures, an official of the said administration indicated that an online platform operator should apply for a cybersecurity review prior to the submission of its listing application with non-PRC securities regulators.

On July 7, 2022, the Measures for the Security Assessment of Outbound Data Transfers, or the Measures, was published and became effective on September 1, 2022, which requires security assessment of outbound data transfers in cases, among others, outbound transfer of personal information by a critical information infrastructure operator or a personal information processor who has processed the personal information of more than one million people.

On March 22, 2024, the Cyberspace Administration of China promulgated the Provisions on Promoting and Regulating Cross-Border Data Flows, which stipulate certain scenarios that are exempt from the aforementioned security assessment, standard contract, and personal information protection certification requirements. Under these provisions, outbound data transfers for specific operational purposes, such as cross-border e-commerce, cross-border remittance, and cross-border human resource management, are not subject to such requirements, provided that no “important data” is involved.

On September 24, 2024, the State Council promulgated the Regulations on the Network Data Security Management (the “Data Security Management Regulations”), which became effective on January 1, 2025. Pursuant to the Data Security Management Regulations, network data processing activities refer to activities such as the collection, storage, use, processing, transmission, provision, disclosure, and deletion of data. Network data processors refer to individuals or organizations that independently determine the purposes and methods of data processing activities. Network data processors conducting any data processing activities that affect or may affect national security shall undergo national security review in accordance with relevant national regulations. Where it is indeed necessary to transfer any important data collected and generated within the territory of the PRC to an overseas party, the security assessment of outbound data transfer organized by the national cyberspace administration department shall be passed.

It is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we will not be subject to cybersecurity review or the security assessment for outbound data transfers with the CAC, given that: (i) Shanghai Xianzhui does not possess and does not anticipate that it will possess a large amount of personal information in our business operations, (ii) data processed in Shanghai Xianzhui's business does not have a bearing on national security and thus may not be classified as core or important data by the authorities, and (iii) any cross-border data transfers conducted in our ordinary course of business fall under the exemptions provided by the Provisions on Promoting and Regulating Cross-Border Data Flows. In addition, for the same reasons, we are not subject to network data security review by the CAC pursuant to Data Security Management Regulations. See "Risk factors — Risk Factors Related to Doing Business in China — Shanghai Xianzhui may become subject to a variety of laws and regulations in the PRC regarding privacy, data security, cybersecurity, and data protection. Shanghai Xianzhui may be required to suspend its business, be liable for improper use or appropriation of personal information provided by our customers or face other penalties."

On February 17, 2023, the China Securities Regulatory Commission, or the CSRC, announced the Circular on the Administrative Arrangements for Filing of Securities Offering and Listing by Domestic Companies, or the Circular, and released a set of new regulations which consists of the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, or the Trial Measures, and five supporting guidelines. On the same date, the CSRC also released the Notice on the Arrangements for the Filing Management of Overseas Listing of Domestic Companies, or the Notice. The Trial Measures came into effect on March 31, 2023. The Trial Measures refine the regulatory system by subjecting both direct and indirect overseas offering and listing activities to the CSRC filing-based administration. Requirements for filing entities, time points and procedures are specified. A PRC domestic company that seeks to offer and list securities in overseas markets shall fulfill the filing procedure with the CSRC per the requirements of the Trial Measures. Where a PRC domestic company seeks to indirectly offer and list securities in overseas markets, the issuer shall designate a major domestic operating entity, which shall, as the domestic responsible entity, file with the CSRC. The Trial Measures also lay out requirements for the reporting of material events. Breaches of the Trial Measures, such as offering and listing securities overseas without fulfilling the filing procedures, shall bear legal liabilities, including a fine between RMB1.0 million (approximately \$150,000) and RMB10.0 million (approximately \$1.5 million), and the Trial Measures increase the cost for offenders by enforcing accountability with administrative penalties and incorporating the compliance status of relevant market participants into the Securities Market Integrity Archives.

According to the Circular, since the date of effectiveness of the Trial Measures on March 31, 2023, PRC domestic enterprises falling within the scope of filing that have been listed overseas or met the following circumstances are "existing enterprises": before the effectiveness of the Trial Measures on March 31, 2023, the application for indirect overseas issuance and listing has been approved by the overseas regulators or overseas stock exchanges (such as the registration statement has become effective on the U.S. market), it is not required to perform issuance and listing supervision procedures of the overseas regulators or overseas stock exchanges, and the overseas issuance and listing will be completed by September 30, 2023. Existing enterprises are not required to file with the CSRC immediately, and filings with the CSRC should be made as required if they involve refinancings and other filing matters. PRC domestic enterprises that have submitted valid applications for overseas issuance and listing but have not been approved by overseas regulatory authorities or overseas stock exchanges at the date of effectiveness of the Trial Measures on March 31, 2023 can reasonably arrange the timing of filing applications with the CSRC and shall complete the filing with the CSRC before the overseas issuance and listing.

In addition, an overseas-listed company must also submit the filing with respect to its follow-on offerings, issuance of convertible corporate bonds and exchangeable bonds, and other equivalent offering activities, within the time frame specified by the Trial Measures.

It is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that because the Company is not a company registered and formed in the territory of China, its continued listing on Nasdaq and future offerings are not "direct overseas offering and listing of domestic enterprises" as defined under the Trial Measures. Furthermore, according to Article 2 of the Trial Measures, the "indirect overseas offering and listing of domestic enterprises" refers to the overseas offering and listing of enterprises whose main business activities are in China, in the name of enterprises registered overseas, which offering and listing are based on the equity, assets, income or other similar rights and interests of the domestic enterprises. According to Article 15 of the Trial Measures, if the issuer meets both of the following conditions, the overseas offerings and listings shall be determined as an "indirect overseas offering and listing of domestic enterprises": (i) 50% or more of the issuer's operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by domestic enterprises; and (ii) its major operational activities are carried out in China or its main places of business are located in China, or the senior managers in charge of its business operation and management are mostly Chinese citizens or domiciled in China. The Company does not meet both the requirements under Article 15 of the Trial Measures and therefore its continued listing on Nasdaq and future offerings are not an "Indirect overseas offering and listing of domestic enterprises", considering that (i) the operating income and total profit of the Company's subsidiaries that were established in China for the year ended December 31, 2025 do not account for more than 50% of the operating income and total profit in our consolidated financial statements for the same period, (ii) our main business is not conducted within China, and (iii) the majority of our senior management personnel are not Chinese citizens or reside in China on a regular basis. Therefore, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we are not required to complete the record filing requirement under the Trial Measures. However, if we inadvertently conclude that such filing procedures are not required, or applicable laws, regulations, or interpretations change such that we are required to complete the filing procedures in the future, we may be subject to investigations by the regulators, fines or penalties, ordered to suspend our relevant operations and rectify any non-compliance, prohibited from engaging in relevant business or conducting any offering, and these risks could result in a material adverse change in our operations and/or the value of our common stock, and could significantly limit or completely hinder our ability to offer or continue to offer securities to investors, or cause such securities to significantly decline in value or become worthless. See "Risk Factors — Risks Related to Doing Business in China".

As of the date of this Report, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that our PRC operating subsidiaries have received all requisite permissions or approvals to operate the business and no such permissions or approvals have been denied. It is also the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that except for the business license mentioned in “Item 1. Business – Governmental Regulations in the PRC – Regulations on Business License” in this Report, our PRC operating subsidiaries are not required to obtain any other permissions or approvals from any Chinese authorities to operate the business. It is the further opinion of our PRC counsel, Jiangsu Junjin Law Firm, that no relevant PRC laws or regulations in effect require that we obtain permission from any PRC authorities to issue securities to foreign investors, and we have not received any inquiry, notice, warning, sanction, or any regulatory objection from the CSRC, the CAC, or any other PRC authorities that have jurisdiction over our operations. See “Item 1. Business – Governmental Regulations in the PRC – Regulations on Mergers & Acquisitions and Overseas Listings” and “Item 1. Business – Governmental Regulations in the PRC – Regulations on Cybersecurity Review” in this Report. However, applicable laws and regulations may be tightened, and new laws or regulations may be introduced to impose additional government approval, license, and permit requirements. If (i) we or our subsidiaries do not receive or maintain all such required permissions or approvals to operate our business, (ii) we or our subsidiaries inadvertently conclude that such permissions or approvals are not required, or (iii) applicable laws, regulations, or interpretations change and we are required to obtain such permissions or approvals in the future, we may face sanctions, including fines and penalties, by the CAC, CSRC, or other PRC regulatory agencies, our PRC subsidiaries’ ability to pay dividends outside of the PRC could be limited, our operations could be adversely affected, directly or indirectly, we could be required to restructure our operations to comply with such regulations or potentially cease operations in the PRC entirely, our ability to offer, or continue to offer, securities to investors could be significantly limited or completely hindered and the value of our securities might significantly decline or be worthless.

Furthermore, since 2021, the Chinese government has strengthened its anti-monopoly supervision, mainly in three aspects: (1) establishing the National Anti-Monopoly Bureau; (2) revising and promulgating anti-monopoly laws and regulations, including: the amended Anti-Monopoly Law (which was promulgated on June 24, 2022 and became effective on August 1, 2022), the anti-monopoly guidelines for various industries, and the detailed Rules for the Implementation of the Fair Competition Review System; and (3) enhancing the anti-monopoly law enforcement in the platform economy and among large enterprises. As of the date of this Report, the Chinese government’s recent statements and regulatory actions related to anti-monopoly concerns have not impacted our ability to conduct business, accept foreign investments, or list on a U.S. or other foreign exchange because neither the Company nor its PRC subsidiary engages in monopolistic behaviors that are subject to these statements or regulatory actions.

Summary of Risk Factors

Investing in our common stock involves a high degree of risk. This summary does not address all of the risks that we face. Please refer to the information contained in and incorporated by reference under the heading “Risk Factors” on page 27 of this Report.

Risks Related to Doing Business in China

Risks related to doing business in China, beginning on page 29 of this Report, include but are not limited to the following:

- We may rely on dividends paid by our subsidiaries for our cash needs. Any limitation on the ability of our subsidiaries to make dividend payments to us, or any tax implications of making dividend payments to us, could limit our ability to pay our parent company expenses or pay dividends to holders of our common stock. To the extent cash or assets in the business is in the PRC/Hong Kong or a PRC/Hong Kong entity, the funds or assets may not be available to fund operations or for other use outside of the PRC/Hong Kong due to interventions in or the imposition of restrictions and limitations on the ability of us or our subsidiaries by the PRC government to transfer cash or assets (see page 27 of this Report).
- PRC regulation of loans to, and direct investments in, PRC entities by offshore holding companies may delay or prevent us from using proceeds from future financing activities to make loans or additional capital contributions to our PRC operating subsidiary (see page 29 of this Report).
- Changes in China's economic, political or social conditions or government policies could have a material adverse effect on our business and results of operations (see page 30 of this Report).
- Under the Enterprise Income Tax Law, we may be classified as a "Resident Enterprise" of China. Such classification will likely result in unfavorable tax consequences to us and our non-PRC stockholders (see page 31 of this Report).
- We must comply with the Foreign Corrupt Practices Act and Chinese anti-corruption laws (see page 32 of this Report).
- Uncertainties in the interpretation and enforcement of PRC laws and regulations and changes in policies, rules, and regulations in China could limit the legal protection available to you and us (see page 32 of this Report).
- Our business may be materially and adversely affected if our PRC subsidiaries declare bankruptcy or become subject to a dissolution or liquidation proceeding (see page 32 of this Report).
- Given the PRC government's role in regulating industrial development, the evolving regulatory framework could result in a material change in the operations of Shanghai Xianzhui and/or the value of our common stock (see page 33 of this Report).
- The Chinese government exerts substantial influence over the manner in which we must conduct our business activities. We are currently not required to obtain approval from Chinese authorities to list on U.S. exchanges, however, if Shanghai Xianzhui or GDC were required to obtain approval in the future and were denied permission from Chinese authorities to list on U.S. exchanges, we will not be able to continue listing on U.S. exchange and the value of our common stock may significantly decline or become worthless, which would materially affect the interest of the investors (see page 33 of this Report).
- Increases in labor costs in the PRC may adversely affect our business and results of operations (see page 35 of this Report).
- PRC regulations relating to offshore investment activities by PRC residents may limit our PRC subsidiaries' ability to increase their registered capital or distribute profits to us or otherwise expose us or our PRC resident beneficial owners to liability and penalties under PRC law (see page 35 of this Report).
- Shanghai Xianzhui may become subject to a variety of laws and regulations in the PRC regarding privacy, data security, cybersecurity, and data protection. Shanghai Xianzhui may be required to suspend its business, be liable for improper use or appropriation of personal information provided by our customers and face other penalties (see page 36 of this Report).

- If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve the matter which could harm our business operations, listing and future offerings and our reputation and could result in a loss of your investment in our common stock, especially if such matter cannot be addressed and resolved favorably (see page 40 of this Report).
- If the PRC government chooses to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China based issuers, such action may significantly limit or completely hinder our ability to offer or continue to offer ordinary shares to investors and cause the value of our ordinary shares to significantly decline or be worthless (see page 43 of this Report).
- The CSRC has released the Trial Measures for Administration of Overseas Securities Offerings and Listings by Domestic Companies (the “Trial Measures”). With such rules in effect, the PRC regulatory authorities may enhance supervision and administration over offerings that are conducted overseas and foreign investment in China-based issuers, which could significantly limit or completely hinder our ability to continue to offer our securities to investors and could cause the value of our securities to significantly decline or become worthless (see page 39 of this Report).
- The recent joint statement by the SEC and PCAOB, proposed rule changes submitted by Nasdaq, and the Holding Foreign Companies Accountable Act all call for additional and more stringent criteria to be applied to emerging market companies upon assessing the qualification of their auditors, especially the non-U.S. auditors who are not inspected by the PCAOB. Although the audit report included in this annual report was issued by U.S. auditors who are currently inspected by the PCAOB, if it is later determined that the PCAOB is unable to inspect or investigate our auditor completely, investors would be deprived of the benefits of such inspection and our common stock may be delisted or prohibited from trading (see page 40 of this Report).
- The M&A Rules and certain other PRC regulations establish complex procedures for some acquisitions of Chinese companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China (see page 41 of this Report).
- The unwinding and disposal of our previous VIE structure may not be liability-free and we may be deemed to be in violation of PRC laws regulating our industry and operations (see page 44 of this Report).

Business Overview

GDC operates through the Company and its subsidiary, AI Catalysis Corp. GDC also maintains its subsidiary, Shanghai Xianzhui in China, which does not currently conduct business operations and has no material operating activities. Historically, the Company focused on (i) AI-driven digital human creation and customization and (ii) live streaming and e-commerce.

In January 2025, the Company discontinued its online livestreaming gaming business following a strategic review. Previously released games and related content remain accessible but are no longer being updated.

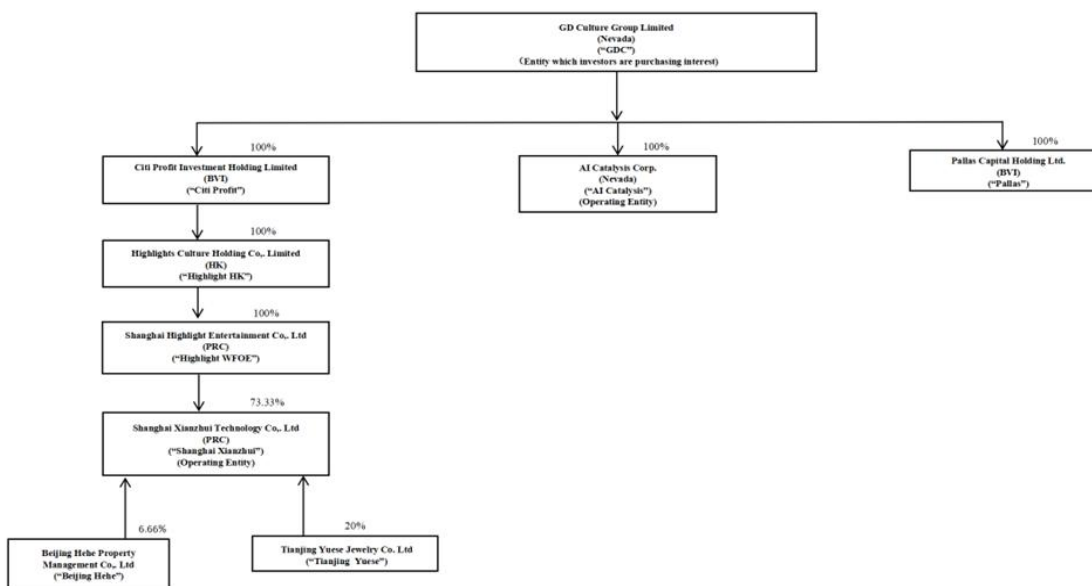
The Company is currently undergoing a strategic transition toward leveraging its artificial intelligence and virtual content generation technologies to enter the interactive reading and narrative entertainment market. This shift reflects the Company’s continued focus on innovation and delivering value to users through advanced AI-enabled products and services.

Corporate Information

Our principal executive office is located at 111 Town Square Place, Suite #1203, Jersey City, NJ 07310, and our telephone number is: +1-347-2590292.

Corporate History and Structure

The following is an organizational chart setting forth our corporate structure as of the date of this Report.



GDC, formerly known as Code Chain New Continent Limited, TMSR Holding Company Limited and JM Global Holding Company, was a blank check company incorporated in Delaware on April 10, 2015. The Company was formed for the purpose of acquiring, through a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, exchangeable share transaction or other similar business transaction, one or more operating businesses or assets. Effective as of February 6, 2018, the Company consummated a business combination, changed its corporate name from “JM Global Holding Company” to “TMSR Holding Company Limited” and the Company’s common stock traded on the Nasdaq Capital Market under the ticker symbol “TMSR”. On June 20, 2018, the Company consummated the reincorporation. As a result, the Company changed its state of incorporation from Delaware to Nevada and implemented a 2-for-1 forward stock split of the Company’s common stock. Effective as of May 18, 2020, the Company changed its corporate name from “TMSR Holding Company Limited” to “Code Chain New Continent Limited”, and the Company’s common stock traded on the Nasdaq Capital Market under the ticker symbol “CCNC”. On November 9, 2022, the Company effected a one-for-thirty (30) reverse stock split. Effective as of January 10, 2023, the Company changed its corporate name from “Code Chain New Continent Limited” to “GD Culture Group Limited” and the Company’s common stock started trading on the Nasdaq Capital Market under the ticker symbol “GDC”.

Citi Profit is a company formed under the laws of the British Virgin Islands in August 2019 and is wholly owned by GDC. It is a holding company with no material operations of its own.

Highlight HK is a company formed under the laws of Hong Kong SAR in November 2022 and is wholly owned by Citi Profit. It is a holding company with no material operations of its own.

Highlight WFOE or Shanghai Highlight is a company formed under the laws of the PRC in January 2023 and is wholly owned by Highlight HK. It is a holding company with no material operations of its own.

Shanghai Xianzhui is a company formed under the laws of the PRC in August 2023 for social media marketing purposes. It is a joint venture, and as of the date of this Report, Highlight WFOE owns 73.3333% of the total equity interest of Shanghai Xianzhui.

AI Catalysis is a company formed under the laws of Nevada in May 2023, and is a wholly-owned subsidiary of GDC. It is an operating company focusing on AI-driven digital human creation and customization and live streaming and e-commerce.

Pallas is a company formed under the laws of the British Virgin Islands in June 2025, acquired by GDC on September 29, 2025, and is a wholly-owned subsidiary of GDC. Pallas was established for the primary purpose of holding digital assets as a long-term reserve, with the objective of achieving potential appreciation in value. As of December 31, 2025, Pallas held 7,500 units of Bitcoin.

For a description of recent material developments, see “Recent Developments” below.

Recent Regulatory Developments

On December 28, 2021, the CAC, the National Development and Reform Commission (“NDRC”), and several other administrations jointly issued the revised Measures for Cybersecurity Review, or the Revised Review Measures, which became effective and has replaced the existing Measures for Cybersecurity Review on February 15, 2022. According to the Revised Review Measures, if an “online platform operator” that is in possession of personal data of more than one million users intends to list in a foreign country, it must apply for a cybersecurity review. Based on a set of Q&A published on the official website of the State Cipher Code Administration in connection with the issuance of the Revised Review Measures, an official of the said administration indicated that an online platform operator should apply for a cybersecurity review prior to the submission of its listing application with non-PRC securities regulators. As the interpretation and implementation of the Revised Review Measures are continuously evolving, uncertainties exist with respect to their application in specific practices. For example, it is unclear whether the requirement of cybersecurity review applies to follow-on offerings by an “online platform operator” that is in possession of personal data of more than one million users where the offshore holding company of such operator is already listed overseas. Furthermore, on September 24, 2024, the State Council promulgated the Regulations on the Network Data Security Management (the “Data Security Management Regulations”), which became effective on January 1, 2025. Pursuant to the Data Security Management Regulations, network data processing activities refer to activities such as the collection, storage, use, processing, transmission, provision, disclosure, and deletion of data. Network data processors refer to individuals or organizations that independently determine the purposes and methods of data processing activities. Network data processors conducting any data processing activities that affect or may affect national security shall undergo national security review in accordance with relevant national regulations. Where it is indeed necessary to transfer any important data collected and generated within the territory of the PRC to an overseas party, the security assessment of outbound data transfer organized by the national cyberspace administration department shall be passed.

It is the opinion of our PRC counsel, Jiangu Junjin Law Firm, that we will not be subject to cybersecurity review with the CAC, given that: (i) Shanghai Xianzhui does not possess and does not anticipate that it will possess a large amount of personal information in our business operations and (ii) data processed in Shanghai Xianzhui's business does not have a bearing on national security and thus may not be classified as core or important data by the authorities. In addition, for the same reasons, we are not subject to network data security review by the CAC pursuant to Data Security Management Regulations. However, the definition of "network platform operator" is unclear and it is also unclear on how it will be interpreted and implemented by the relevant PRC governmental authorities. See "Risk factors — Risk Factors Related to Doing Business in China — Shanghai Xianzhui may become subject to a variety of laws and regulations in the PRC regarding privacy, data security, cybersecurity, and data protection. Shanghai Xianzhui may be required to suspend its business, be liable for improper use or appropriation of personal information provided by our customers or face other penalties."

On July 6, 2021, the relevant PRC governmental authorities made public the Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law. These opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies and proposed to take effective measures, such as promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies. Following the issuance of these opinions, the CSRC promulgated the Trial Measures in February 2023 to regulate overseas securities offerings and listings. However, the interpretation and implementation of these opinions and related evolving regulations may be subject to further clarification. As of the date of this Report, we have not received any inquiry, notice, warning, or sanctions regarding listing abroad or offshore offering from the CSRC, the CAC, or any other PRC governmental authorities. See "Risk Factors — Risk Factors Related to Doing Business in China — The PRC government plays a significant role in regulating our industry and guiding business activities. We are currently not required to obtain approval from Chinese authorities to list on U.S. exchanges, however, if Shanghai Xianzhui or GDC were required to obtain approval in the future and were denied permission from Chinese authorities to list on U.S. exchanges, we will not be able to continue listing on U.S. exchange and the value of our common stock may significantly decline or become worthless, which would materially affect the interest of the investors."

On February 17, 2023, the CSRC released the Trial Measures and five supporting guidelines, which came into effect on March 31, 2023. Pursuant to the Trial Measures, domestic companies that seek to offer or list securities overseas, both directly and indirectly, should fulfill the filing procedures and report relevant information to the CSRC. If a domestic company fails to complete the filing procedures or conceals any material fact or falsifies any major content in its filing documents, such domestic company may be subject to administrative penalties by the CSRC, such as order to rectify, warnings, fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly liable persons may also be subject to administrative penalties, such as warnings and fines. As a listed company, we believe that we and all of our PRC subsidiaries are not required to fulfill filing procedures with the CSRC to continue to offer our securities, or continue listing on the Nasdaq Capital Market. However, there are substantial uncertainties regarding the interpretation and application of the Regulation on Mergers and Acquisitions of Domestic Companies by Foreign Investors ("M&A Rules"), other PRC Laws and future PRC laws and regulations, and there can be no assurance that any governmental agency will not take a view that is contrary to or otherwise different from our belief stated herein. See "Risk Factors - Risk Factors Relating to Doing Business in China - The CSRC has released the Trial Measures. With such rules in effect, the PRC regulatory authorities may enhance supervision and administration over offerings that are conducted overseas and foreign investment in China-based issuers, which could significantly limit or completely hinder our ability to continue to offer our securities to investors and could cause the value of our securities to significantly decline or become worthless."

In addition, an overseas-listed company must also submit the filing with respect to its follow-on offerings, issuance of convertible corporate bonds and exchangeable bonds, and other equivalent offering activities, within the time frame specified by the Trial Measures.

It is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that because the Company is not a company registered and formed in the territory of China, its continued listing on Nasdaq and future offerings are not “direct overseas offering and listing of domestic enterprises” as defined under the Trial Measures. Furthermore, according to Article 2 of the Trial Measures, the “indirect overseas offering and listing of domestic enterprises” refers to the overseas offering and listing of enterprises whose main business activities are in China, in the name of enterprises registered overseas, which offering and listing are based on the equity, assets, income or other similar rights and interests of the domestic enterprises. According to Article 15 of the Trial Measures, if the issuer meets both of the following conditions, the overseas offerings and listings shall be determined as an “indirect overseas offering and listing of domestic enterprises”: (i) 50% or more of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by domestic enterprises; and; (ii) its major operational activities are carried out in China or its main places of business are located in China, or the senior managers in charge of its business operation and management are mostly Chinese citizens or domiciled in China. The Company does not meet both the requirements under Article 15 of the Trial Measures and therefore its continued listing on Nasdaq and future offerings are not an “Indirect overseas offering and listing of domestic enterprises”, considering that (i) the operating income and total profit of the Company’s subsidiaries that were established in China for the year ended December 31, 2025 do not account for more than 50% of the operating income and total profit in our consolidated financial statements for the same period, (ii) our main business is not conducted within China, and (iii) the majority of our senior management personnel are not Chinese citizens or reside in China on a regular basis. Therefore, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we are not required to complete the record filing requirement under the Trial Measures. However, if we inadvertently conclude that such filing procedures are not required, or applicable laws, regulations, or interpretations change such that we are required to complete the filing procedures in the future, we may be subject to investigations by the regulators, fines or penalties, ordered to suspend our relevant operations and rectify any non-compliance, prohibited from engaging in relevant business or conducting any offering, and these risks could result in a material adverse change in our operations and/or the value of our common stock, and could significantly limit or completely hinder our ability to offer or continue to offer securities to investors, or cause such securities to significantly decline in value or become worthless. See “Risk Factors — Risks Related to Doing Business in China”.

Implication of the Holding Foreign Company Accountable Act

The Holding Foreign Companies Accountable Act, or the HFCAA, was enacted on December 18, 2020. The HFCAA states that if the SEC determines that an issuer’s audit reports issued by a registered public accounting firm have not been subject to inspection by the Public Company Accounting Oversight Board (United States) (the “PCAOB”) for three consecutive years beginning in 2021, the SEC shall prohibit such issuer’s securities from being traded on a national securities exchange or in the over-the-counter trading market in the United States. On March 24, 2021, the SEC adopted interim final rules relating to the implementation of certain disclosure and documentation requirements of the HFCAA. We will be required to comply with these rules if the SEC identifies us as having a “non-inspection” year under a process to be subsequently established by the SEC. If we fail to meet the new rules before the deadline specified thereunder, we could face possible prohibition from trading on a national securities exchange or on the OTC Markets, deregistration from the SEC and/or other risks, which may materially and adversely affect, or effectively terminate, our securities trading in the United States. On December 2, 2021, the SEC issued amendments to finalize rules implementing the submission and disclosure requirements in the HFCAA. The rules apply to registrants that the SEC identifies as having filed an annual report with an audit report issued by a registered public accounting firm that is located in a foreign jurisdiction and that PCAOB is unable to inspect or investigate completely because of a position taken by an authority in foreign jurisdictions. Furthermore, on June 22, 2021, the U.S. Senate passed the Accelerating Holding Foreign Companies Accountable Act, and on December 29, 2022, legislation entitled “Consolidated Appropriations Act, 2023” (the “Consolidated Appropriations Act”) was signed into law by President Biden, which contained, among other things, an identical provision to the Accelerating Holding Foreign Companies Accountable Act and amended the HFCAA by requiring the SEC to prohibit an issuer’s securities from trading on any U.S. stock exchanges if its auditor is not subject to PCAOB inspections for two consecutive years instead of three, thus reducing the time period for triggering the prohibition on trading. On August 26, 2022, the CSRC, the Ministry of Finance of the PRC (the “MOF”), and the PCAOB signed a Statement of Protocol (the “Protocol”), governing inspections and investigations of audit firms based in mainland China and Hong Kong, taking the first step toward opening access for the PCAOB to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong. Pursuant to the fact sheet with respect to the Protocol disclosed by the U.S. Securities and Exchange Commission (the “SEC”), the PCAOB shall have independent discretion to select any issuer audits for inspection or investigation and has the unfettered ability to transfer information to the SEC. On December 15, 2022, the PCAOB determined that the PCAOB was able to secure complete access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong and voted to vacate its previous determinations to the contrary. However, should PRC authorities obstruct or otherwise fail to facilitate the PCAOB’s access in the future, the PCAOB will consider the need to issue a new determination.

Our current auditor, GGF, the independent registered public accounting firm that issued the audit report included in our Annual Report, as a firm registered with the PCAOB (PCAOB ID: 2729), is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with applicable professional standards. If it is later determined that the PCAOB is unable to inspect or investigate our auditor completely, investors may be deprived of the benefits of such inspection. Any audit reports not issued by auditors that are completely inspected by the PCAOB, or a lack of PCAOB inspections of audit work undertaken in China that prevents the PCAOB from regularly evaluating our auditors' audits and their quality control procedures, could result in a lack of assurance that our financial statements and disclosures are adequate and accurate. Moreover, if trading in our securities is prohibited under the HFCAA in the future because the PCAOB determines that it cannot inspect or fully investigate our auditor at such future time, an exchange may determine to delist our securities. See "Risk Factors—Risks Related to Doing Business in China — The recent joint statement by the SEC and PCAOB, proposed rule changes submitted by Nasdaq, and the Holding Foreign Companies Accountable Act all call for additional and more stringent criteria to be applied to emerging market companies."

Asset Transfer between our Company and our Subsidiaries

GDC may rely on dividends to be paid by our subsidiaries in Nevada and in the PRC, to fund our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders, to service any debt we may incur and to pay our operating expenses.

Under the Nevada Revised Statutes and the Articles of Incorporation and Bylaws of each of GDC and AI Catalysis (a direct subsidiary of GDC), dividends may be declared by the Board of Directors at any regular or special meeting. No distribution may be made if, after giving it effect: (a) such company would not be able to pay its debts as they become due in the usual course of business; or (b) such company's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if such company were to be dissolved immediately after the time of the distribution, to satisfy the preferential rights upon such dissolution of holders of shares of any class or series of the capital stock of such company having preferential rights superior to those receiving the distribution.

Under the laws of the British Virgin Islands, our BVI subsidiary and a direct subsidiary of GDC, Citi Profit, may pay a dividend to GDC out of profit, provided that in no circumstances may a dividend be paid if this would result in Citi Profit being unable to pay its debts due in the ordinary course of business. Under the laws of the British Virgin Islands, our BVI subsidiary, Pallas, may pay a dividend to GDC out of profit, provided that in no circumstances may a dividend be paid if this would result in Pallas being unable to pay its debts due in the ordinary course of business.

Under the laws of Hong Kong, our Hong Kong subsidiary and a direct subsidiary of Citi Profit, Highlight HK, is permitted, to provide funding to Citi Profit through dividends distribution out of its profits. Under the current practices of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of dividends paid to Citi Profit as a British Virgin Islands company.

Under PRC laws and regulations, our PRC subsidiaries, Highlight WFOE (a direct subsidiary of Citi Profit), and Shanghai Xianzhui (a direct subsidiary of Highlight WFOE), may pay dividends only out of their accumulated profits as determined in accordance with PRC accounting standards and regulations. Further, our PRC subsidiaries are required to make appropriations to certain statutory reserve funds or may make appropriations to certain discretionary funds, which are not distributable as cash dividends except in the event of a solvent liquidation of the companies. In addition, a wholly foreign-owned enterprise is required to set aside at least 10% of its accumulated after-tax profits each year, if any, to fund a certain statutory reserve fund, until the aggregate amount of such fund reaches 50% of its registered capital. Remittance of dividends by a wholly foreign-owned enterprise out of China is also subject to examination by the banks designated by the State Administration of Foreign Exchange, or SAFE.

In addition, we expect that revenue, if any, to be generated by our PRC operating subsidiary, Shanghai Xianzhui, will be in Renminbi, which is not freely convertible into other currencies. As a result, any restriction on currency exchange may limit the ability of our PRC operating subsidiary to use its Renminbi revenues to pay dividends to us. To the extent cash or assets in the business is in the PRC/Hong Kong or a PRC/Hong Kong entity, the funds or assets may not be available to fund operations or for other use outside of the PRC/Hong Kong due to interventions in or the imposition of restrictions and limitations on the ability of us or our subsidiaries by the PRC government to transfer cash or assets. Shortages in the availability of foreign currency may temporarily delay the ability of our PRC subsidiaries to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. In view of the foregoing, to the extent cash in our business is held in China or by a PRC entity, such cash may not be available to fund operations or for other use outside of the PRC. The PRC government may continue to strengthen its capital controls, and more restrictions and substantial vetting process may be put forward by SAFE for cross-border transactions falling under both the current account and the capital account. In addition, the Enterprise Income Tax Law and its implementation rules provide that a withholding tax rate of up to 10% will be applicable to dividends payable by Chinese companies to non-PRC-resident enterprises unless otherwise exempted or reduced according to treaties or arrangements between the PRC central government and governments of other countries or regions where the non-PRC resident enterprises are incorporated. Any limitation on the ability of our PRC subsidiaries to pay dividends or make other kinds of payments to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

Under PRC law, Highlight WFOE and Shanghai Xianzhui may be funded through capital contributions by their immediate parent company or loans, subject to satisfaction of applicable government registration and approval requirements. Before providing loans to our PRC subsidiaries, we will be required to make filings about details of the loans with the SAFE in accordance with relevant PRC laws and regulations.

Highlight HK is permitted under the laws of Hong Kong to provide funding to Shanghai Xianzhui through capital contributions or to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of Hong Kong.

Citi Profit is permitted under the laws of the British Virgin Islands to provide funding to Highlight WFOE through capital contributions or to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of the British Virgin Islands.

GDC is permitted under the laws of Nevada to provide funding to Citi Profit and Pallas through capital contributions or to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of the Nevada.

AI Catalysis is permitted under the laws of Nevada to provide funding to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of the Nevada.

GDC presently does not maintain any cash management policies which dictate how funds are transferred, however, GDC continues to conduct regular review and management of all its subsidiaries' cash transfers and reports to board of directors.

Prior to September 28, 2022, Makesi IoT Technology (Shanghai) Co., Ltd., a then indirect subsidiary of the Company ("Makesi WFOE"), had a series of contractual arrangement with Sichuan Wuge Network Games Co., Ltd. ("Wuge") and its shareholders that established a variable interest entity (the "VIE") structure. For accounting purposes, Makesi WFOE was the primary beneficiary of Wuge. Accordingly, under accounting principles generally accepted in the United States of America ("U.S. GAAP"), the Company treated Wuge as the consolidated affiliated entity and had consolidated Wuge's financial statements prior to September 28, 2022. Wuge focused its business on research, development and application of Internet of Things (IoT) and electronic tokens Wuge digital door signs. On September 28, 2022, Makesi WFOE entered into a termination agreement with Wuge and the shareholders of Wuge to terminate the VIE Agreements and to cancel the shares previously issued to the shareholders of Wuge, based on the average closing price of \$0.237 per share of the Company during the 30 trading days immediately prior to the date of the termination agreement. As a result of such termination, the Company no longer treats Wuge as a consolidated affiliated entity or consolidates the financial results and balance sheet of Wuge in the Company's consolidated financial statements under U.S. GAAP.

Prior to June 26, 2023, Makesi WFOE had a series of contractual arrangement with Shanghai Yuanma Food and Beverage Management Co., Ltd. ("Yuan Ma") and its shareholders that established a VIE structure. For accounting purposes, Makesi WFOE was the primary beneficiary of Yuan Ma. Accordingly, under U.S. GAAP, the Company treated Yuan Ma as the consolidated affiliated entity and had consolidated Yuan Ma's financial results in the Company's consolidated financial statements prior to June 26, 2023. On June 26, 2023, the Company entered into a share purchase agreement with a buyer unaffiliated with the Company. Pursuant to the agreement, the Company agreed to sell and the buyer agreed to purchase all the issued and outstanding equity interest in TMSR Holdings Limited ("TMSR HK"), which owned 100% equity interest in Makesi WFOE. The purchase price for the transaction contemplated by the Agreement was \$100,000. The sale of TMSR HK did not have any material impact on the Company's consolidated financial statements.

Prior to September 26, 2023, Highlight WFOE had a series of contractual arrangement with Highlight Media and its shareholders that established a VIE structure. For accounting purposes, Highlight WFOE was the primary beneficiary of Highlight Media. Accordingly, under U.S. GAAP, the Company treated Highlight Media as the consolidated affiliated entity and had consolidated Highlight Media's financial results in the Company's financial statements prior to September 26, 2023. Highlight Media was an integrated marketing service agency, focusing on enterprise brand management, crisis public relations, intelligent public opinion monitoring, media PR, financial and economic self-media operation, digital face application, large-scale exhibition services and other businesses. On September 26, 2023, Highlight WFOE entered into a termination agreement with Highlight Media and the shareholders of Highlight Media to terminate the VIE Agreements and sold the interest in the VIE Agreements for a purchase price of \$100,000. As a result of such termination, the Company no longer treats Highlight Media as a consolidated affiliated entity or consolidates the financial results and balance sheet of Highlight Media in the Company's consolidated financial statements under U.S. GAAP.

As of December 31, 2025 and as of the date of this Report, we do not have a VIE structure.

During the fiscal year ended December 31, 2025, GDC made a cash transfer of \$11,000 to AI Catalysis Corp. Other than this transfer, no other assets were transferred between GDC and its subsidiaries. No amounts owed under any previous VIE agreements were settled. There were no cash transfers to or from the VIEs. GDC did not make any dividends or distributions to U.S. investors.

During the fiscal years ended December 31, 2024, there was no transfer of assets between GDC and its subsidiaries. No amounts owed under any previous VIE agreements were settled. There were no cash transfers to or from the VIEs. GDC did not make any dividends or distributions to U.S. investors.

If our subsidiary incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us.

See also "Risk Factors — Risks Related to Our Corporate Structure — We may rely on dividends paid by our subsidiaries for our cash needs. Any limitation on the ability of our subsidiaries to make dividend payments to us, or any tax implications of making dividend payments to us, could limit our ability to pay our parent company expenses or pay dividends to holders of our common stock" on page 27 of this Report, and "Risk Factors — Risks Related to Doing Business in China — "PRC regulation of loans to, and direct investments in, PRC entities by offshore holding companies may delay or prevent us from using proceeds from future financing activities to make loans or additional capital contributions to our PRC operating subsidiary" on page 29 of this Report.

Our Products and Services

GDC operates in the following distinct business sectors through the Company and two subsidiaries, AI Catalysis Corp. and Shanghai Xianzhui: 1) AI-driven digital human creation and customization; and 2) Live streaming and e-commerce. In January 2025, the Company announced its decision to discontinue the online livestreaming gaming business after conducting a comprehensive assessment. The Company is currently undergoing a strategic transition toward leveraging its artificial intelligence and virtual content generation technologies to enter the interactive reading and narrative entertainment market.

The Company is currently developing a platform designed to enable creators to produce interactive, game-like reading experiences for end users. The platform is intended to provide creators with a suite of AI-powered content creation tools developed by the Company. These tools are designed to assist creators in generating narrative structures, story plots, and visual assets that accompany the storyline. In addition, the platform will incorporate AI-driven dialogue systems that enable readers to interact with characters within the story environment. Through these capabilities, readers will be able to engage in dynamic conversations with story characters, with the dialogue functionality supported by advanced natural language processing technologies, including large language models. This interaction is expected to create a more immersive and personalized storytelling experience, where reader choices and interactions may influence story progression. The Company believes that the integration of AI-assisted content creation tools with interactive storytelling technology may lower barriers for creators to develop complex narrative experiences while providing users with a more engaging form of digital entertainment. The Company is currently in the development stage of this platform, and there can be no assurance that the product will achieve commercial success or generate significant revenue in the future.

The Company is currently developing a pilot product as an initial step in evaluating the commercial potential of its interactive reading platform. The pilot product will consist of a single interactive reading experience designed to demonstrate the core functionality of the Company's proposed platform and to test user engagement with interactive narrative content. The pilot application is expected to be distributed through the Apple iOS App Store and will serve as an experimental product intended to provide the Company with insights into user behavior, market demand, and product design considerations. The Company intends to utilize feedback and performance data from this pilot product to refine its technology, content development tools, and overall platform strategy. The pilot product will incorporate certain AI-enabled features, including narrative generation support, visual content creation, and interactive dialogue systems that allow users to engage with characters within the story environment. These capabilities are intended to demonstrate the potential of the Company's AI-driven tools to support the development of immersive and interactive storytelling experiences. The Company expects that lessons learned from the pilot product may inform the development of a broader platform that would allow third-party creators to develop and publish their own interactive narrative content using the Company's AI-powered tools. However, the Company is currently in the early stages of development, and there can be no assurance that the pilot product will lead to a commercially viable platform or generate significant revenue.

Revenue Model

For the Company's interactive reading platform, the Company anticipates monetization through content access fees, in-application purchases, and potential creator revenue-sharing arrangements. Users may pay for access to premium interactive stories or additional story content within the application. As the platform develops, the Company may also introduce tools that enable third-party creators to publish interactive content on the platform, with the Company potentially receiving a portion of revenue generated from such content.

Our Customers

The Company's interactive reading platform is intended to serve both content creators and end users.

Content creators represent a key customer group. These may include independent writers, game designers, digital storytellers, and creative studios seeking to develop interactive narrative experiences. The Company's AI-powered tools are designed to assist creators in generating story plots, visual content, and interactive character dialogue, thereby lowering the technical and creative barriers to producing complex interactive stories.

End users (readers) represent the platform's consumer audience. These users engage with the interactive stories through mobile or web applications, where they can influence the storyline through choices and interact with story characters using AI-powered dialogue systems. The Company expects that these experiences may appeal to users interested in digital entertainment formats such as interactive fiction, narrative games, and immersive storytelling.

The Company may also target publishers, entertainment companies, and educational institutions that are interested in developing interactive narrative content using the platform.

Our Suppliers

The Company relies on a limited number of third-party suppliers for technology services and leased facilities. For the year ended December 31, 2025, the Company's top two suppliers are Dragon Cliff Limited and SLG 810 Seventh Lessee LLC.

Employees

As of March 27, 2026, our Company has 5 full-time employees in total.

We have not experienced any significant labor disputes and consider our relationship with our employees to be good. Our employees are not covered by any collective bargaining agreement.

As we continue to expand our business, we believe it is critical to hire and retain top talent. We believe we have the ability to attract and retain high quality talents based on our competitive salaries, annual performance-based bonus system, and equity incentive program for senior employees and executives.

Recent Developments

Equity Purchase Agreement dated October 27, 2023 and the Amendment to the Equity Purchase Agreement dated November 10, 2023

On October 27, 2023, the Company entered into an equity purchase agreement (the “Agreement”) with Shanghai Highlight and Beijing Hehe, pursuant to which the Shanghai Highlight agreed to purchase the 20% equity interest in Shanghai Xianzhui from Beijing Hehe and the Company agreed to issue 600,000 shares of common stock of the Company, valued at \$2.7820 per share, the average closing bid price of the common stock of GDC as of the five trading days immediately preceding the date of the Agreement, to Beijing Hehe or its assigns. The closing of the transaction shall take place within thirty (30) days from the execution of the Agreement. The Agreement is effective for thirty (30) days from the date of the Agreement, which can be extended for additional thirty (30) days upon all parties’ written agreement. The Company or Shanghai Highlight may terminate the Agreement at any time with a three (3) day advance written notice to Beijing Hehe.

On November 10, 2023, the Company entered into an amended and restated equity purchase agreement (the “Amended and Restated Agreement”) that amended and replaced the Original Agreement. Pursuant to the Amended and Restated Agreement, Shanghai Highlight agreed to purchase the 13.3333% equity interest in Shanghai Xianzhui from Beijing Hehe and the Company agreed to issue 400,000 shares of common stock of the Company, valued at the Per Share Price, to Beijing Hehe or its assigns.

Pursuant to the Amended and Restated Agreement, the closing of the transaction shall take place within thirty (30) days from the execution of the Amended and Restated Agreement. The Amended and Restated Agreement is effective for thirty (30) days from the date of the Amended and Restated Agreement, which can be extended for additional thirty (30) days upon all parties’ written agreement. The Company or Shanghai Highlight may terminate the Amended and Restated Agreement at any time with a three (3) day advance written notice to Beijing Hehe.

On January 11, 2024, the Company issued the Shares and the transaction is completed. Up to the date of this Report, the Company owns 73.3333% of the total equity interest of Shanghai Xianzhui.

Registered Direct Offering (“March 2024 Offering”)

On March 22, 2024, the Company entered into a placement agency agreement, with Univest Securities, LLC, as the placement agent. Pursuant to the placement agency agreement, the placement agent agrees to use its reasonable best efforts to sell the Company’s common stock in a registered direct offering. The placement agent has no obligation to buy any of the securities from us or to arrange for the purchase or sale of any specific number or dollar amount of securities.

In the March 2024 Offering, an aggregate of 810,277 shares of common stock were sold to certain purchasers, pursuant to a securities purchase agreement, dated March 22, 2024. The purchase price of each Common Share is \$1.144.

The March 2024 Offering is being made pursuant to a shelf registration statement (No. 333-254366) on Form S-3, which was declared effective by the SEC on March 26, 2021, and related prospectus supplement.

The net proceeds from the March 2024 Offering, after deducting placement agent discounts and commissions and estimated offering expenses payable by the Company, are approximately \$830,000. The Company intends to use the net proceeds from the March 2024 Offering for working capital and general corporate purposes.

Pursuant to the placement agency agreement, the Company has agreed to pay the placement agent a total cash fee equal to 4.0% of the aggregate gross proceeds received in the March 2024 Offering.

Pursuant to the placement agency agreement, the Company agreed to issue the placement agent warrants to the placement agent to purchase up to 40,514 shares of Common Stock (equal to 5.0% of the aggregate number of Common Shares) at an exercise price of \$1.373 per share, which represents 120% of the offering price.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 26, 2024, Mr. Shuang Zhang tendered his resignation as a director of the Company, effective April 26, 2024. The resignation of Mr. Shuang Zhang was not a result of any disagreement with the Company's operations, policies or procedures.

On April 26, 2024, Mr. Mingyue Cai tendered his resignation as a director, chair of the Compensation Committee, and member of the Audit Committee and Nominating Committee of the Company, effective April 26, 2024. The resignation of Mr. Mingyue Cai was not a result of any disagreement with the Company's operations, policies or procedures.

On April 26, 2024, Mr. Yi Zhong tendered his resignation as a director, chair of the Nominating Committee, and member of the Audit Committee and Compensation Committee of the Company, effective April 26, 2024. The resignation of Mr. Yi Zhong was not a result of any disagreement with the Company's operations, policies or procedures.

On April 26, 2024, approved by the Board of Directors, the Nominating and Corporate Governance Committee and the Compensation Committee, Mr. Zihao Zhao, the Chief Financial Officer of the Company, was appointed as a director of the Company, effective April 26, 2024, Mr. Lei Zhang was appointed as a director, chair of the Compensation Committee, and member of the Audit Committee and Nominating Committee and Mr. Yun Zhang was appointed as a director, chair of the Nominating Committee, and member of the Audit Committee and Compensation Committee of the Company, effective April 26, 2024.

Nasdaq Compliance

On May 13, 2024, the Company received a written notice from the Listing Qualifications Department of the Nasdaq Stock Market, LLC ("Nasdaq") notifying the Company that, based on the closing bid price of the Company's common stock was below \$1.00 for the last 30 consecutive trading days, the Company no longer complies with the minimum bid price requirement (the "Minimum Bid Price Requirement") for continued listing on the Nasdaq Capital Market as set forth in Nasdaq Listing Rule 5450(a)(1). Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), the Company has an initial compliance period of 180 calendar days, or until November 11, 2024, to regain compliance with the Minimum Bid Price Requirement.

On June 18, 2024, the Company received a letter from Nasdaq stating that because the Company's common stock had a closing bid price at or above \$1.00 per share for 10 consecutive business days, the Company had regained compliance with the Minimum Bid Price Requirement, and that the matter is now closed.

Software Purchase Agreement dated May 31, 2024

On May 31, 2024, the Company entered into a software purchase agreement with Shanxi Gangdong Cultural Media Co., Ltd., a seller unaffiliated with the Company (the "Seller"). Pursuant to the agreement, the Company agreed to purchase and the Seller agreed to sell all of Seller's right, title, and interest in and to the certain software. The purchase price of the software shall be \$1,248,000, payable in the form of issuance of 1,560,000 shares of common stock of the Company, valued at \$0.80 per share. The Company plans to use the software to develop its AI business. On June 4, 2024, the Company issued 1,560,000 shares of common stock of the Company to the Seller's designees and the transaction was completed.

At-The-Market Issuance Sales Agreement (“February 2025 Offering”)

On February 10, 2025, the Company entered into an At-The-Market Issuance Sales Agreement with Univest Securities, LLC as the sales agent. Pursuant to the At-The-Market Issuance Sales Agreement, the Company may issue and sell from time to time, shares of its common stock having an aggregate offering price of not more than \$10,000,000 through the sales agent or any of its sub-agent(s) or other designees, acting as sales agent.

Pursuant to the At-The-Market Issuance Sales Agreement, the Company will pay the sales agent a commission in cash equal to 3.5% of the gross proceeds from the sale of the shares under the At-The-Market Issuance Sales Agreement, and reimburse the sales agent for all reasonable travel and other accountable expenses, including the documented fees and costs of its legal counsel reasonably incurred in connection with entering into the transactions contemplated by the At-The-Market Issuance Sales Agreement in an amount not to exceed \$125,000.

Additionally, pursuant to the terms of the At-The-Market Issuance Sales Agreement, the Company agreed to reimburse the sales agent for the documented fees and costs of its legal counsel reasonably incurred in connection with sales agent’s ongoing diligence requirements arising from the transactions contemplated by the At-The-Market Issuance Sales Agreement in an amount not to exceed \$5,000 in the aggregate per calendar quarter.

Any issuances made under the February 2025 Offering, if any, will be made pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333- 279141), which was initially filed with the SEC on May 6, 2024, and was declared effective, as amended, by the Commission on August 20, 2024.

Private Placement (“March 2025 Offering”)

On March 4, 2025, the Company entered into a securities purchase agreement with certain investor for the sale of 1,115,600 shares of common stock at \$0.896379 per share. The March 2025 Offering closed on March 6, 2025. The Company received gross proceeds in the amount of \$1,000,000, before deducting placement agent’s fees and accountable expenses and other estimated expenses. The Company plans to use the proceeds from the offering for working capital purposes. Pursuant to the securities purchase agreement, the Company has agreed to use commercially reasonable efforts to, within sixty (60) calendar days after the date of the Securities Purchase Agreement, file a registration statement on the appropriate form providing for the resale by the Purchaser of the Shares.

In the Securities Purchase Agreement, the investor represented to the Company, among other things, that it is an “accredited investor” (as such term is defined in Rule 501(a)(3) of Regulation D under the Securities Act. The shares were issued and sold by the Company to the Investor in reliance upon the exemptions from the registration requirements of the Securities Act afforded by Section 4(a)(2) of the Securities Act and Rule 506(b) of Regulation D promulgated thereunder.

In connection with the Offering, on March 4, 2025, the Company entered into a placement agency agreement with Univest Securities, LLC, as the placement agent. The Company agreed to pay the placement agent a total cash fee equal to seven percent (7%) of the aggregate gross proceeds raised in this March 2025 Offering. The Company has also agreed to reimburse the placement agent for all reasonable and out-of-pocket expenses incurred in connection with the March 2025 Offering, including reasonable fees and expenses of the Placement Agent’s legal counsel and due diligence analysis up to \$20,000.

Nasdaq Compliance

On March 20, 2025, Nasdaq notified the Company that it was not in compliance with Nasdaq Listing Rule 5550(b)(1) requiring minimum stockholders’ equity of \$2.5 million. The Company regained compliance by maintaining the minimum market value of \$35 million for ten consecutive business days by June 25, 2025.

Software Purchase Agreement dated April 28, 2025

On April 28, 2025, the Company entered into a software purchase agreement with Gongzheng Xu and Qing Wang, sellers unaffiliated with the Company (the “Sellers”). Pursuant to the agreement, the Company agreed to purchase and the Seller agreed to sell all of Seller’s right, title, and interest in and to the certain software. The purchase price of the software shall be \$5,768,536.20, payable in the form of issuance of 2,444,295 shares of common stock of the Company, valued at \$2.36 per share. The Company plans to use the software to develop its AI business. On April 29, 2025, the Company issued 2,444,295 shares of common stock of the Company to the Sellers and the transaction was completed.

Securities Purchase Agreement dated May 2, 2025

On May 2, 2025, the Company entered into a securities purchase agreement with certain investors (the “Purchasers”), pursuant to which the Company agreed to sell to the Purchasers (i) 1,115,600 shares of common stock (the “Shares”) at \$0.524 per share and (ii) 9,380,582 Pre-Funded Warrants (the “Pre-Funded Warrants”) at \$0.523 per warrant (the “Offering”).

Shares and the Pre-funded Warrants were issued and sold by the Company to the Purchasers in reliance upon the exemptions from the registration requirements of the Securities Act afforded by Section 4(a)(2) of the Securities Act and Rule 506(b) of Regulation D promulgated thereunder.

On May 6, 2025, The Company completed its first closing of the Shares and 7,468,536 Pre-Funded Warrants, and received gross proceeds in the amount of \$4,500,000, before deducting placement agent’s fees and accountable expenses and other estimated expenses.

In connection with the Offering, on May 2, 2025, the Company entered into a placement agency agreement with Univest Securities, as the placement agent. Pursuant to the placement agency agreement, the Company agreed to pay the Placement Agent a total cash fee equal to seven percent (7%) of the aggregate gross proceeds raised in this Offering. The Company also agreed to reimburse the Placement Agent for all reasonable and out-of-pocket expenses incurred in connection with the Offering, including reasonable fees and expenses of the Placement Agent’s legal counsel and due diligence analysis up to \$20,000.

Common Stock Purchase Agreement dated May 11, 2025

On May 11, 2025, the Company entered into a Common Stock Purchase Agreement with an investor (the “Investor”).

Pursuant to the Common Stock Purchase Agreement, the Company should have the right, from time to time, during the period from the date of the Agreement to the earlier of (i) the date on which the Investor should have purchased \$300,000,000 worth of the Company’s common stock or (ii) the second (2nd) anniversary of the date of the Agreement, to send the Investor a purchase notice (the “Purchase Notice”) requiring the Investor to purchase common stock of the Company. The purchase price for the common stock should be equal to 90% of the lowest daily VWAP for the Company’s common stock during the five (5) consecutive business day period prior to, and including the Purchase Notice Date, but should in no event be lower than \$0.44.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 27, 2025, the Company entered into an employment agreement with Zihao Zhao, the Chief Financial Officer (the “Executive”) of the Company, which replaced and superseded the Executive’s prior employment agreement dated as of April 21, 2023 and commenced on May 15, 2025.

The Employment Agreement was substantially similar to the Executive’s prior employment agreement except the annual base salary was increased to one hundred thousand dollars (\$100,000.00).

Acquisition of Pallas Capital Holding Ltd

On September 10, 2025, the Company executed a Share Exchange Agreement to acquire 100% of the issued and outstanding ordinary shares of Pallas Capital Holding Ltd, a British Virgin Islands company (“Pallas”), in exchange for 39,189,344 shares of the Company’s common stock. The transaction closed on September 29, 2025. Pallas’s assets include 7,500 Bitcoin (valued at approximately \$842 million at the time of acquisition), which will be held as a long-term digital asset reserve. This acquisition aligns with the Company’s crypto asset treasury strategy to strengthen its reserves and presence in the decentralized finance ecosystem. Two of the Company’s shareholders with a total of 12.86% beneficial ownership are directors with control over Pallas’s shares, making this a related party transaction that was approved by the Company’s Audit Committee and shareholders.

Securities Purchase Agreement dated October 24, 2025

On October 24, 2025, the Company entered into a securities purchase agreement with certain accredited investor (the “Purchasers”). Pursuant to Securities Purchase Agreement, the Company agreed to issue and sell, in a private placement an aggregate of 1,333,334 shares of common stock (the “Shares”), par value \$0.0001 per share (the “Common Stock”) at a purchase price of \$2.10 per share, for gross proceeds in the amount of approximately \$2,800,000. The Company plans to use the process for working capital and general corporate purposes. Pursuant to the Securities Purchase Agreement, the Company has agreed to use commercially reasonable efforts to, within sixty (60) calendar days after the date of the Securities Purchase Agreement, file a registration statement on the appropriate form providing for the resale by the Investor of the Shares

The Private Placement closed on October 27, 2025. The Shares were issued and sold by the Company to the Investor in reliance upon the exemptions from the registration requirements of the Securities Act afforded by Section 4(a)(2) of the Securities Act and Rule 506(b) of Regulation D promulgated thereunder.

In connection with the Private Placement, on October 24, 2025, the Company entered into a placement agency agreement with Univest Securities, LLC, as the placement agent. The Company agreed to pay the Placement Agent a total cash fee equal to seven percent (7%) of the aggregate gross proceeds raised in this Private Placement. The Company has also agreed to reimburse the Placement Agent for all reasonable and out-of-pocket expenses incurred in connection with the Private Placement, including reasonable fees and expenses of the Placement Agent’s legal counsel and due diligence analysis up to \$20,000.

Share Repurchase Program

On February 17, 2026, the Board of Directors approved a share repurchase program authorizing the Company to repurchase up to \$100 million of its common stock, par value \$0.0001 per share. The share repurchase program expires on August 17, 2026.

Change of Independent Registered Public Accounting Firm

On January 29, 2026, with the approval of the Board of Directors and the Audit Committee, the Company terminated HTL International, LLC (“HTL”) and engaged GGF CPA LTD (“GGF”) as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2025, effective immediately.

Environmental Matters

As of December 31, 2025, the Company, Shanghai Xianzhui and Ai Catalysis were not subject to any fines or legal action involving non-compliance with any relevant environmental regulation, nor are we aware of any threatened or pending action, including by any environmental regulatory authority.

Governmental Regulations in the PRC

As of the date of this Report, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that our PRC operating subsidiaries have received all requisite permissions or approvals to operate the business and no such permissions or approvals have been denied. It is also the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that except for the business license mentioned in “Regulations on Business License” below, our PRC operating subsidiaries are not required to obtain any other permissions or approvals from any Chinese authorities to operate the business. It is the further opinion of our PRC counsel, Jiangsu Junjin Law Firm, that under currently effective PRC laws and regulations, we are not required to obtain permission or complete filing procedures with any PRC authorities to issue securities to foreign investors, and we have not received any inquiry, notice, warning, sanction, or any regulatory objection from the CSRC, the CAC, or any other PRC authorities that have jurisdiction over our operations. See “Regulations on Mergers & Acquisitions and Overseas Listings” and “Regulations on Cybersecurity Review” below. However, applicable laws and regulations may be tightened, and new laws or regulations may be introduced to impose additional government approval, license, and permit requirements. If (i) we or our subsidiaries do not receive or maintain all such required permissions or approvals to operate our business, (ii) we or our subsidiaries inadvertently conclude that such permissions or approvals are not required, or (iii) applicable laws, regulations, or interpretations change and we are required to obtain such permissions or approvals in the future, we may face sanctions, including fines and penalties, by the CAC, CSRC, or other PRC regulatory agencies, our PRC subsidiaries’ ability to pay dividends outside of the PRC could be limited, our operations could be adversely affected, directly or indirectly, we could be required to restructure our operations to comply with such regulations or potentially cease operations in the PRC entirely, our ability to offer, or continue to offer, securities to investors could be significantly limited or completely hindered and the value of our securities might significantly decline or be worthless.

Business license

Any company that conducts business in the PRC must have a business license that covers a particular type of work. The business license is a permit issued by Market Supervision and Administration that allows the company to conduct specific business within the government's geographical jurisdiction. The Company's PRC operating company, Shanghai Xianzhui's business license covers its present business of technology development and consulting, and technical support for digital humans.

As of the date of this Report, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that our PRC operating subsidiary has all material permissions and approvals required for our operations in compliance with the relevant PRC laws and regulations in the PRC and no such permissions or approvals have been denied.

As of the date of this Report, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that except for the business license mentioned here, we and our operating subsidiary are not required to obtain any other permissions or approvals from any Chinese authorities to operate the business. However, applicable laws and regulations may be tightened, and new laws or regulations may be introduced to impose additional government approval, license, and permit requirements. If (i) we or our subsidiaries do not receive or maintain all such required permissions or approvals to operate our business, (ii) we or our subsidiaries inadvertently conclude that such permissions or approvals are not required, or (iii) applicable laws, regulations, or interpretations change and we are required to obtain such permissions or approvals in the future, we may face sanctions, including fines and penalties, by the CAC, CSRC, or other PRC regulatory agencies, our PRC subsidiaries' ability to pay dividends outside of the PRC could be limited, our operations could be adversely affected, directly or indirectly, we could be required to restructure our operations to comply with such regulations or potentially cease operations in the PRC entirely, our ability to offer, or continue to offer, securities to investors could be significantly limited or completely hindered and the value of our securities might significantly decline or be worthless.

Regulations on Employment laws

Shanghai Xianzhui is subject to laws and regulations governing our relationship with our employees, including: wage and hour requirements, working and safety conditions, citizenship requirements, work permits and travel restrictions. These include local labor laws and regulations, which may require substantial resources for compliance. China's National Labor Law, which became effective on January 1, 1995, and amended on August 27, 2009, and China's National Labor Contract Law, which became effective on January 1, 2008, and amended on December 28, 2012, permit workers in both state and private enterprises in China to bargain collectively. The National Labor Law and the National Labor Contract Law provide for collective contracts to be developed through collaboration between the labor union (or worker representatives in the absence of a union) and management that specify such matters as working conditions, wage scales, and hours of work. The laws also permit workers and employers in all types of enterprises to sign individual contracts, which are to be drawn up in accordance with the collective contract.

Regulations on Intellectual property protection in China

Patent. The PRC has domestic laws for the protection of copyrights, patents, trademarks and trade secrets. The PRC is also signatory to some of the world's major intellectual property conventions, including:

- Convention establishing the World Intellectual Property Organization (WIPO Convention) (June 4, 1980);
- Paris Convention for the Protection of Industrial Property (March 19, 1985);

- Patent Cooperation Treaty (January 1, 1994); and
- The Agreement on Trade-Related Aspects of Intellectual Property Rights (TRIPs) (November 11, 2001).

Patents in the PRC are governed by the China Patent Law and its Implementing Regulations, each of which went into effect in 1985. The China Patent Law has been amended multiple times, with the most recent amendment promulgated in 2020 and becoming effective on June 1, 2021. Its Implementing Regulations were most recently amended in 2023 and became effective on January 20, 2024.

The PRC is signatory to the Paris Convention for the Protection of Industrial Property, in accordance with which any person who has duly filed an application for a patent in one signatory country shall enjoy, for the purposes of filing in the other countries, a right of priority during the period fixed in the convention (12 months for inventions and utility models, and 6 months for industrial designs).

The Patent Law covers three kinds of patents — patents for inventions, utility models and designs. The Chinese patent system adopts the principle of first to file, which means that a patent may be granted only to the person who first files an application. Consistent with international practice, the PRC allows the patenting of inventions or utility models that possess the characteristics of novelty, inventiveness and practical applicability only. For a design to be patentable it cannot be identical with, or similar to, any design which, before the date of filing, has been publicly disclosed in publications in the country or abroad or has been publicly used in the country, and should not be in conflict with any prior right of another.

Copyright. Copyright in the PRC, including copyrighted software, is principally protected under the Copyright Law of the PRC and related rules and regulations. Under the Copyright Law, the term of protection for copyrighted software is 50 years.

Trademark. Registered trademarks are protected under the Trademark Law of the PRC and related rules and regulations. Trademarks are registered with the Trademark Office of the National Intellectual Property Administration (CNIPA). Where registration is sought for a trademark that is identical or similar to another trademark which has already been registered or given preliminary examination and approval for use in the same or similar category of commodities or services, the application for registration of such trademark may be rejected. Trademark registrations are effective for a renewable ten-year period, unless otherwise revoked. The duration of a trademark is 10 years from the date of registration.

Domain names. Domain name registrations are handled through domain name service agencies established under the relevant regulations, and applicants become domain name holders upon successful registration.

Regulations on Tax

PRC Corporate Income Tax

The PRC corporate income tax, or CIT, is calculated based on the taxable income determined under the applicable CIT Law and its implementation rules, which became effective on January 1, 2008 and amended on February 24, 2017. The CIT Law imposes a uniform corporate income tax rate of 25% on all resident enterprises in China, including foreign-invested enterprises.

Uncertainties exist with respect to how the CIT Law applies to the tax residence status of The Company and our offshore subsidiaries. Under the CIT Law, an enterprise established outside of China with a “de facto management body” within China is considered a “resident enterprise,” which means that it is treated in a manner similar to a Chinese enterprise for corporate income tax purposes. Although the implementation rules of the CIT Law define “de facto management body” as a managing body that exercises substantive and overall management and control over the production and business, personnel, accounting books and assets of an enterprise, the only official guidance for this definition currently available is set forth in Circular 82 issued by the State Administration of Taxation, which provides guidance on the determination of the tax residence status of a Chinese-controlled offshore incorporated enterprise, defined as an enterprise that is incorporated under the laws of a foreign country or territory and that has a PRC enterprise or enterprise group as its primary controlling shareholder. Although the Company does not have a PRC enterprise or enterprise group as our primary controlling shareholder and is therefore not a Chinese-controlled offshore incorporated enterprise within the meaning of Circular 82, in the absence of guidance specifically applicable to us, we have applied the guidance set forth in Circular 82 to evaluate the tax residence status of The Company and our subsidiaries organized outside the PRC.

According to Circular 82, a Chinese-controlled offshore incorporated enterprise will be regarded as a PRC tax resident by virtue of having a “de facto management body” in China and will be subject to PRC corporate income tax on its worldwide income only if all of the following criteria are met:

- the primary location of the day-to-day operational management is in the PRC;
- decisions relating to the enterprise’s financial and human resource matters are made or are subject to approval by organizations or personnel in the PRC;
- the enterprise’s primary assets, accounting books and records, company seals, and board and shareholders meeting minutes are located or maintained in the PRC; and
- 50% or more of voting board members or senior executives habitually reside in the PRC.

We do not believe that we meet any of the conditions outlined in the immediately preceding paragraph.

We believe none of our entities outside of China is a PRC resident enterprise for PRC tax purposes. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body.” As all of our management members are based in China, it remains unclear how the tax residency rule will apply to our case. If the PRC tax authorities determine that we or any of our subsidiaries outside of China is a PRC resident enterprise for PRC enterprise income tax purposes, then we or such subsidiary could be subject to PRC tax at a rate of 25% on its world-wide income, which could materially reduce our net income. In addition, we will also be subject to PRC enterprise income tax reporting obligations. Furthermore, if the PRC tax authorities determine that we are a PRC resident enterprise for enterprise income tax purposes, gains realized on the sale or other disposition of our common stock may be subject to PRC tax, at a rate of 10% in the case of non-PRC enterprises or 20% in the case of non-PRC individuals (in each case, subject to the provisions of any applicable tax treaty), if such gains are deemed to be from PRC sources. It is unclear whether non-PRC shareholders of our company would be able to claim the benefits of any tax treaties between their country of tax residence and the PRC in the event that we are treated as a PRC resident enterprise. Any such tax may reduce the returns on your investment in our common stock.

Value-Added Tax and Business Tax

In November 2011, the MOF and the State Administration of Taxation promulgated the Pilot Plan for Imposition of Value-Added Tax to Replace Business Tax. In May and December 2013 and April 2014, the MOF and the State Administration of Taxation promulgated Circular 37, Circular 106 and Circular 43 to further expand the scope of services which are to be subject to Value-Added Tax, or VAT, instead of business tax. Pursuant to these tax rules, from August 1, 2013, VAT will be imposed to replace the business tax in certain service industries, including technology services and advertising services, on a nationwide basis. The VAT rate shall be 17% for sale or importation of goods by a taxpayer. But, unlike business tax, a taxpayer is allowed to offset the qualified input VAT paid on taxable purchases against the output VAT chargeable on the revenue from services provided.

Regulations Relating to Foreign Exchange and Dividend Distribution

Foreign Exchange Regulation

The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations. Under the PRC foreign exchange regulations, payments of current account items, such as profit distributions and trade and service-related foreign exchange transactions, may be made in foreign currencies without prior approval from State Administration of Foreign Exchange (“SAFE”) by complying with certain procedural requirements. By contrast, approval from or registration with appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of foreign currency-denominated loans or foreign currency is to be remitted into China under the capital account, such as a capital increase or foreign currency loans to our PRC subsidiaries.

In November 2012, SAFE promulgated the Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment. Pursuant to this circular, the opening of various special purpose foreign exchange accounts, such as pre-establishment expenses accounts, foreign exchange capital accounts and guarantee accounts, the reinvestment of RMB proceeds by foreign investors in the PRC, and remittance of foreign exchange profits and dividends by a foreign-invested enterprise to its foreign shareholders no longer require the approval or verification of SAFE, and multiple capital accounts for the same entity may be opened in different provinces, which was not possible previously. In addition, SAFE promulgated the Circular on Printing and Distributing the Provisions on Foreign Exchange Administration over Domestic Direct Investment by Foreign Investors and the Supporting Documents in May 2013, which specifies that the administration by SAFE or its local branches over direct investment by foreign investors in the PRC shall be conducted by way of registration and banks shall process foreign exchange business relating to the direct investment in the PRC based on the registration information provided by SAFE and its branches. Furthermore, in February 2015, SAFE promulgated the Notice on Further Simplifying and Improving the Foreign Exchange Management Policies for Direct Investment, or SAFE Circular 13, which took effect in June 2015. Pursuant to SAFE Circular 13, the administrative approval requirements for foreign exchange registration under domestic direct investment and overseas direct investment have been canceled, and qualified banks will directly examine and handle foreign exchange registration under domestic direct investment and overseas direct investment, while SAFE and its branches indirectly supervise the foreign exchange registration via banks.

We typically do not need to use our offshore foreign currency to fund our PRC operations. In the event we need to do so, we will complete the relevant registrations with qualified banks or apply to obtain the relevant approvals of SAFE and other PRC government authorities as necessary.

SAFE Circular 37

SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, on July 4, 2014, which replaced the former circular commonly known as "SAFE Circular 75" promulgated by SAFE on October 21, 2005. SAFE Circular 37 requires PRC residents to register with local branches of SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in SAFE Circular 37 as a "special purpose vehicle." SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as increase or decrease of capital contributed by PRC individuals, share transfer or exchange, merger, division or other material event. In the event that a PRC shareholder holding interests in a special purpose vehicle fails to fulfill the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiary. Furthermore, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls.

We have notified substantial beneficial owners of common stock who we know are PRC residents of their filing obligation. However, we may not be aware of the identities of all our beneficial owners who are PRC residents. In addition, we do not have control over our beneficial owners and cannot assure you that all of our PRC resident beneficial owners will comply with SAFE Circular 37. The failure of our beneficial owners who are PRC residents to register or amend their SAFE registrations in a timely manner pursuant to SAFE Circular 37 or the failure of future beneficial owners of our company who are PRC residents to comply with the registration procedures set forth in SAFE Circular 37 may subject such beneficial owners or our PRC subsidiaries to fines and legal sanctions. Failure to register or amend the registration may also limit our ability to contribute additional capital to our PRC subsidiaries or receive dividends or other distributions from our PRC subsidiaries or other proceeds from disposal of our PRC subsidiaries, or we may be penalized by SAFE.

Share Option Rules

Under the Administration Measures on Individual Foreign Exchange Control issued by the PBOC on December 25, 2006, all foreign exchange matters involved in employee share ownership plans and share option plans in which PRC citizens participate require approval from SAFE or its authorized branch. Pursuant to SAFE Circular 37, PRC residents who participate in share incentive plans in overseas non-publicly-listed companies may submit applications to SAFE or its local branches for the foreign exchange registration with respect to offshore special purpose companies. In addition, under the Notices on Issues concerning the Foreign Exchange Administration for Domestic Individuals Participating in Share Incentive Plans of Overseas Publicly-Listed Companies, or the Share Option Rules, issued by SAFE on February 15, 2012, PRC residents who are granted shares or share options by companies listed on overseas stock exchanges under share incentive plans are required to (i) register with SAFE or its local branches, (ii) retain a qualified PRC agent, which may be a PRC subsidiary of the overseas listed company or another qualified institution selected by the PRC subsidiary, to conduct the SAFE registration and other procedures with respect to the share incentive plans on behalf of the participants, and (iii) retain an overseas institution to handle matters in connection with their exercise of share options, purchase and sale of shares or interests and funds transfers.

Regulation of Dividend Distribution

The principal laws, rules and regulations governing dividend distribution by foreign-invested enterprises in the PRC are the Company Law of the PRC, as amended, the Wholly Foreign-owned Enterprise Law and its implementation regulations and the Chinese-foreign Equity Joint Venture Law and its implementation regulations. Under these laws, rules and regulations, foreign-invested enterprises may pay dividends only out of their accumulated profit, if any, as determined in accordance with PRC accounting standards and regulations. Both PRC domestic companies and wholly-foreign owned PRC enterprises are required to set aside as general reserves at least 10% of their after-tax profit, until the cumulative amount of such reserves reaches 50% of their registered capital. A PRC company is not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

Regulations on Mergers & Acquisitions and Overseas Listings

On August 8, 2006, six PRC regulatory agencies, including the CSRC, MOFCOM, the State-owned Assets Supervision and Administration Commission, the SAT, the State Administration of Industry and Commerce and SAFE, adopted the M&A Rules, which became effective on September 8, 2006, and were amended on June 22, 2009. Foreign investors shall comply with the M&A Rules when they purchase equity interests of a domestic company or subscribe the increased capital of a domestic company, and thus changing the nature of the domestic company into a foreign-invested enterprise, when the foreign investors establish a foreign-invested enterprise in the PRC, purchase the assets of a domestic company and operate the assets, or when the foreign investors purchase the assets of a domestic company, establish a foreign-invested enterprise by injecting such assets, and operate the assets. As for merger and acquisition of a domestic company with a related party relationship by a domestic company, enterprise or natural person in the name of an overseas company legitimately incorporated or controlled by the domestic company, enterprise or natural person, such merger and acquisition shall be subject to examination and approval of MOFCOM. The parties involved shall not use domestic investment by foreign investment enterprises or other methods to circumvent the requirement of examination and approval.

Pursuant to the Manual of Guidance on Administration for Foreign Investment Access, which was issued and became effective on December 18, 2008 by MOFCOM, notwithstanding the fact that (i) the domestic shareholder is connected with the foreign investor or not, or (ii) the foreign investor is the existing shareholder or the new investor, the M&A Rules shall not apply to the transfer of an equity interest in an incorporated foreign-invested enterprise from the domestic shareholder to the foreign investor.

On July 6, 2021, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council jointly issued the Opinions. The Opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies. The Opinions proposed to take effective measures, such as promoting the construction of relevant regulatory systems, to deal with the risks and incidents facing China-based overseas-listed companies and the demand for cybersecurity and data privacy protection.

On February 17, 2023, the China Securities Regulatory Commission, or the CSRC, announced the Circular on the Administrative Arrangements for Filing of Securities Offering and Listing by Domestic Companies, or the Circular, and released a set of new regulations which consists of the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, or the Trial Measures, and five supporting guidelines. On the same date, the CSRC also released the Notice on the Arrangements for the Filing Management of Overseas Listing of Domestic Companies, or the Notice. The Trial Measures came into effect on March 31, 2023. The Trial Measures refine the regulatory system by subjecting both direct and indirect overseas offering and listing activities to the CSRC filing-based administration. Requirements for filing entities, time points and procedures are specified. A PRC domestic company that seeks to offer and list securities in overseas markets shall fulfill the filing procedure with the CSRC per the requirements of the Trial Measures. Where a PRC domestic company seeks to indirectly offer and list securities in overseas markets, the issuer shall designate a major domestic operating entity, which shall, as the domestic responsible entity, file with the CSRC. The Trial Measures also lay out requirements for the reporting of material events. Breaches of the Trial Measures, such as offering and listing securities overseas without fulfilling the filing procedures, shall bear legal liabilities, including a fine between RMB 1.0 million (approximately \$150,000) and RMB 10.0 million (approximately \$1.5 million), and the Trial Measures increase the cost for offenders by enforcing accountability with administrative penalties and incorporating the compliance status of relevant market participants into the Securities Market Integrity Archives.

According to the Circular, since the date of effectiveness of the Trial Measures on March 31, 2023, PRC domestic enterprises falling within the scope of filing that have been listed overseas or met the following circumstances are “existing enterprises”: before the effectiveness of the Trial Measures on March 31, 2023, the application for indirect overseas issuance and listing has been approved by the overseas regulators or overseas stock exchanges (such as the registration statement has become effective on the U.S. market), it is not required to perform issuance and listing supervision procedures of the overseas regulators or overseas stock exchanges, and the overseas issuance and listing will be completed by September 30, 2023. Existing enterprises are not required to file with the CSRC immediately, and filings with the CSRC should be made as required if they involve refinancings and other filing matters. PRC domestic enterprises that have submitted valid applications for overseas issuance and listing but have not been approved by overseas regulatory authorities or overseas stock exchanges at the date of effectiveness of the Trial Measures on March 31, 2023 can reasonably arrange the timing of filing applications with the CSRC and shall complete the filing with the CSRC before the overseas issuance and listing.

In addition, an overseas-listed company must also submit the filing with respect to its follow-on offerings, issuance of convertible corporate bonds and exchangeable bonds, and other equivalent offering activities, within the time frame specified by the Trial Measures.

It is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that because the Company is not a company registered and formed in the territory of China, its continued listing on Nasdaq and future offerings are not “direct overseas offering and listing of domestic enterprises” as defined under the Trial Measures. Furthermore, according to Article 2 of the Trial Measures, the “indirect overseas offering and listing of domestic enterprises” refers to the overseas offering and listing of enterprises whose main business activities are in China, in the name of enterprises registered overseas, which offering and listing are based on the equity, assets, income or other similar rights and interests of the domestic enterprises. According to Article 15 of the Trial Measures, if the issuer meets both of the following conditions, the overseas offerings and listings shall be determined as an “indirect overseas offering and listing of domestic enterprises”: (i) 50% or more of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by domestic enterprises; and; (ii) its major operational activities are carried out in China or its main places of business are located in China, or the senior managers in charge of its business operation and management are mostly Chinese citizens or domiciled in China.

The Company does not meet both the requirements under Article 15 of the Trial Measures and therefore its continued listing on Nasdaq and future offerings are not an “Indirect overseas offering and listing of domestic enterprises”, considering that (i) the operating income and total profit of the Company’s subsidiaries that were established in China for the year ended December 31, 2023 do not account for more than 50% of the operating income and total profit in our consolidated financial statements for the same period, (ii) our main business is not conducted within China, and (iii) the majority of our senior management personnel are not Chinese citizens or reside in China on a regular basis. Therefore, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we are not required to complete the record filing requirement under the Trial Measures. However, if we inadvertently conclude that such filing procedures are not required, or applicable laws, regulations, or interpretations change such that we are required to complete the filing procedures in the future, we may be subject to investigations by the regulators, fines or penalties, ordered to suspend our relevant operations and rectify any non-compliance, prohibited from engaging in relevant business or conducting any offering, and these risks could result in a material adverse change in our operations and/or the value of our common stock, and could significantly limit or completely hinder our ability to offer or continue to offer securities to investors, or cause such securities to significantly decline in value or become worthless.

On February 24, 2023, the CSRC, together with the MOF, National Administration of State Secrets Protection and National Archives Administration of China, revised the Provisions issued by the CSRC and National Administration of State Secrets Protection and National Archives Administration of China in 2009. The revised Provisions were issued under the title the “Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies,” and came into effect on March 31, 2023 together with the Trial Measures. One of the major revisions to the revised Provisions is expanding their application to cover indirect overseas offering and listing, as is consistent with the Trial Measures. The revised Provisions require that, among other things, (a) a domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals or entities, including securities companies, securities service providers, and overseas regulators, any documents and materials that contain state secrets or working secrets of government agencies, shall first obtain approval from competent authorities according to law, and file with the secrecy administrative department at the same level; and (b) a domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals and entities, including securities companies, securities service providers, and overseas regulators, any other documents and materials that, if leaked, will be detrimental to national security or public interest, shall strictly fulfill relevant procedures stipulated by applicable national regulations. Any failure or perceived failure by our Company or our subsidiaries, to comply with the above confidentiality and archives administration requirements under the revised Provisions and other PRC laws and regulations may result in the relevant entities being held legally liable by competent authorities, and referred to the judicial organ to be investigated for criminal liability if suspected of committing a crime.

Regulation on Cybersecurity Review

On December 28, 2021, the CAC, the NDRC, and several other administrations jointly issued the revised Measures for Cybersecurity Review, or the Revised Review Measures, which became effective and has replaced the existing Measures for Cybersecurity Review on February 15, 2022. According to the Revised Review Measures, if an “online platform operator” that is in possession of personal data of more than one million users intends to list in a foreign country, it must apply for a cybersecurity review. Based on a set of Q&A published on the official website of the State Cipher Code Administration in connection with the issuance of the Revised Review Measures, an official of the said administration indicated that an online platform operator should apply for a cybersecurity review prior to the submission of its listing application with non-PRC securities regulators. As the interpretation and implementation of the Revised Review Measures are continuously evolving, uncertainties exist with respect to their application in specific practices. For example, it is unclear whether the requirement of cybersecurity review applies to follow-on offerings by an “online platform operator” that is in possession of personal data of more than one million users where the offshore holding company of such operator is already listed overseas. Furthermore, on September 24, 2024, the State Council promulgated the Regulations on the Network Data Security Management (the “Data Security Management Regulations”), which became effective on January 1, 2025. Pursuant to the Data Security Management Regulations, network data processing activities refer to activities such as the collection, storage, use, processing, transmission, provision, disclosure, and deletion of data. Network data processors refer to individuals or organizations that independently determine the purposes and methods of data processing activities. Network data processors conducting any data processing activities that affect or may affect national security shall undergo national security review in accordance with relevant national regulations. Where it is indeed necessary to transfer any important data collected and generated within the territory of the PRC to an overseas party, the security assessment of outbound data transfer organized by the national cyberspace administration department shall be passed.

It is the opinion of our PRC counsel, Jiangu Junjin Law Firm, that we will not be subject to cybersecurity review with the CAC, given that: (i) Shanghai Xianzhui does not possess and does not anticipate that it will possess a large amount of personal information in our business operations, (ii) data processed in Shanghai Xianzhui’s business does not have a bearing on national security and thus may not be classified as core or important data by the authorities, and (iii) any cross-border data transfers conducted in our ordinary course of business fall under the exemptions provided by the Provisions on Promoting and Regulating Cross-Border Data Flows. In addition, for the same reasons, we are not subject to network data security review by the CAC pursuant to the Data Security Management Regulations. However, the definition of “network platform operator” is unclear and it is also unclear on how it will be interpreted and implemented by the relevant PRC governmental authorities. See “Risk factors — Risk Factors Related to Doing Business in China — Shanghai Xianzhui may become subject to a variety of laws and regulations in the PRC regarding privacy, data security, cybersecurity, and data protection. Shanghai Xianzhui may be required to suspend its business, be liable for improper use or appropriation of personal information provided by our customers or face other penalties.”

Legal Proceedings

From time to time, we may be involved in various claims and legal proceedings arising in the ordinary course of business. None of our Company or our subsidiaries is currently a party to any such claims or proceedings which, if decided adversely to the Company, would either, individually or in the aggregate, have a material adverse effect on our business, financial condition, results of operations or cash flows.

Item 1A. Risk Factors

An investment in our shares of common stock involves a high degree of risk. You should carefully consider the following risk factors, together with the other information contained in this Report, before you decide to buy any of our securities. Any of the following risks could cause our business, results of operations and financial condition to suffer materially, causing the market price of our shares of common stock to decline, in which event you may lose part or all of your investment in our shares of common stock. Additional risks and uncertainties not currently known to us or that we currently do not deem material may also become important factors that may materially and adversely affect our business.

Risks Related to Our Corporate Structure

We may rely on dividends paid by our subsidiaries for our cash needs. Any limitation on the ability of our subsidiaries to make dividend payments to us, or any tax implications of making dividend payments to us, could limit our ability to pay our parent company expenses or pay dividends to holders of our common stock.

GDC may rely on dividends to be paid by our subsidiaries in Nevada and in the PRC, to fund our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders, to service any debt we may incur and to pay our operating expenses.

Under the Nevada Revised Statutes and the Articles of Incorporation and Bylaws of each of GDC and AI Catalysis (a direct subsidiary of GDC), dividends may be declared by the Board of Directors at any regular or special meeting. No distribution may be made if, after giving it effect: (a) such company would not be able to pay its debts as they become due in the usual course of business; or (b) such company's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if such company were to be dissolved immediately after the time of the distribution, to satisfy the preferential rights upon such dissolution of holders of shares of any class or series of the capital stock of such company having preferential rights superior to those receiving the distribution.

Under the laws of the British Virgin Islands, our BVI subsidiary and a direct subsidiary of GDC, Citi Profit, may pay a dividend to GDC out of profit, provided that in no circumstances may a dividend be paid if this would result in Citi Profit being unable to pay its debts due in the ordinary course of business. Under the laws of the British Virgin Islands, our BVI subsidiary, Pallas, may pay a dividend to GDC out of profit, provided that in no circumstances may a dividend be paid if this would result in Pallas being unable to pay its debts due in the ordinary course of business.

Under the laws of Hong Kong, our Hong Kong subsidiary and a direct subsidiary of Citi Profit, Highlight HK, is permitted, to provide funding to Citi Profit through dividends distribution out of its profits. Under the current practices of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of dividends paid to Citi Profit as a British Virgin Islands company.

Under PRC laws and regulations, our PRC subsidiaries, Highlight WFOE (a direct subsidiary of Citi Profit), and Shanghai Xianzhui (a direct subsidiary of Highlight WFOE), may pay dividends only out of their accumulated profits as determined in accordance with PRC accounting standards and regulations. Further, our PRC subsidiaries are required to make appropriations to certain statutory reserve funds or may make appropriations to certain discretionary funds, which are not distributable as cash dividends except in the event of a solvent liquidation of the companies. In addition, a wholly foreign-owned enterprise is required to set aside at least 10% of its accumulated after-tax profits each year, if any, to fund a certain statutory reserve fund, until the aggregate amount of such fund reaches 50% of its registered capital. Remittance of dividends by a wholly foreign-owned enterprise out of China is also subject to examination by the banks designated by the State Administration of Foreign Exchange, or SAFE.

In addition, we expect that revenue, if any, to be generated by our PRC operating subsidiary, Shanghai Xianzhui, will be in Renminbi, which is not freely convertible into other currencies. As a result, any restriction on currency exchange may limit the ability of our PRC operating subsidiary to use its Renminbi revenues to pay dividends to us. To the extent cash or assets in the business is in the PRC/Hong Kong or a PRC/Hong Kong entity, the funds or assets may not be available to fund operations or for other use outside of the PRC/Hong Kong due to interventions in or the imposition of restrictions and limitations on the ability of us or our subsidiaries by the PRC government to transfer cash or assets. Shortages in the availability of foreign currency may temporarily delay the ability of our PRC subsidiaries to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. In view of the foregoing, to the extent cash in our business is held in China or by a PRC entity, such cash may not be available to fund operations or for other use outside of the PRC. The PRC government may continue to strengthen its capital controls, and more restrictions and substantial vetting process may be put forward by SAFE for cross-border transactions falling under both the current account and the capital account. In addition, the Enterprise Income Tax Law and its implementation rules provide that a withholding tax rate of up to 10% will be applicable to dividends payable by Chinese companies to non-PRC-resident enterprises unless otherwise exempted or reduced according to treaties or arrangements between the PRC central government and governments of other countries or regions where the non-PRC resident enterprises are incorporated. Any limitation on the ability of our PRC subsidiaries to pay dividends or make other kinds of payments to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

Under PRC law, Highlight WFOE and Shanghai Xianzhui may be funded through capital contributions by their immediate parent company or loans, subject to satisfaction of applicable government registration and approval requirements. Before providing loans to our PRC subsidiaries, we will be required to make filings about details of the loans with the SAFE in accordance with relevant PRC laws and regulations.

Highlight HK is permitted under the laws of Hong Kong to provide funding to Shanghai Xianzhui through capital contributions or to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of Hong Kong.

Citi Profit is permitted under the laws of the British Virgin Islands to provide funding to Highlight WFOE through capital contributions or to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of the British Virgin Islands.

GDC is permitted under the laws of Nevada to provide funding to Citi Profit and Pallas through capital contributions or to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of the Nevada.

AI Catalysis is permitted under the laws of Nevada to provide funding to other companies within our corporate structure through loans without restrictions on the amount of the funds and such funding is not subject to government registration or filing requirements under the laws of the Nevada.

GDC presently does not maintain any cash management policies which dictate how funds are transferred, however, GDC continues to conduct regular review and management of all its subsidiaries' cash transfers and reports to board of directors.

Prior to September 28, 2022, Makesi IoT Technology (Shanghai) Co., Ltd., a then indirect subsidiary of the Company ("Makesi WFOE"), had a series of contractual arrangement with Sichuan Wuge Network Games Co., Ltd. ("Wuge") and its shareholders that established a variable interest entity (the "VIE") structure. For accounting purposes, Makesi WFOE was the primary beneficiary of Wuge. Accordingly, under accounting principles generally accepted in the United States of America ("U.S. GAAP"), the Company treated Wuge as the consolidated affiliated entity and had consolidated Wuge's financial statements prior to September 28, 2022. Wuge focused its business on research, development and application of Internet of Things (IoT) and electronic tokens Wuge digital door signs. On September 28, 2022, Makesi WFOE entered into a termination agreement with Wuge and the shareholders of Wuge to terminate the VIE Agreements and to cancel the shares previously issued to the shareholders of Wuge, based on the average closing price of \$0.237 per share of the Company during the 30 trading days immediately prior to the date of the termination agreement. As a result of such termination, the Company no longer treats Wuge as a consolidated affiliated entity or consolidates the financial results and balance sheet of Wuge in the Company's consolidated financial statements under U.S. GAAP.

Prior to June 26, 2023, Makesi WFOE had a series of contractual arrangement with Shanghai Yuanma Food and Beverage Management Co., Ltd. (“Yuan Ma”) and its shareholders that established a VIE structure. For accounting purposes, Makesi WFOE was the primary beneficiary of Yuan Ma. Accordingly, under U.S. GAAP, the Company treated Yuan Ma as the consolidated affiliated entity and had consolidated Yuan Ma’s financial results in the Company’s consolidated financial statements prior to June 26, 2023. On June 26, 2023, the Company entered into a share purchase agreement with a buyer unaffiliated with the Company. Pursuant to the agreement, the Company agreed to sell and the buyer agreed to purchase all the issued and outstanding equity interest in TMSR Holdings Limited (“TMSR HK”), which owned 100% equity interest in Makesi WFOE. The purchase price for the transaction contemplated by the Agreement was \$100,000. The sale of TMSR HK did not have any material impact on the Company’s consolidated financial statements.

Prior to September 26, 2023, Highlight WFOE had a series of contractual arrangement with Highlight Media and its shareholders that established a VIE structure. For accounting purposes, Highlight WFOE was the primary beneficiary of Highlight Media. Accordingly, under U.S. GAAP, the Company treated Highlight Media as the consolidated affiliated entity and had consolidated Highlight Media’s financial results in the Company’s financial statements prior to September 26, 2023. Highlight Media was an integrated marketing service agency, focusing on enterprise brand management, crisis public relations, intelligent public opinion monitoring, media PR, financial and economic self-media operation, digital face application, large-scale exhibition services and other businesses. On September 26, 2023, Highlight WFOE entered into a termination agreement with Highlight Media and the shareholders of Highlight Media to terminate the VIE Agreements and sold the interest in the VIE Agreements for a purchase price of \$100,000. As a result of such termination, the Company no longer treats Highlight Media as a consolidated affiliated entity or consolidates the financial results and balance sheet of Highlight Media in the Company’s consolidated financial statements under U.S. GAAP.

As of December 31, 2025 and as of the date of this Report, we do not have a VIE structure.

During the fiscal year ended December 31, 2025, GDC made a cash transfer of \$11,000 to AI Catalysis Corp. Other than this transfer, no other assets were transferred between GDC and its subsidiaries. No amounts owed under any previous VIE agreements were settled. There were no cash transfers to or from the VIEs. GDC did not make any dividends or distributions to U.S. investors.

During the fiscal years ended December 31, 2024, there was no transfer of assets between GDC and its subsidiaries. No amounts owed under any previous VIE agreements were settled. There were no cash transfers to or from the VIEs. GDC did not make any dividends or distributions to U.S. investors.

If our subsidiary incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us. See “Item 1. Business – Asset Transfer between our Company and our Subsidiaries.”

Risks Related to Doing Business in China

PRC regulation of loans to, and direct investments in, PRC entities by offshore holding companies may delay or prevent us from using proceeds from future financing activities to make loans or additional capital contributions to our PRC operating subsidiaries.

In July 2014, SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, which replaces the previous SAFE Circular 75. SAFE Circular 37 requires PRC residents, including PRC individuals and PRC corporate entities, to register with SAFE or its local branches in connection with their direct or indirect offshore investment activities. SAFE Circular 37 is applicable to our shareholders who are PRC residents and may be applicable to any offshore acquisitions that we may make in the future.

Under SAFE Circular 37, PRC residents who make, or have prior to the implementation of SAFE Circular 37 made, direct or indirect investments in offshore special purpose vehicles, or SPVs, are required to register such investments with SAFE or its local branches. In addition, any PRC resident who is a direct or indirect shareholder of an SPV, is required to update its registration with the local branch of SAFE with respect to that SPV, to reflect any material change. Moreover, any subsidiary of such SPV in China is required to urge the PRC resident shareholders to update their registration with the local branch of SAFE to reflect any material change. If any PRC resident shareholder of such SPV fails to make the required registration or to update the registration, the subsidiary of such SPV in China may be prohibited from distributing its profits or the proceeds from any capital reduction, share transfer or liquidation to the SPV, and the SPV may also be prohibited from making additional capital contributions into its subsidiaries in China. In February, 2015, SAFE promulgated a Notice on Further Simplifying and Improving Foreign Exchange Administration Policy on Direct Investment, or SAFE Notice 13. Under SAFE Notice 13, applications for foreign exchange registration of inbound foreign direct investments and outbound direct investments, including those required under SAFE Circular 37, must be filed with qualified banks instead of SAFE. Qualified banks should examine the applications and accept registrations under the supervision of SAFE. We have used our best efforts to notify PRC residents or entities who directly or indirectly hold shares in GD Culture Group Limited and who are known to us as being PRC residents to complete the foreign exchange registrations. However, we may not be informed of the identities of all the PRC residents or entities holding direct or indirect interest in our company, nor can we compel our beneficial owners to comply with SAFE registration requirements. We cannot assure you that all other shareholders or beneficial owners of ours who are PRC residents or entities have complied with, and will in the future make, obtain or update any applicable registrations or approvals required by, SAFE regulations. Failure by such shareholders or beneficial owners to comply with SAFE regulations, or failure by us to amend the foreign exchange registrations of our PRC subsidiaries, could subject us to fines or legal sanctions, restrict our overseas or cross-border investment activities, and limit our PRC subsidiaries' ability to make distributions or pay dividends to us or affect our ownership structure, which could adversely affect our business and prospects.

Furthermore, as these foreign exchange and outbound investment related regulations are relatively new and their interpretation and implementation has been constantly evolving, it is unclear how these regulations, and any future regulation concerning offshore or cross-border investments and transactions, will be interpreted, amended and implemented by the relevant government authorities. For example, we may be subject to a more stringent review and approval process with respect to our foreign exchange activities, such as remittance of dividends and foreign-currency-denominated borrowings, which may adversely affect our financial condition and results of operations. We cannot assure you that we have complied or will be able to comply with all applicable foreign exchange and outbound investment related regulations. In addition, if we decide to acquire a PRC domestic company, we cannot assure you that we or the owners of such company, as the case may be, will be able to obtain the necessary approvals or complete the necessary filings and registrations required by the foreign exchange regulations. This may restrict our ability to implement our acquisition strategy and could adversely affect our business and prospects.

We may finance our subsidiaries by means of loans or capital contributions. Any capital contributions or loans that we, as an offshore entity, make to our Company's PRC operating subsidiary, Shanghai Xianzhui, are subject to the above PRC regulations. We may not be able to obtain necessary government registrations or approvals on a timely basis, if at all. If we fail to obtain such approvals or make such registration, our ability to make equity contributions or provide loans to our Company's PRC subsidiaries, including Shanghai Xianzhui, or to fund their operations may be negatively affected, which may adversely affect their liquidity and ability to fund their working capital and expansion projects and meet their obligations and commitments. As a result, our liquidity and our ability to fund and expand our business may be negatively affected.

Changes in China's economic, political or social conditions or government policies could have a material adverse effect on our business and results of operations.

While the majority of the Company's operation is in the United States, all of Shanghai Xianzhui's operations and assets are located in China. Accordingly, Shanghai Xianzhui's business, prospects, financial condition and results of operations may be influenced to a significant degree by political, economic and social conditions in China generally and by continued economic growth in China as a whole.

The Chinese economy differs from the economies of most developed countries in many respects, including the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. Although the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the government. In addition, the Chinese government continues to play a significant role in regulating industry development by imposing industrial policies. The Chinese government also exercises significant control over China's economic growth through allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, and providing preferential treatment to particular industries or companies.

While the Chinese economy has experienced significant growth over the past decades, growth has been uneven, both geographically and among various sectors of the economy. The Chinese government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures may benefit the overall Chinese economy, but may have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations. In addition, in the past the Chinese government has implemented certain measures, including interest rate increases, to control the pace of economic growth. These measures may cause decreased economic activity in China, and since 2012, China's economic growth has slowed down. Any prolonged slowdown in the Chinese economy may reduce the demand for our products and services and materially and adversely affect our business and results of operations.

Under the Enterprise Income Tax Law, we may be classified as a "Resident Enterprise" of China. Such classification will likely result in unfavorable tax consequences to us and our non-PRC stockholders.

The PRC Enterprise Income Tax Law, or the EIT Law, and its implementing rules both became effective on January 1, 2008, and were most recently amended in 2018 and 2019, respectively. Under the EIT Law, an enterprise established outside of China with "de facto management bodies" within China is considered a "resident enterprise," meaning that it can be treated in a manner similar to a Chinese enterprise for enterprise income tax purposes. The implementing rules of the EIT Law define de facto management as "substantial and overall management and control over the production and operations, personnel, accounting, and properties" of the enterprise.

On April 22, 2009, the State Administration of Taxation of China issued the Notice Concerning Relevant Issues Regarding Cognizance of Chinese Investment Controlled Enterprises Incorporated Offshore as Resident Enterprises pursuant to Criteria of de facto Management Bodies, or the Notice, further interpreting the application of the EIT Law and its implementation to offshore entities controlled by a Chinese enterprise or group. Pursuant to the Notice, an enterprise incorporated in an offshore jurisdiction and controlled by a Chinese enterprise or group will be classified as a "non-domestically incorporated resident enterprise" if (i) its senior management in charge of daily operations reside or perform their duties mainly in China; (ii) its financial or personnel decisions are made or approved by bodies or persons in China; (iii) its substantial assets and properties, accounting books, corporate stamps, board and stockholder minutes are kept in China; and (iv) all of its directors with voting rights or senior management reside in China. A resident enterprise would be subject to an enterprise income tax rate of 25% on its worldwide income and must pay a withholding tax at a rate of 10% when paying dividends to its non-PRC stockholders. Because substantially all of our operations and senior management are located within the PRC and are expected to remain so for the foreseeable future, we may be considered a PRC resident enterprise for enterprise income tax purposes and therefore subject to the PRC enterprise income tax at the rate of 25% on its worldwide income. However, it remains unclear as to whether the Notice is applicable to an offshore enterprise controlled by a Chinese natural person. Therefore, it is unclear how tax authorities will determine tax residency based on the facts of each case.

If the PRC tax authorities determine that we are a "resident enterprise" for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. First, we may be subject to the enterprise income tax at a rate of 25% on our worldwide taxable income as well as PRC enterprise income tax reporting obligations. In our case, this would mean that income such as non-China source income would be subject to PRC enterprise income tax at a rate of 25%. Currently, we do not have any non-China source income. However, under the EIT Law and its implementing rules, dividends paid to us from our PRC subsidiaries would be deemed as "qualified investment income between resident enterprises" and therefore qualify as "tax-exempt income" pursuant to clause 26 of the EIT Law. Second, it is possible that future guidance issued with respect to the new "resident enterprise" classification could result in a situation in which the dividends we pay with respect to our common stock, or the gain our non-PRC shareholders may realize from the transfer of our common stock, may be treated as PRC-sourced income and may therefore be subject to a 10% PRC withholding tax. The EIT Law and its implementing regulations are, however, relatively new and ambiguities exist with respect to the interpretation and identification of PRC-sourced income, and the application and assessment of withholding taxes. If we are required under the EIT Law and its implementing regulations to withhold PRC income tax on dividends payable to our non-PRC shareholders, or if non-PRC stockholders are required to pay PRC income tax on gains on the transfer of their common stock, our business could be negatively impacted and the value of your investment may be materially reduced. Further, if we were treated as a "resident enterprise" by PRC tax authorities, we would be subject to taxation in both China and such countries in which we have taxable income, and our PRC tax may not be creditable against such other taxes.

We must comply with the Foreign Corrupt Practices Act and Chinese anti-corruption laws.

We are required to comply with the United States Foreign Corrupt Practices Act, or FCPA, which prohibits US companies from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. Foreign companies, including some of our competitors, are not subject to these prohibitions. The PRC also strictly prohibits bribery of government officials. Certain of our suppliers are owned by the PRC government and our dealings with them are likely to be considered to be with government officials for these purposes. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices occur from time-to-time in China. It is our policy to prohibit our employees, and to discourage our agents, representatives and consultants, from engaging in such practices. If our competitors engage in these practices, they may receive preferential treatment from personnel of some companies, giving our competitors an advantage in securing business or from government officials who might give them priority in obtaining new licenses, which would put us at a disadvantage. Our employees, agents, representatives and consultants may not always be subject to our control. If any of them violates FCPA or other anti-corruption law, we might be held responsible. We could suffer severe penalties in that event. In addition, the US government may seek to hold us liable for successor liability FCPA violations committed by companies in which we invest or which we acquire.

Uncertainties in the interpretation and enforcement of PRC laws and regulations and changes in policies, rules, and regulations in China could limit the legal protection available to you and us.

The PRC legal system is based on written statutes. Unlike common law systems, it is a system in which legal cases have limited value as precedents. In the late 1970s, the PRC government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. The legislation over the past three decades has significantly increased the protection afforded to various forms of foreign or private-sector investment in China. Shanghai Xianzhui is subject to various PRC laws and regulations generally applicable to companies in China. Since these laws and regulations are relatively new and the PRC legal system continues to rapidly evolve, however, the interpretations of many laws, regulations, and rules are not always uniform and enforcement of these laws, regulations, and rules involve uncertainties.

From time to time, we may have to resort to administrative and court proceedings to enforce our legal rights. Since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, however, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy in the PRC legal system than in more developed legal systems. Furthermore, the PRC legal system is based in part on government policies, internal rules, and regulations that may have retroactive effect and the interpretation and implementation of which may continuously evolve. As a result, Shanghai Xianzhui may not be aware of its violation of these policies and rules until sometime after the violation. Such uncertainties, including uncertainties over the scope and effect of the contractual, property (including intellectual property), and procedural rights, and any failure to respond to changes in the regulatory environment in China could materially and adversely affect Shanghai Xianzhui's business and impede Shanghai Xianzhui's ability to continue its operations.

Our business may be materially and adversely affected if our PRC subsidiaries declare bankruptcy or become subject to a dissolution or liquidation proceeding.

The Enterprise Bankruptcy Law of the PRC, or the Bankruptcy Law, came into effect on June 1, 2007. The Bankruptcy Law provides that an enterprise will be liquidated if the enterprise fails to settle its debts as and when they fall due and if the enterprise's assets are, or are demonstrably, insufficient to clear such debts.

Shanghai Xianzhui holds certain assets that are important to our business operations. If Shanghai Xianzhui undergoes a voluntary or involuntary liquidation proceeding, unrelated third-party creditors may claim rights to some or all of these assets, thereby hindering our ability to operate our business, which could materially and adversely affect Shanghai Xianzhui's business, financial condition and results of operations.

According to SAFE's Notice of the State Administration of Foreign Exchange on Further Improving and Adjusting Foreign Exchange Administration Policies for Direct Investment, effective on 17 December 2012, and the Provisions for Administration of Foreign Exchange Relating to Inbound Direct Investment by Foreign Investors, effective May 13, 2013, if any of our PRC subsidiaries undergoes a voluntary or involuntary liquidation proceeding, prior approval from SAFE for remittance of foreign exchange to our shareholders abroad is no longer required, but we still need to conduct a registration process with the SAFE local branch. It is not clear whether "registration" is a mere formality or involves the kind of substantive review process undertaken by SAFE and its relevant branches in the past.

Given the PRC government's role in regulating industrial development, the evolving regulatory framework could result in a material change in the operations of Shanghai Xianzhui and/or the value of our common stock.

The PRC government has continuous oversight over the regulatory framework of various industries and may guide and regulate operations in accordance with laws and regulations to further macroeconomic and societal goals, which could result in a material change in the operations of Shanghai Xianzhui and/or the value of our common stock.

The Chinese government has recently published new policies that significantly affected certain industries such as the education and Internet industries, and we cannot rule out the possibility that it will in the future release regulations or policies regarding our industry that could adversely affect the business, financial condition, and results of operations of Shanghai Xianzhui. Furthermore, if China adopts more stringent standards with respect to certain areas such as environmental protection or corporate social responsibilities, Shanghai Xianzhui may incur increased compliance costs or become subject to additional restrictions in their operations. Certain areas of the law in China, including intellectual property rights and confidentiality protections, may also not be as effective as in the United States or other countries. In addition, we cannot predict the effects of future developments in the PRC legal system on the business operations of Shanghai Xianzhui, including the promulgation of new laws, or changes to existing laws or the interpretation or enforcement thereof. These uncertainties could limit the legal protections available to us and our investors, including you.

The Chinese government exerts substantial influence over the manner in which we must conduct our business activities. We are currently not required to obtain approval from Chinese authorities to list on U.S. exchanges, however, if Shanghai Xianzhui or GDC were required to obtain approval in the future and were denied permission from Chinese authorities to list on U.S. exchanges, we will not be able to continue listing on U.S. exchange and the value of our common stock may significantly decline or become worthless, which would materially affect the interest of the investors.

The PRC government plays a significant role in regulating industrial development and shaping the macroeconomic environment through implementing relevant policies. Under the current government leadership, the government of the PRC has been pursuing reform policies which have adversely affected China-based operating companies whose securities are listed in the United States, with significant policies changes being made from time to time without notice. There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including, but not limited to, the laws and regulations governing our business, or the enforcement and performance of our contractual arrangements with borrowers in the event of the imposition of statutory liens, bankruptcy or criminal proceedings. Our ability to operate in China may be harmed by changes in its laws and regulations, including those relating to taxation, environmental regulations, land use rights, property and other matters. The central or local governments of these jurisdictions may impose new, stricter regulations or interpretations of existing regulations that would require additional expenditures and efforts on our part to ensure our compliance with such regulations or interpretations. Accordingly, government actions and the implementation of economic policies in the future could have a significant effect on economic conditions in China or particular regions thereof, and could require us to divest ourselves of any interest we then hold in Chinese properties.

Given recent statements by the Chinese government indicating an intent to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers, any such action could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or become worthless.

The General Office of the Central Committee of the Communist Party of China and the General Office of the State Council jointly issued the Opinions on Severely Cracking Down on Illegal Securities Activities According to Law, or the Opinions, which was made available to the public on July 6, 2021. The Opinions emphasized the need to strengthen the administration over illegal securities activities, and the need to strengthen the supervision over overseas listings by Chinese companies. Effective measures, such as promoting the construction of relevant regulatory systems, will be taken to deal with the risks and incidents of China-concept overseas listed companies. As of the date of this Report, we have not received any inquiry, notice, warning, or sanctions from PRC government authorities in connection with the Opinions.

On June 10, 2021, the Standing Committee of the National People's Congress of China, or the SCNPC, promulgated the PRC Data Security Law, which took effect in September 2021. The PRC Data Security Law imposes data security and privacy obligations on entities and individuals carrying out data activities, and introduces a data classification and hierarchical protection system based on the importance of data in economic and social development, and the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, illegally acquired or used. The PRC Data Security Law also provides for a national security review procedure for data activities that may affect national security and imposes export restrictions on certain data an information.

On August 17, 2021, the State Council promulgated the Regulations on the Protection of the Security of Critical Information Infrastructure, or the Regulations, which took effect on September 1, 2021. The Regulations supplement and specify the provisions on the security of critical information infrastructure as stated in the Cybersecurity Review Measures. The Regulations provide, among others, that protection department of certain industry or sector shall notify the operator of the critical information infrastructure in time after the identification of certain critical information infrastructure.

On August 20, 2021, the SCNPC promulgated the Personal Information Protection Law of the PRC, or the Personal Information Protection Law, which took effect on November 1, 2021. As the first systematic and comprehensive law specifically for the protection of personal information in the PRC, the Personal Information Protection Law provides, among others, that (i) an individual's consent shall be obtained to use sensitive personal information, such as biometric characteristics and individual location tracking, (ii) personal information operators using sensitive personal information shall notify individuals of the necessity of such use and impact on the individual's rights, and (iii) where personal information operators reject an individual's request to exercise his or her rights, the individual may file a lawsuit with a People's Court.

On February 17, 2023, the CSRC released the Trial Measures and five supporting guidelines, which came into effect on March 31, 2023. Pursuant to the Trial Measures, domestic companies that seek to offer or list securities overseas, both directly and indirectly, should fulfill the filing procedures and report relevant information to the CSRC. If a domestic company fails to complete the filing procedures or conceals any material fact or falsifies any major content in its filing documents, such domestic company may be subject to administrative penalties by the CSRC, such as order to rectify, warnings, fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly liable persons may also be subject to administrative penalties, such as warnings and fines. As a listed company, we believe that neither the Company nor the PRC subsidiaries are required to fulfill filing procedures with the CSRC to continue to offer our securities, or continue listing on the Nasdaq Capital Market, considering that (i) the operating income and total profit of the Company's subsidiaries that were established in China for the year ended December 31, 2023 do not account for more than 50% of the operating income and total profit in our consolidated financial statements for the same period, (ii) our main business is not conducted within China, and (iii) the majority of our senior management personnel are not Chinese citizens or reside in China on a regular basis. Therefore, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we are not required to complete the record filing requirement under the Trial Measures. However, there are substantial uncertainties regarding the interpretation and application of the M&A Rules, other PRC Laws and future PRC laws and regulations, and there can be no assurance that any governmental agency will not take a view that is contrary to or otherwise different from our belief stated herein. See "Risk Factors - Risk Factors Relating to Doing Business in China - The CSRC has released the Trial Measures. With such rules in effect, , the PRC regulatory authorities may enhance supervision and administration over offerings that are conducted overseas and foreign investment in China-based issuers, which could significantly limit or completely hinder our ability to continue to offer our securities to investors and could cause the value of our securities to significantly decline or become worthless."

As such, the Company's businesses may be subject to various government and regulatory interference in the provinces in which they operate. The Company could be subject to regulation by various political and regulatory entities, including various local and municipal agencies and government subdivisions. The Company may incur increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. The Chinese government may intervene or influence our operations at any time with little advance notice, which could result in a material change in our operations and in the value of our common stock. Any actions by the Chinese government to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or become worthless.

Furthermore, it is uncertain when and whether the Company will be required to obtain permission from the PRC government to list on U.S. exchanges in the future, and even when such permission is obtained, whether it will be denied or rescinded. Although the Company is currently not required to obtain permission from any of the PRC federal or local government to obtain such permission and has not received any denial to list on the U.S. exchange, our operations could be adversely affected, directly or indirectly, by existing or future laws and regulations relating to its business or industry. As a result, our common stock may decline in value dramatically or even become worthless should we become subject to new requirement to obtain permission from the PRC government to list on U.S. exchange in the future.

Fluctuations in exchange rates could adversely affect our business and the value of our securities.

Changes in the value of the RMB against the U.S. dollar are affected by, among other things, changes in China's political and economic conditions. Any significant revaluation of the RMB may have a material adverse effect on our revenues and financial condition, and the value of, and any dividends payable on our shares in U.S. dollar terms. For example, to the extent that we need to convert U.S. dollars we receive from our public offering into RMB for our operations, appreciation of the RMB against the U.S. dollar would have an adverse effect on RMB amount we would receive from the conversion. Conversely, if we decide to convert our RMB into U.S. dollars for the purpose of paying dividends on our common stock or for other business purposes, appreciation of the U.S. dollar against the RMB would have a negative effect on the U.S. dollar amount available to us. In addition, fluctuations of the RMB against other currencies may increase or decrease the cost of imports and exports, and thus affect the price-competitiveness of our products against products of foreign manufacturers or products relying on foreign inputs.

Since July 2005, the RMB is no longer pegged to the U.S. dollar. Although the People's Bank of China regularly manages the foreign exchange market to prevent significant short-term fluctuations in the exchange rate, the RMB may appreciate or depreciate significantly in value against the U.S. dollar in the medium to long term. Moreover, it is possible that in the future PRC authorities may lift restrictions on fluctuations in the RMB exchange rate and lessen its management in the foreign exchange market.

Increases in labor costs in the PRC may adversely affect our business and results of operations.

The currently effective PRC Labor Contract Law, or the Labor Contract Law was first adopted on June 29, 2007 and later amended on December 28, 2012. The PRC Labor Contract Law has reinforced the protection of employees who, under the Labor Contract Law, have the right, among others, to have written employment contracts, to enter into employment contracts with no fixed term under certain circumstances, to receive overtime wages and to terminate or alter terms in labor contracts. Furthermore, the Labor Contract Law sets forth additional restrictions and increases the costs involved with dismissing employees. To the extent that we need to significantly reduce our workforce, the Labor Contract Law could adversely affect our ability to do so in a timely and cost-effective manner, and our results of operations could be adversely affected. In addition, for employees whose employment contracts include noncompetition terms, the Labor Contract Law requires us to pay monthly compensation after such employment is terminated, which will increase our operating expenses.

We expect that our labor costs, including wages and employee benefits, will continue to increase. Unless we are able to pass on these increased labor costs to our customers by increasing the prices of our products and services, our financial condition and results of operations would be materially and adversely affected.

PRC regulations relating to offshore investment activities by PRC residents may limit our PRC subsidiaries' ability to increase their registered capital or distribute profits to us or otherwise expose us or our PRC resident beneficial owners to liability and penalties under PRC law.

In July 2014, SAFE promulgated the Circular on Issues Concerning Foreign Exchange Administration over the Overseas Investment and Financing and Roundtrip Investment by Domestic Residents via Special Purpose Vehicles, or "Circular 37". According to Circular 37 and subsequent regulations, prior registration with qualified banks is required for Chinese residents to contribute domestic assets or interests to offshore companies, known as Special Purpose Vehicles ("SPVs"). Circular 37 further requires amendment to a PRC resident's registration in the event of any significant changes with respect to the SPV, such as an increase or decrease in the capital contributed by PRC individuals, share transfer or exchange, merger, division, or other material event. Further, foreign investment enterprises established by way of round-tripping shall complete the relevant foreign exchange registration formalities pursuant to the prevailing foreign exchange control provisions for direct investments by foreign investors, and disclose the relevant information such as actual controlling party of the shareholders truthfully.

We may not be informed of the identities of all the PRC residents or entities holding direct or indirect interest in our company, nor can we compel our beneficial owners to comply with SAFE registration requirements. As a result, we cannot assure you that all of our shareholders or beneficial owners who are PRC residents or entities have complied with, and will in the future make or obtain any applicable registrations or approvals required by, SAFE regulations. Failure by such shareholders or beneficial owners to comply with SAFE regulations, or failure by us to amend the foreign exchange registrations of our PRC subsidiaries, could subject us to fines or legal sanctions, restrict our overseas or cross-border investment activities, limit Highlight WFOE's ability to make distributions or pay dividends to us or affect our ownership structure, which could adversely affect our business and prospects.

Shanghai Xianzhui may become subject to a variety of laws and regulations in the PRC regarding privacy, data security, cybersecurity, and data protection. Shanghai Xianzhui may be required to suspend its business, be liable for improper use or appropriation of personal information provided by our customers and face other penalties.

Shanghai Xianzhui may become subject to a variety of laws and regulations in the PRC regarding privacy, data security, cybersecurity, and data protection. These laws and regulations are continuously evolving and developing. The scope and interpretation of the laws that are or may be applicable to us are often uncertain and may be conflicting, particularly with respect to foreign laws. In particular, there are numerous laws and regulations regarding privacy and the collection, sharing, use, processing, disclosure, and protection of personal information and other user data. Such laws and regulations often vary in scope, may be subject to differing interpretations, and may be inconsistent among different jurisdictions.

We expect to obtain information about various aspects of our operations as well as regarding our employees and third parties. We also maintain information about various aspects of our operations as well as regarding our employees. The integrity and protection of our customer, employee and company data is critical to our business. Our customers and employees expect that we will adequately protect their personal information. We are required by applicable laws to keep strictly confidential the personal information that we collect, and to take adequate security measures to safeguard such information.

The PRC Criminal Law, as amended by its Amendment 7 (effective on February 28, 2009), and Amendment 9 (effective on November 1, 2015), Amendment 10 (effective on November 4, 2017) and Amendment 11 (effective on March 1, 2021), prohibits institutions, companies and their employees from selling or otherwise illegally disclosing a citizen's personal information obtained during the course of performing duties or providing services or obtaining such information through theft or other illegal ways.

On November 7, 2016, the Standing Committee of the PRC National People's Congress issued the Cyber Security Law of the PRC, or Cyber Security Law, which became effective on June 1, 2017. Pursuant to the Cyber Security Law, network operators must not, without users' consent, collect their personal information, and may only collect users' personal information necessary to provide their services. Providers are also obliged to provide security maintenance for their products and services and shall comply with provisions regarding the protection of personal information as stipulated under the relevant laws and regulations.

Furthermore, the Personal Information Protection Law (PIPL) promulgated by the Standing Committee of the NPC, which became effective on November 1, 2021, sets forth the fundamental rules for the processing of personal information, emphasizing the principles of legality, propriety, necessity, and good faith.

The Civil Code of the PRC (issued by the PRC National People's Congress on May 28, 2020 and effective from January 1, 2021) provides main legal basis for privacy and personal information infringement claims under the Chinese civil laws. PRC regulators, including the CAC, MIIT, and the Ministry of Public Security have been increasingly focused on regulation in the areas of data security and data protection.

In April 2020, the CAC and certain other PRC regulatory authorities promulgated the Cybersecurity Review Measures, which became effective in June 2020. Pursuant to the Cybersecurity Review Measures, operators of critical information infrastructure must pass a cybersecurity review when purchasing network products and services which do or may affect national security. On June 10, 2021, the Standing Committee of the NPC promulgated the PRC Data Security Law, which took effect on September 1, 2021. The Data Security Law also sets forth the data security protection obligations for entities and individuals handling personal data, including that no entity or individual may acquire such data by stealing or other illegal means, and the collection and use of such data should not exceed the necessary limits. The costs of compliance with, and other burdens imposed by, Cyber Security Law and any other cybersecurity and related laws may limit the use and adoption of our products and services and could have an adverse impact on our business. On January 4, 2022, thirteen PRC regulatory agencies, namely, the CAC, the NDRC, the Ministry of Industry and Information Technology, the Ministry of Public Security, the Ministry of State Security, the MOF, MOFCOM, SAMR, CSRC, the People's Bank of China, the National Radio and Television Administration, National Administration of State Secrets Protection and the National Cryptography Administration, jointly adopted and published the Measures for Cybersecurity Review (2021), which became effective on February 15, 2022. The Measures for Cybersecurity Review (2021) required that, among others, in addition to "operator of critical information infrastructure" any "operator of network platform" holding personal information of more than one million users which seeks to list in a foreign stock exchange should also be subject to cybersecurity review.

On July 10, 2021, the CAC issued a revised draft of the Measures for Cybersecurity Review for public comments (the “Review Measures”), and on December 28, 2021, the CAC, the NDRC, and several other administrations jointly issued the revised Measures for Cybersecurity Review, or the Revised Review Measures, which became effective and has replaced the existing Measures for Cybersecurity Review on February 15, 2022. According to the Revised Review Measures, if an “online platform operator” that is in possession of personal data of more than one million users intends to list in a foreign country, it must apply for a cybersecurity review. Based on a set of Q&A published on the official website of the State Cipher Code Administration in connection with the issuance of the Revised Review Measures, an official of the said administration indicated that an online platform operator should apply for a cybersecurity review prior to the submission of its listing application with non-PRC securities regulators. As the interpretation and implementation of the Revised Review Measures are continuously evolving, uncertainties exist with respect to their application in specific practices. For example, it is unclear whether the requirement of cybersecurity review applies to follow-on offerings by an “online platform operator” that is in possession of personal data of more than one million users where the offshore holding company of such operator is already listed overseas. Furthermore, on September 24, 2024, the State Council promulgated the Regulations on the Network Data Security Management (the “Data Security Management Regulations”), which became effective on January 1, 2025. Pursuant to the Data Security Management Regulations, network data processing activities refer to activities such as the collection, storage, use, processing, transmission, provision, disclosure, and deletion of data. Network data processors refer to individuals or organizations that independently determine the purposes and methods of data processing activities. Network data processors conducting any data processing activities that affect or may affect national security shall undergo national security review in accordance with relevant national regulations.

It is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we will not be subject to cybersecurity review with the CAC, given that: (i) Shanghai Xianzhui does not possess and does not anticipate that it will possess a large amount of personal information in our business operations, (ii) data processed in Shanghai Xianzhui’s business does not have a bearing on national security and thus may not be classified as core or important data by the authorities, and (iii) any cross-border data transfers conducted in our ordinary course of business fall under the exemptions provided by the Provisions on Promoting and Regulating Cross-Border Data Flows. In addition, for the same reasons, we are not subject to network data security review by the CAC pursuant to the Data Security Management Regulations. In addition, for the same reasons, we are not subject to network data security review by the CAC if the Draft Regulations on the Network Data Security Administration are enacted as proposed. However, the definition of “network platform operator” is unclear and it is also unclear on how it will be interpreted and implemented by the relevant PRC governmental authorities.

In addition, an overseas-listed company must also submit the filing with respect to its follow-on offerings, issuance of convertible corporate bonds and exchangeable bonds, and other equivalent offering activities, within the time frame specified by the Trial Measures.

It is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that because the Company is not a company registered and formed in the territory of China, its continued listing on Nasdaq and future offerings are not “direct overseas offering and listing of domestic enterprises” as defined under the Trial Measures. Furthermore, according to Article 2 of the Trial Measures, the “indirect overseas offering and listing of domestic enterprises” refers to the overseas offering and listing of enterprises whose main business activities are in China, in the name of enterprises registered overseas, which offering and listing are based on the equity, assets, income or other similar rights and interests of the domestic enterprises. According to Article 15 of the Trial Measures, if the issuer meets both of the following conditions, the overseas offerings and listings shall be determined as an “indirect overseas offering and listing of domestic enterprises”: (i) 50% or more of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by domestic enterprises; and; (ii) its major operational activities are carried out in China or its main places of business are located in China, or the senior managers in charge of its business operation and management are mostly Chinese citizens or domiciled in China.

The Company does not meet both the requirements under Article 15 of the Trial Measures and therefore its continued listing on Nasdaq and future offerings are not an “Indirect overseas offering and listing of domestic enterprises”, considering that (i) the operating income and total profit of the Company’s subsidiaries that were established in China for the year ended December 31, 2023 do not account for more than 50% of the operating income and total profit in our consolidated financial statements for the same period, (ii) our main business is not conducted within China, and (iii) the majority of our senior management personnel are not Chinese citizens or reside in China on a regular basis. Therefore, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we are not required to complete the record filing requirement under the Trial Measures. However, if we inadvertently conclude that such filing procedures are not required, or applicable laws, regulations, or interpretations change such that we are required to complete the filing procedures in the future, we may be subject to investigations by the regulators, fines or penalties, ordered to suspend our relevant operations and rectify any non-compliance, prohibited from engaging in relevant business or conducting any offering, and these risks could result in a material adverse change in our operations and/or the value of our common stock, and could significantly limit or completely hinder our ability to offer or continue to offer securities to investors, or cause such securities to significantly decline in value or become worthless.

We cannot assure you that PRC regulatory agencies, including the CAC, would take the same view as we do, and there is no assurance that we can fully or timely comply with such laws. In the event that we are subject to any mandatory cybersecurity review and other specific actions required by the CAC, we face uncertainty as to whether any clearance or other required actions can be timely completed, or at all. Given such uncertainty, we may be further required to suspend our relevant business, shut down our website, or face other penalties, which could materially and adversely affect our business, financial condition, and results of operations.

As of the date of this Report, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that our PRC operating subsidiaries have received all requisite permissions or approvals to operate the business and no such permissions or approvals have been denied. It is also the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that except for the business license mentioned in “Item 1. Business – Governmental Regulations in the PRC – Regulations on Business License” in this Report, our PRC operating subsidiaries are not required to obtain any other permissions or approvals from any Chinese authorities to operate the business. It is the further opinion of our PRC counsel, Jiangsu Junjin Law Firm, that under currently effective PRC laws and regulations, we are not required to obtain permission or complete filing procedures with any PRC authorities to issue securities to foreign investors, and we have not received any inquiry, notice, warning, sanction, or any regulatory objection from the CSRC, the CAC, or any other PRC authorities that have jurisdiction over our operations. See “Item 1. Business – Governmental Regulations in the PRC – Regulations on Mergers & Acquisitions and Overseas Listings” and “– Regulations on Cybersecurity Review” in this Report. However, the interpretation and implementation of applicable laws and regulations are continuously evolving, and new laws or regulations may be introduced to impose additional government approval, license, and permit requirements. If (i) we or our subsidiaries do not receive or maintain all such required permissions or approvals to operate our business, (ii) we or our subsidiaries inadvertently conclude that such permissions or approvals are not required, or (iii) applicable laws, regulations, or interpretations change and we are required to obtain such permissions or approvals in the future, we may face sanctions, including fines and penalties, by the CAC, CSRC, or other PRC regulatory agencies, our PRC subsidiaries’ ability to pay dividends outside of the PRC could be limited, our operations could be adversely affected, directly or indirectly, we could be required to restructure our operations to comply with such regulations or potentially cease operations in the PRC entirely, our ability to offer, or continue to offer, securities to investors could be significantly limited or completely hindered and the value of our securities might significantly decline or be worthless.

The CSRC has released the Trial Measures. With such rules in effect, the PRC regulatory authorities may enhance supervision and administration over offerings that are conducted overseas and foreign investment in China-based issuers, which could significantly limit or completely hinder our ability to continue to offer our securities to investors and could cause the value of our securities to significantly decline or become worthless.

On February 17, 2023, the China Securities Regulatory Commission, or the CSRC, announced the Circular on the Administrative Arrangements for Filing of Securities Offering and Listing by Domestic Companies, or the Circular, and released a set of new regulations which consists of the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, or the Trial Measures, and five supporting guidelines. On the same date, the CSRC also released the Notice on the Arrangements for the Filing Management of Overseas Listing of Domestic Companies, or the Notice. The Trial Measures came into effect on March 31, 2023. The Trial Measures refine the regulatory system by subjecting both direct and indirect overseas offering and listing activities to the CSRC filing-based administration. Requirements for filing entities, time points and procedures are specified. A PRC domestic company that seeks to offer and list securities in overseas markets shall fulfill the filing procedure with the CSRC per the requirements of the Trial Measures. Where a PRC domestic company seeks to indirectly offer and list securities in overseas markets, the issuer shall designate a major domestic operating entity, which shall, as the domestic responsible entity, file with the CSRC. The Trial Measures also lay out requirements for the reporting of material events. Breaches of the Trial Measures, such as offering and listing securities overseas without fulfilling the filing procedures, shall bear legal liabilities, including a fine between RMB 1.0 million (approximately \$150,000) and RMB 10.0 million (approximately \$1.5 million), and the Trial Measures increase the cost for offenders by enforcing accountability with administrative penalties and incorporating the compliance status of relevant market participants into the Securities Market Integrity Archives.

According to the Circular, since the date of effectiveness of the Trial Measures on March 31, 2023, PRC domestic enterprises falling within the scope of filing that have been listed overseas or met the following circumstances are “existing enterprises”: before the effectiveness of the Trial Measures on March 31, 2023, the application for indirect overseas issuance and listing has been approved by the overseas regulators or overseas stock exchanges (such as the registration statement has become effective on the U.S. market), it is not required to perform issuance and listing supervision procedures of the overseas regulators or overseas stock exchanges, and the overseas issuance and listing will be completed by September 30, 2023. Existing enterprises are not required to file with the CSRC immediately, and filings with the CSRC should be made as required if they involve refinancings and other filing matters. PRC domestic enterprises that have submitted valid applications for overseas issuance and listing but have not been approved by overseas regulatory authorities or overseas stock exchanges at the date of effectiveness of the Trial Measures on March 31, 2023 can reasonably arrange the timing of filing applications with the CSRC and shall complete the filing with the CSRC before the overseas issuance and listing.

In addition, an overseas-listed company must also submit the filing with respect to its follow-on offerings, issuance of convertible corporate bonds and exchangeable bonds, and other equivalent offering activities, within the time frame specified by the Trial Measures.

It is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that because the Company is not a company registered and formed in the territory of China, its continued listing on Nasdaq and future offerings are not “direct overseas offering and listing of domestic enterprises” as defined under the Trial Measures. Furthermore, according to Article 2 of the Trial Measures, the “indirect overseas offering and listing of domestic enterprises” refers to the overseas offering and listing of enterprises whose main business activities are in China, in the name of enterprises registered overseas, which offering and listing are based on the equity, assets, income or other similar rights and interests of the domestic enterprises. According to Article 15 of the Trial Measures, if the issuer meets both of the following conditions, the overseas offerings and listings shall be determined as an “indirect overseas offering and listing of domestic enterprises”: (i) 50% or more of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by domestic enterprises; and (ii) its major operational activities are carried out in China or its main places of business are located in China, or the senior managers in charge of its business operation and management are mostly Chinese citizens or domiciled in China.

The Company does not meet both the requirements under Article 15 of the Trial Measures and therefore its continued listing on Nasdaq and future offerings are not an “Indirect overseas offering and listing of domestic enterprises”, considering that (i) the operating income and total profit of the Company’s subsidiaries that were established in China for the year ended December 31, 2023 do not account for more than 50% of the operating income and total profit in our consolidated financial statements for the same period, (ii) our main business is not conducted within China, and (iii) the majority of our senior management personnel are not Chinese citizens or reside in China on a regular basis. Therefore, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that we are not required to complete the record filing requirement under the Trial Measures. However, if we inadvertently conclude that such filing procedures are not required, or applicable laws, regulations, or interpretations change such that we are required to complete the filing procedures in the future, we may be subject to investigations by the regulators, fines or penalties, ordered to suspend our relevant operations and rectify any non-compliance, prohibited from engaging in relevant business or conducting any offering, and these risks could result in a material adverse change in our operations and/or the value of our common stock, and could significantly limit or completely hinder our ability to offer or continue to offer securities to investors, or cause such securities to significantly decline in value or become worthless.

If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve the matter which could harm our business operations, listing and future offerings and our reputation and could result in a loss of your investment in our common stock, especially if such matter cannot be addressed and resolved favorably.

Recently, U.S. public companies that have substantially all of their operations in China, have been the subject of intense scrutiny, criticism and negative publicity by investors, financial commentators and regulatory agencies, such as the SEC. Much of the scrutiny, criticism and negative publicity has centered around financial and accounting irregularities, a lack of effective internal controls over financial accounting, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. As a result of the scrutiny, criticism and negative publicity, the publicly traded stock of many U.S. listed Chinese companies has sharply decreased in value and, in some cases, has become virtually worthless. Many of these companies are now subject to shareholder lawsuits and SEC enforcement actions and are conducting internal and external investigations into the allegations. It is not clear what effect this sector-wide scrutiny, criticism and negative publicity will have on our Company, our business and listing and future offerings. If we become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we will have to expend significant resources to investigate such allegations and/or defend the Company. This situation may be a major distraction to our management. If such allegations are not proven to be groundless, our Company and business operations will be severely hampered and your investment in our common stock could be rendered worthless.

The recent joint statement by the SEC and PCAOB, proposed rule changes submitted by Nasdaq, and the HFCAA all call for additional and more stringent criteria to be applied to emerging market companies upon assessing the qualification of their auditors, especially the non-U.S. auditors who are not inspected by the PCAOB. These developments could add uncertainties to our offering.

On April 21, 2020, SEC Chairman Jay Clayton and PCAOB Chairman William D. Duhnke III, along with other senior SEC staff, released a joint statement highlighting the risks associated with investing in companies based in or have substantial operations in emerging markets including China. The joint statement emphasized the risks associated with lack of access for the PCAOB to inspect auditors and audit work papers in China and higher risks of fraud in emerging markets.

On May 18, 2020, Nasdaq filed three proposals with the SEC to (i) apply minimum offering size requirement for companies primarily operating in “Restrictive Market”, (ii) adopt a new requirement relating to the qualification of management or board of director for Restrictive Market companies, and (iii) apply additional and more stringent criteria to an applicant or listed company based on the qualifications of the company’s auditors.

On May 20, 2020, the U.S. Senate passed the HFCAA requiring a foreign company to certify it is not owned or controlled by a foreign government if the PCAOB is unable to audit specified reports because the company uses a foreign auditor not subject to PCAOB inspection. If the PCAOB is unable to inspect the company’s auditors for three consecutive years, the issuer’s securities are prohibited to trade on a national securities exchange or in the over the counter trading market in the U.S. On December 2, 2020, the U.S. House of Representatives approved the HFCAA. On December 18, 2020, the HFCAA was signed into law.

On March 24, 2021, the SEC announced that it had adopted interim final amendments to implement congressionally mandated submission and disclosure requirements of the Act. The interim final amendments will apply to registrants that the SEC identifies as having filed an annual report on Forms 10-K, 20-F, 40-F or N-CSR with an audit report issued by a registered public accounting firm that is located in a foreign jurisdiction and that the PCAOB has determined it is unable to inspect or investigate completely because of a position taken by an authority in that jurisdiction. The SEC will implement a process for identifying such a registrant and any such identified registrant will be required to submit documentation to the SEC establishing that it is not owned or controlled by a governmental entity in that foreign jurisdiction, and will also require disclosure in the registrant’s annual report regarding the audit arrangements of, and governmental influence on, such a registrant.

On June 22, 2021, the U.S. Senate passed the Accelerating Holding Foreign Companies Accountable Act, and on December 29, 2022, the Consolidated Appropriations Act was signed into law by President Biden, which contained, among other things, an identical provision to the Accelerating Holding Foreign Companies Accountable Act and amended the HFCAA by requiring the SEC to prohibit an issuer’s securities from trading on any U.S. stock exchanges if its auditor is not subject to PCAOB inspections for two consecutive years instead of three, thus reducing the time period for triggering the prohibition on trading.

On December 2, 2021, the SEC issued amendments to finalize rules implementing the submission and disclosure requirements in the HFCAA. The rules apply to registrants that the SEC identifies as having filed an annual report with an audit report issued by a registered public accounting firm that is located in a foreign jurisdiction and that PCAOB is unable to inspect or investigate completely because of a position taken by an authority in foreign jurisdictions.

On December 16, 2021, PCAOB announced the PCAOB Holding Foreign Companies Accountable Act determinations (the “PCAOB determinations”) relating to the PCAOB’s inability to inspect or investigate completely registered public accounting firms headquartered in mainland China of the PRC or Hong Kong, a Special Administrative Region and dependency of the PRC, because of a position taken by one or more authorities in the PRC or Hong Kong.

On August 26, 2022, the PCAOB signed a Statement of Protocol with the China Securities Regulatory Commission and the Ministry of Finance of the PRC, taking the first step toward opening access for the PCAOB to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong completely, consistent with U.S. law. The Statement of Protocol gives the PCAOB sole discretion to select the firms, audit engagements and potential violations it inspects and investigates and put in place procedures for PCAOB inspectors and investigators to view complete audit work papers with all information included and for the PCAOB to retain information as needed. In addition, the Statement of Protocol grants the PCAOB direct access to interview and take testimony from all personnel associated with the audits the PCAOB inspects or investigates. While significant, uncertainties still exist as to how the Statement of Protocol will be implemented and whether the applicable parties will comply with the framework.

On December 15, 2022, the PCAOB determined that the PCAOB was able to secure complete access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong and voted to vacate its previous determinations to the contrary. However, should PRC authorities obstruct or otherwise fail to facilitate the PCAOB’s access in the future, the PCAOB will consider the need to issue a new determination.

The lack of access to the PCAOB inspection in certain emerging markets prevents the PCAOB from fully evaluating audits and quality control procedures of the auditors based in those emerging markets. As a result, the investors may be deprived of the benefits of such PCAOB inspections. The inability of the PCAOB to conduct inspections of auditors in certain emerging markets makes it more difficult to evaluate the effectiveness of these accounting firms’ audit procedures or quality control procedures as compared to auditors outside of those emerging markets that are subject to the PCAOB inspections, which could cause existing and potential investors in our shares to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

Our previous auditor, HTL International, LLC, the independent registered public accounting firm that issued the audit report for the fiscal year ended December 31, 2024, which is registered with the PCAOB (PCAOB ID: 7000), is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with applicable professional standards. Our current auditor, GGF, the independent registered public accounting firm that issued the audit report included in our Annual Report, which is registered with the PCAOB (PCAOB ID: 2729), is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with applicable professional standards. If it is later determined that the PCAOB is unable to inspect or investigate our auditors completely, investors may be deprived of the benefits of such inspection. Any audit reports not issued by auditors that are completely inspected by the PCAOB, or a lack of PCAOB inspections of audit work undertaken in China that prevents the PCAOB from regularly evaluating our auditors’ audits and their quality control procedures, could result in a lack of assurance that our financial statements and disclosures are adequate and accurate. Moreover, if trading in our securities is prohibited under the HFCAA in the future because the PCAOB determines that it cannot inspect or fully investigate our auditor at such future time, an exchange may determine to delist our securities.

However, these recent developments would add uncertainties to our listing and future offerings, and we cannot assure you whether Nasdaq or regulatory authorities would apply additional and more stringent criteria to us after considering the effectiveness of our auditor’s audit procedures and quality control procedures, adequacy of personnel and training, or sufficiency of resources, geographic reach or experience as it relates to the audit of our financial statements. In the event it is later determined that the PCAOB is unable to inspect or investigate completely the Company’s auditor because of a position taken by an authority in a foreign jurisdiction, then such lack of inspection could cause trading in the Company’s securities to be prohibited under the HFCAA, and ultimately result in a determination by a securities exchange to delist the Company’s securities.

The M&A Rules and certain other PRC regulations establish complex procedures for some acquisitions of Chinese companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.

The Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors, or the M&A Rules, adopted by six PRC regulatory agencies in August 2006 and amended in 2009, and some other regulations and rules concerning mergers and acquisitions established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time consuming and complex, including requirements in some instances that the MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. For example, the M&A Rules require that MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise, if (i) any important industry is concerned, (ii) such transaction involves factors that impact or may impact national economic security, or (iii) such transaction will lead to a change in control of a domestic enterprise which holds a famous trademark or PRC time-honored brand. Moreover, the Anti-Monopoly Law promulgated by the SCNPC effective in 2008 requires that transactions which are deemed concentrations and involve parties with specified turnover thresholds (i.e., during the previous fiscal year, (i) the total global turnover of all operators participating in the transaction exceeds RMB 12 billion and at least two of these operators each had a turnover of more than RMB 800 million within China, or (ii) the total turnover within China of all the operators participating in the concentration exceeded RMB 4 billion, and at least two of these operators each had a turnover of more than RMB 800 million within China) must be cleared by the State Administration for Market Regulation (SAMR, which has taken over the anti-monopoly review function from MOFCOM) before they can be completed.

Moreover, the Anti-Monopoly Law requires that the MOFCOM shall be notified in advance of any concentration of undertaking if certain thresholds are triggered. In addition, the security review rules issued by the MOFCOM that became effective in September 2011 specify that mergers and acquisitions by foreign investors that raise “national defense and security” concerns and mergers and acquisitions through which foreign investors may acquire de facto control over domestic enterprises that raise “national security” concerns are subject to strict review by the MOFCOM, and the rules prohibit any activities attempting to bypass a security review, including by structuring the transaction through a proxy or contractual control arrangement. In the future, we may grow our business by acquiring complementary businesses. Complying with the requirements of the above-mentioned regulations and other relevant rules to complete such transactions could be time consuming, and any required approval processes, including obtaining approval from the MOFCOM or its local counterparts may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

If Shanghai Xianzhui fails to maintain the requisite licenses and approvals required under PRC law, our business, financial condition and results of operations may be materially and adversely affected.

As of the date of this Report, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that our PRC operating subsidiaries have received all requisite permissions or approvals to operate the business and no such permissions or approvals have been denied. It is also the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that except for the business license mentioned in “Item 1. Business – Governmental Regulations in the PRC – Regulations on Business License” in this Report, our PRC operating subsidiaries are not required to obtain any other permissions or approvals from any Chinese authorities to operate the business. It is the further opinion of our PRC counsel, Jiangsu Junjin Law Firm, that no relevant PRC laws or regulations in effect require that we obtain permission from any PRC authorities to issue securities to foreign investors, and we have not received any inquiry, notice, warning, sanction, or any regulatory objection from the CSRC, the CAC, or any other PRC authorities that have jurisdiction over our operations. See “Item 1. Business – Governmental Regulations in the PRC – Regulations on Mergers & Acquisitions and Overseas Listings” and “– Regulations on Cybersecurity Review” in this Report. However, applicable laws and regulations may be tightened, and new laws or regulations may be introduced to impose additional government approval, license, and permit requirements. If (i) we or our subsidiaries do not receive or maintain all such required permissions or approvals to operate our business, (ii) we or our subsidiaries inadvertently conclude that such permissions or approvals are not required, or (iii) applicable laws, regulations, or interpretations change and we are required to obtain such permissions or approvals in the future, we may face sanctions, including fines and penalties, by the CAC, CSRC, or other PRC regulatory agencies, our PRC subsidiaries’ ability to pay dividends outside of the PRC could be limited, our operations could be adversely affected, directly or indirectly, we could be required to restructure our operations to comply with such regulations or potentially cease operations in the PRC entirely, our ability to offer, or continue to offer, securities to investors could be significantly limited or completely hindered and the value of our securities might significantly decline or be worthless.

We conduct part of our operations in China. As such, the PRC government may exercise significant oversight and discretion over the conduct of our operating subsidiaries’ business and may guide and regulate their operations in accordance with relevant laws and regulations, which could result in a material change in their operations and/or the value of our ordinary shares. The interpretation and implementation of the policies, regulations, rules, and the enforcement of laws of the PRC government may continuously evolve. Therefore, our assertions and beliefs of the risk imposed by the PRC legal and regulatory system cannot be certain.

GDC conducts its operations and operates its business in both United States and China by itself and through its subsidiaries, AI Catalysis Corp., a Nevada corporation, and Shanghai Xianzhui Technology Co., Ltd., a company incorporated in China. The majority of the Company’s operation is in the United States. As of the date of this Report, we are not materially affected by recent statements by the PRC government indicating an intention to enhance supervision and administration over offerings that are conducted overseas and/or foreign investment in China-based issuers. However, due to certain long arm provisions in the current PRC laws and regulations, there remains regulatory uncertainty with respect to the implementation and interpretation of laws in the PRC. The PRC government may choose to exercise significant oversight and discretion, and the regulations to which our operating subsidiaries are subject may continuously evolve and with little notice to us and our operating subsidiaries or our shareholders. As a result, the application, interpretation, and enforcement of new and existing laws and regulations in the PRC are often uncertain. In addition, these laws and regulations may be interpreted and applied inconsistently by different agencies or authorities, and inconsistently with our and our operating subsidiaries’ current policies and practices. New laws, regulations, and other government directives in the PRC may also be costly to comply with, and such compliance or any associated inquiries or investigations or any other government actions may:

- delay or impede our operating subsidiaries’ development;
- result in negative publicity or increase our operating subsidiaries’ operating costs;

- require significant management time and attention; and
- subject our operating subsidiaries to remedies, administrative penalties and even criminal liabilities that may harm our operating subsidiaries' business, including fines assessed for our operating subsidiaries' current or historical operations, or demands or orders that our operating subsidiaries modify or even cease our operating subsidiaries' business practices.

We are aware that the PRC government initiates regulatory actions and statements to regulate business operations in certain areas in the PRC from time to time, including enhancing supervision over illegal activities in the securities market, enhancing supervision over China-based companies listed overseas, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement.

Since these statements and regulatory actions are new, it is highly uncertain how soon the PRC legislative or administrative regulation making bodies will respond or what existing or new laws or regulations or detailed implementations and interpretations will be modified or promulgated, if any, or what the potential impact that any such modified or new laws and regulations would have on our operating subsidiaries' daily business operation, the ability to accept foreign investments and list on an U.S. or other foreign exchange.

The PRC government may regulate our operating subsidiaries' operations and may enhance supervision over offerings conducted overseas and foreign investment in China-based issuers, which may result in a material change in our operating subsidiaries' operations and/or the value of our ordinary shares. Any legal or regulatory changes that restrict or otherwise unfavorably impact our operating subsidiaries' ability to conduct their business could decrease demand for their services, reduce revenues, increase costs, require our operating subsidiaries to obtain more licenses, permits, approvals or certificates, or subject them to additional liabilities. To the extent any new or more stringent measures are implemented, our operating subsidiaries' business, financial condition and results of operations could be adversely affected, and the value of our ordinary shares could decrease or become worthless.

If the PRC government chooses to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China based issuers, such action may significantly limit or completely hinder our ability to offer or continue to offer ordinary shares to investors and cause the value of our ordinary shares to significantly decline or be worthless.

Recent statements by the PRC government have indicated an intent to exert more oversight and control over offerings conducted overseas and/or over foreign investments in China-based issuers. On July 6, 2021, the General Office of the Communist Party of China Central Committee and the General Office of the State Council jointly issued a document to crack down on illegal activities in the securities market and promote the high-quality development of the capital market, which, among other things, requires the relevant governmental authorities to strengthen cross-border oversight of law-enforcement and judicial cooperation, to enhance supervision over China-based companies listed overseas, and to establish and improve the system of extraterritorial application of the PRC securities laws.

On February 17, 2023, the CSRC issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises, or the Trial Measures, which became effective on March 31, 2023. See “—The CSRC has released the Trial Measures for Administration of Overseas Securities Offerings and Listings by Domestic Companies (the “Trial Measures”). With such rules in effect, the PRC regulatory authorities may enhance supervision and administration over offerings that are conducted overseas and foreign investment in China-based issuers, which could significantly limit or completely hinder our ability to continue to offer our securities to investors and could cause the value of our securities to significantly decline or become worthless.”

On December 28, 2021, the CAC, the NDRC, and several other administrations jointly adopted and published the Revised Review Measures, which came into effect on February 15, 2022. See “— Shanghai Xianzhui may become subject to a variety of laws and regulations in the PRC regarding privacy, data security, cybersecurity, and data protection. Shanghai Xianzhui may be required to suspend its business, be liable for improper use or appropriation of personal information provided by our customers and face other penalties.”

As of the date of this Report, it is the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that our PRC operating subsidiaries have received all requisite permissions or approvals to operate the business and no such permissions or approvals have been denied. It is also the opinion of our PRC counsel, Jiangsu Junjin Law Firm, that except for the business license mentioned in “Item 1. Business – Governmental Regulations in the PRC – Regulations on Business License” in this Report, our PRC operating subsidiaries are not required to obtain any other permissions or approvals from any Chinese authorities to operate the business. It is the further opinion of our PRC counsel, Jiangsu Junjin Law Firm, that no relevant PRC laws or regulations in effect require that we obtain permission from any PRC authorities to issue securities to foreign investors, and we have not received any inquiry, notice, warning, sanction, or any regulatory objection from the CSRC, the CAC, or any other PRC authorities that have jurisdiction over our operations. See “Item 1. Business – Governmental Regulations in the PRC – Regulations on Mergers & Acquisitions and Overseas Listings” and “– Regulations on Cybersecurity Review” in this Report. However, applicable laws and regulations may be tightened, and new laws or regulations may be introduced to impose additional government approval, license, and permit requirements. If (i) we or our subsidiaries do not receive or maintain all such required permissions or approvals to operate our business, (ii) we or our subsidiaries inadvertently conclude that such permissions or approvals are not required, or (iii) applicable laws, regulations, or interpretations change and we are required to obtain such permissions or approvals in the future, we may face sanctions, including fines and penalties, by the CAC, CSRC, or other PRC regulatory agencies, our PRC subsidiaries’ ability to pay dividends outside of the PRC could be limited, our operations could be adversely affected, directly or indirectly, we could be required to restructure our operations to comply with such regulations or potentially cease operations in the PRC entirely, our ability to offer, or continue to offer, securities to investors could be significantly limited or completely hindered and the value of our securities might significantly decline or be worthless.

The unwinding and disposal of our previous VIE structure may not be liability-free and we may be deemed to be in violation of PRC laws regulating our industry and operations.

We cannot assure you that the unwinding and disposal of the VIE structures in the PRC will not give rise to dispute or liability. We cannot guarantee that we will not continue to be subject to PRC regulatory inspection and/or review, especially when there remains significant uncertainty as to the scope and manner of the regulatory enforcement. If we become subject to regulatory inspection and/or review by the CSRC, the CAC or other PRC authorities, or are required by them to take any specific actions, it could cause suspension or termination of the future offering of our securities, disruptions to our operations, result in negative publicity regarding our company, and divert our managerial and financial resources.

Risks Related to Our Business and Industry

If we are unable to continuously entice TikTok users to participate in our live streaming channels and increase their spending on our platforms, including e-commerce, it could have significant consequences on our business and operational results.

To increase user spending, we must diversify our e-commerce product catalog, increase the frequency of live streaming sessions, and collaborate with key opinion leaders (KOLs) to increase product sales. If we fail to attract new TikTok users or increase their average spending, it could have a significant negative impact on our business, financial stability, and operational performance.

The success of our business relies on the brand recognition of our subsidiary, AI Catalysis. Failing to maintain and improve this recognition could have consequences for our business prospects.

Our success heavily relies on the market recognition of our brands and reputation. As our subsidiary, AI Catalysis, was recently incorporated in 2023, it lacks significant market familiarity. Therefore, our ability to enhance and maintain brand recognition depends on various factors, some of which are beyond our control. Allocating excessive resources to marketing and promotional efforts could have a significant and negative impact on our business and operational results. Additionally, any negative publicity about our company, products, services, or content offerings could decrease customer and user interest, which could adversely affect our business and operational performance.

If we are unable to effectively implement our growth strategies, it could have a negative impact on our profitability and significantly harm our business and operational results.

Our current strategy for business growth involves expanding our product offerings, as well as increasing the number of live streamers and their unique styles. This will allow us to increase the frequency of live broadcasts, making it easier for TikTok users to discover our live streams at any time, whether during peak or off-peak hours, and encourage them to make purchases within our live streams.

However, recruiting new live streamers requires careful due diligence and numerous steps. This can be challenging, whether recruiting locally in the United States or internationally, as we must ensure they meet our high live streaming standards and can work with our schedules. Similarly, introducing new products on the e-commerce side requires research, quality control, international logistics, listing, video creation, and promotional efforts, all of which take time. Both aspects of our business are subject to external factors that can extend our timelines. Prolonged timelines can impede our business growth and potentially reduce our sales.

Competition in our business segments poses a significant threat, and if we are unable to compete effectively, we risk losing our market share or failing to gain additional market share, which could adversely affect our profitability.

Currently, the competition among users engaged in live-streaming e-commerce on TikTok is not particularly intense. This is because the TikTok e-commerce and live-streaming sectors have been operational for less than a year, making them relatively new markets. In comparison to many Asian countries, competition on TikTok is not as fierce at this stage.

However, it is undeniable that more users and capital will increasingly enter these two sectors in the future. We are not only contending with competition from similar ventures on the TikTok platform but also facing competition from e-commerce platforms outside of TikTok, striving to capture market share.

Furthermore, many TikTok users have not yet developed the habit of online shopping on the TikTok platform. This factor adds complexity to our initial efforts in establishing brand recognition.

We have engaged in collaborations with business partners, and we may pursue further collaborations and strategic partnerships in the future. However, there is no guarantee that we will realize the benefits of these collaborations or that they will be successful.

We are actively pursuing strategic partnerships and collaborations with business entities that we believe will improve our competitiveness and promote business growth. However, the expected revenue and cost synergies from both current and future collaborations and partnerships may not materialize as anticipated. Additionally, our involvement in the emerging industry sector, characterized by developing technologies and nascent collaborative networks, introduces greater uncertainties. If our business collaborations prove unsuccessful, it could have a negative impact on our business prospects and operational results.

Our significant Bitcoin holdings expose us to price volatility and regulatory uncertainty, which could materially and adversely affect our financial condition.

The Company holds a significant amount of Bitcoin as a long-term digital asset reserve. Bitcoin is a highly volatile asset whose market price can fluctuate rapidly and substantially over short periods of time. The value of Bitcoin is influenced by a variety of factors, many of which are beyond the Company's control, including market demand and supply, investor sentiment, macroeconomic conditions, regulatory developments, technological changes, and activities of large market participants. As a result, the market value of the Company's Bitcoin holdings may experience significant declines. Any substantial decrease in the price of Bitcoin could materially and adversely affect the Company's financial condition, results of operations, and the value of its assets.

In addition, digital assets such as Bitcoin are subject to evolving and uncertain regulatory frameworks in the United States and other jurisdictions. Governments and regulatory authorities may adopt new laws, regulations, or policies that restrict or otherwise adversely affect the acquisition, ownership, transfer, custody, or use of digital assets. Regulatory developments could also impact the operation of digital asset exchanges, custodians, or other market infrastructure on which the Company relies. Any such regulatory changes may limit the Company's ability to hold, transfer, or realize value from its Bitcoin holdings, which could materially and adversely affect the Company's business and financial condition.

The Company does not currently generate revenues from its core business operations, and there is no guarantee that the Company will generate any revenues in the future. The Company's ability to continue as a going concern is dependent upon its ability to raise additional capital and generate revenues, and there can be no assurance that such capital or revenues will be available on acceptable terms, or at all.

We have not generated operating revenues and our ability to continue as a going concern depends on our ability to raise capital and generate future revenues.

The Company does not currently generate revenues from its core business operations and has not established a history of recurring operating income. There can be no assurance that the Company will be able to successfully commercialize its business model, develop revenue-generating products or services, or otherwise generate revenues in the future. The Company's prospects must be considered in light of the risks, uncertainties, expenses, and challenges frequently encountered by companies in the early stages of development, including the need to build operational infrastructure, attract customers, compete effectively, and manage growth.

The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and, ultimately, to generate sufficient revenues to achieve profitability and positive cash flows from operations. The Company may seek to raise capital through equity offerings, debt financings, or other arrangements. However, there can be no assurance that additional capital will be available on acceptable terms, if at all. If the Company is unable to secure adequate funding or generate revenues as anticipated, it may be required to significantly curtail or cease operations, which could materially and adversely affect its business, financial condition, and results of operations.

We may encounter infringement claims by third parties for information on or linked to our platforms, which could disrupt our normal business operations, manage our reputation and cause us to incur substantial legal costs.

When engaging in brand and product promotion on TikTok, we often collaborate with other KOLs on the platform who feature our products or brand in their videos. However, during this process, we cannot guarantee that they will not inadvertently misrepresent our products. Furthermore, if these KOLs engage in any form of misconduct or infringement, it may indirectly impact our brand reputation, and the extent of this damage is difficult to quantify. Any significant loss has the potential to harm our reputation, result in financial losses, or ultimately affect our operations.

Our reputation and operations may be adversely impacted by employee misconduct.

There is a risk of employee misconduct, which includes failure to comply with government regulations, engaging in unauthorized activities, misrepresenting our products in marketing activities, and improper use of product information. Employee misconduct could damage our reputation, which could significantly impact our business. We may not be able to prevent employee misconduct, and the measures we take to prevent and deter it may not be effective.

We do not have insurance coverage.

We do not have insurance coverage. We have evaluated the risks associated with potential business disruptions, liabilities, loss or damage to our fixed assets (such as equipment and office furniture), the associated insurance costs, and the challenges of obtaining such coverage on commercially reasonable terms. Based on this assessment, it is not commercially practical for us to secure comprehensive insurance coverage for these risks. These circumstances could adversely impact our financial results.

We may be unable to gain any significant market acceptance for our products and services or be unable to establish a significant market presence.

Our growth strategy is substantially dependent upon our ability to market our intended products and services successfully to prospective clients. Our intended products and services may not achieve significant market acceptance. If acceptance is achieved, it may not be sustained for any significant period of time. Failure of our intended products and services to achieve or sustain market acceptance could have a material adverse effect on our business, financial conditions and the results of our operations.

There is risk of e-commerce fraud, and if that occurs, it could have a negative impact on our profitability and significantly harm our business and operational results.

Online retailers are subject to risk of e-commerce fraud. To mitigate this ongoing threat, prioritizing fraud prevention measures is crucial. These measures may include routine security audits, the implementation of an Address Verification Service (AVS), and the use of Hypertext Transfer Protocol Secure (HTTPS). E-commerce fraud is evolving, with fraudsters employing more sophisticated methods. The growth in the e-commerce fraud detection and prevention market reflects the increasing urgency in addressing this risk. The e-commerce fraud is a multifaceted risk that demands constant attention. We may need to prevent and to mitigate this persistent threat, protecting our financial interests and the trust of their customers, and if the fraud occurs, it could have a negative impact on our profitability and significantly harm our business and operational results.

Given our significant reliance on the TikTok platform for various business functions, including inventory management, client services, and live streaming channels for both of our e-commerce and, any downtime experienced by TikTok could significantly impact our operations.

In the ever-evolving digital landscape, where businesses heavily depend on various online platforms, the risk of platform downtime looms as a substantial concern.

Our company has cultivated a significant reliance on the TikTok platform, which serves as the backbone for a multitude of our critical business functions. These functions encompass inventory management, client services, and the live streaming channels that underpin both our e-commerce activities and live streaming. Consequently, any downtime experienced by TikTok, whether due to planned maintenance or unforeseen technical issues, can significantly impact our operations.

AI technologies are constantly evolving. Any flaws or inappropriate usage of AI Technologies could have negative impact on our business and reputation.

AI technologies are constantly evolving. Any flaws or inappropriate usage of AI technologies, whether actual or perceived, whether intended or inadvertent, whether committed by us or by other third parties, could have negative impact on our business, reputation and the general acceptance of AI solutions by society.

The industries in which we operate are characterized by constant changes, including rapid technological evolution, frequent introductions of new solutions, continual shifts in users demands and constant emergence of new industry standards and practices. Thus, our success will depend, in part, on our ability to respond to these changes in a cost-effective and timely manner. We need to constantly anticipate the emergence of new technologies and assess their market acceptance.

Our financial and operating performance may be adversely affected by general economic conditions, natural catastrophic events, epidemics, and public health crises that impact the virtual content production industry.

Our operating results will be subject to fluctuations based on general economic conditions, in particular those conditions that impact the metaverse industry. Deterioration in economic conditions could cause decreases in both volume and reduce and/or negatively impact our short-term ability to grow our revenues. Further, any decreased collectability of accounts receivable or early termination of agreements due to deterioration in economic conditions could negatively impact our results of operations.

Our business is subject to the impact of natural catastrophic events such as earthquakes, floods or power outages, political crises such as terrorism or war, and public health crises, such as disease outbreaks, epidemics, or pandemics in the U.S. and global economies, our markets and business locations.

Similarly, natural disasters, wars (including the potential of war), terrorist activity (including threats of terrorist activity), social unrest and heightened travel security measures instituted in response, and travel-related accidents, as well as geopolitical uncertainty and international conflict, will affect travel volume and may in turn have a material adverse effect on our business and results of operations. In addition, we may not be adequately prepared in contingency planning or recovery capability in relation to a major incident or crisis, and as a result, our operational continuity may be adversely and materially affected, which in turn may harm our reputation.

As a “smaller reporting company” under applicable law, we will be subject to lessened disclosure requirements. Such reduced disclosure may make our common stock less attractive to investors.

For as long as we remain an “smaller reporting company” as defined in Rule 405 of the Securities Act and Item 10 of the Regulation S-K, we will elect to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “smaller reporting companies”, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and the ability to include only two years of audited financial statements and only two years of related management’s discussion and analysis of financial condition and results of operations disclosure. Because of these lessened regulatory requirements, our stockholders would be left without information or rights available to stockholders of more mature companies. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

Any cybersecurity-related attack, significant data breach or disruption of the information technology systems, infrastructure, network, third-party processors or platforms on which we rely could damage our reputation and adversely affect our business and financial results.

Our operations rely on information technology systems for the use, storage and transmission of sensitive and confidential information with respect to our customers, our employees and other third parties. A malicious cybersecurity-related attack, intrusion or disruption by either an internal or external source or other breach of the systems on which our platform and products operate, and on which our employees conduct business, could lead to unauthorized access to, use of, loss of or unauthorized disclosure of sensitive and confidential information, disruption of our services, viruses, worms, spyware, or other malware being served from our platform, networks, or systems; and resulting regulatory enforcement actions, litigation, indemnity obligations and other possible liabilities, as well as negative publicity, which could damage our reputation, impair sales and harm our business. Cyberattacks and other malicious internet-based activity continue to increase, and cloud-based platform providers of products and services have been and are expected to continue to be targeted. In addition to traditional computer “hackers,” malicious code (such as viruses and worms), phishing, employee theft or misuse and denial-of-service attacks, sophisticated nation-state and nation-state supported actors now engage in attacks (including advanced persistent threat intrusions). Cyberattacks may also gain publishing access to our customers’ accounts on our platform, using that access to publish content without authorization.

As of December 31, 2025, we have not identified any risks from known cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations or financial condition. We plan to develop and implement information securities policies and incident response plans to evaluate, identify, and handle material risks associated with cybersecurity threats.

However, it is not feasible, as a practical matter, for us to entirely mitigate these risks. If our security measures are compromised as a result of third-party action, employee, customer, or user error, malfeasance, stolen or fraudulently obtained log-in credentials or otherwise, our reputation would be damaged, our data, information or intellectual property, or those of our customers and our customers’ consumers, may be destroyed, stolen or otherwise compromised, our business may be harmed and we could incur significant liability. We have not always been able in the past, and may be unable in the future to anticipate or prevent techniques used to obtain unauthorized access to or compromise of our systems because they change frequently and are generally not detected until after an incident has occurred. We also cannot be certain that we will be able to prevent vulnerabilities in our software or address vulnerabilities that we may become aware of in the future.

Risks Related to Our Securities

We have previously failed to comply with Nasdaq continued listing requirements and may face delisting if we are unable to maintain continued compliance.

The Company has previously received notices from Nasdaq indicating that it was not in compliance with certain continued listing requirements of the Nasdaq Capital Market, including the minimum bid price requirement and the minimum stockholders' equity requirement. Although the Company has since taken corrective actions and regained compliance with the applicable standards, there can be no assurance that it will be able to maintain compliance with all continued listing requirements in the future.

Continued compliance with Nasdaq's listing standards depends on a variety of factors, some of which may be outside the Company's control, including market conditions, the trading price of the Company's common stock, and the Company's financial performance. If the Company fails to satisfy any applicable continued listing criteria, Nasdaq may issue additional deficiency notices and, if compliance is not timely regained, may initiate delisting proceedings.

A delisting of the Company's common stock from the Nasdaq Capital Market could materially and adversely affect the liquidity and market price of the common stock, reduce the Company's visibility and credibility in the capital markets, and impair its ability to raise additional capital. In addition, delisting could limit investors' ability to trade the Company's common stock and may result in a loss of investor confidence.

The price of our common stock could be subject to rapid and substantial volatility. Such volatility, including any stock run-ups, may be unrelated to our actual or expected operating performance and financial condition or prospects, making it difficult for prospective investors to assess the rapidly changing value of our common stock. Volatility in our common stock price may subject us to securities litigation.

The market for our common stock may have, when compared to seasoned issuers, significant price volatility and we expect that the price of our shares of common stock may continue to be more volatile than that of a seasoned issuer for the indefinite future. As a relatively small-capitalization company with a relatively small public float, we may experience greater share price volatility, extreme price run-ups, lower trading volume, and less liquidity than large-capitalization companies. In particular, our common stock may be subject to rapid and substantial price volatility, low volumes of trades, and large spreads in bid and ask prices. Such volatility, including any stock run-ups, may be unrelated to our actual or expected operating performance and financial condition or prospects, making it difficult for prospective investors to assess the rapidly changing value of our common stock.

In addition, if the trading volumes of our common stock are low, persons buying or selling in relatively small quantities may easily influence the price of our common stock. This low volume of trades could also cause the price of our common stock to fluctuate greatly, with large percentage changes in price occurring in any trading day session. Holders of our common stock may also not be able to readily liquidate their investment or may be forced to sell at depressed prices due to low volume trading. Broad market fluctuations and general economic and political conditions may also adversely affect the market price of our common stock. As a result of this volatility, investors may experience losses on their investment in our common stock. A decline in the market price of our common stock also could adversely affect our ability to issue additional common stock or other securities and our ability to obtain additional financing in the future. No assurance can be given that an active market in our common stock will develop or be sustained. If an active market does not develop, holders of our common stock may be unable to readily sell the shares they hold or may not be able to sell their shares at all.

In addition, in the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may, in the future, be the target of similar litigation. Securities litigation could result in substantial costs and liabilities to the Company and could divert our management's attention and resources.

We will need additional capital in the future. If additional capital is not available, we may not be able to continue to operate our business pursuant to our business plan or we may have to discontinue our operations entirely. Raising additional capital by issuing shares may cause dilution to existing shareholders.

We are currently authorized to issue 200,000,000 shares of common stock. As of March 27, 2026, we have 60,759,711 shares of common stock issued and outstanding.

We will require additional capital in the future. We have incurred losses in each year since our inception. If we continue to use cash at our historical rates of use we will need significant additional financing, which we may seek through a combination of private and public equity offerings, debt financings and collaborations and strategic and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest will be diluted, and the terms of any such offerings may include liquidation or other preferences that may adversely affect the then existing shareholders rights. Debt financing, if available, would result in increased fixed payment obligations and may involve agreements that include covenants limiting or restricting our ability to take specific actions such as incurring debt or making capital expenditures. If we raise additional funds through collaboration, strategic alliance or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams or product candidates, or grant licenses on terms that are not favorable to us.

Future sales of our common stock could reduce the market price of the common stock.

Substantial sales of our common stock may cause the market price of our common stock to decline. Sales by us or our security holders of substantial amounts of our common stock, or the perception that these sales may occur in the future, could cause a reduction in the market price of our common stock.

The issuance of any additional shares of our common stock or any securities that are exercisable for or convertible into our common stock, may have an adverse effect on the market price of the common stock and will have a dilutive effect on our existing shareholders and holders of common stock.

We do not know whether a market for the common stock will be sustained or what the trading price of the common stock will be and as a result it may be difficult for you to sell your shares.

Although our common stock trades on Nasdaq, an active trading market for the common stock may not be sustained. It may be difficult for you to sell your shares without depressing the market price for the common stock. As a result of these and other factors, you may not be able to sell your shares. Further, an inactive market may also impair our ability to raise capital by selling common stock, or may impair our ability to enter into strategic partnerships or acquire companies or products by using our shares as consideration.

We have no plans to pay dividends on our shares, and you may not receive funds without selling the shares.

We have not declared or paid any cash dividends on our common stock, nor do we expect to pay any cash dividends on our common stock for the foreseeable future. We currently intend to retain any additional future earnings to finance our operations and growth and, therefore, we have no plans to pay cash dividends on our common stock at this time. Any future determination to pay cash dividends on our common stock will be at the discretion of our board of directors and will be dependent on our earnings, financial condition, operating results, capital requirements, any contractual restrictions, and other factors that our board of directors deems relevant. Accordingly, you may have to sell some or all of the shares in order to generate cash from your investment. You may not receive a gain on your investment when you sell the shares and may lose the entire amount of your investment.

A possible “short squeeze” due to a sudden increase in demand of our common stock that largely exceeds supply may lead to additional price volatility.

Historically there has not been a large short position in our common stock. However, in the future investors may purchase shares of our common stock to hedge existing exposure or to speculate on the price of our common stock. Speculation on the price of our common stock may involve long and short exposures. To the extent an aggregate short exposure in our common stock becomes significant, investors with short exposure may have to pay a premium to purchase shares for delivery to share lenders at times if and when the price of our common stock increases significantly, particularly over a short period of time. Those purchases may in turn, dramatically increase the price of our common stock. This is often referred to as a “short squeeze.” A short squeeze could lead to volatile price movements in our common stock that are not directly correlated to our business prospects, financial performance or other traditional measures of value for the Company or its common stock.

In the event that our common stocks are delisted from Nasdaq, U.S. broker-dealers may be discouraged from effecting transactions in our common stocks because they may be considered penny stocks and thus be subject to the penny stock rules.

The SEC has adopted a number of rules to regulate “penny stock” that restricts transactions involving stock which is deemed to be penny stock. Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 15g-7, and 15g-9 under the Exchange Act. These rules may have the effect of reducing the liquidity of penny stocks. “Penny stocks” generally are equity securities with a price of less than \$5.00 per share (other than securities registered on certain national securities exchanges or quoted on Nasdaq if current price and volume information with respect to transactions in such securities is provided by the exchange or system). Our common stocks could be considered to be a “penny stock” within the meaning of the rules. The additional sales practice and disclosure requirements imposed upon U.S. broker-dealers may discourage such broker-dealers from effecting transactions in our common stocks, which could severely limit the market liquidity of such common stocks and impede their sale in the secondary market.

A U.S. broker-dealer selling a penny stock to anyone other than an established customer or “accredited investor” (generally, an individual with a net worth in excess of \$1,000,000 or an annual income exceeding \$200,000, or \$300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser’s written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt. In addition, the “penny stock” regulations require the U.S. broker-dealer to deliver, prior to any transaction involving a “penny stock”, a disclosure schedule prepared in accordance with SEC standards relating to the “penny stock” market, unless the broker-dealer or the transaction is otherwise exempt. A U.S. broker-dealer is also required to disclose commissions payable to the U.S. broker-dealer and the registered representative and current quotations for the securities. Finally, a U.S. broker-dealer is required to submit monthly statements disclosing recent price information with respect to the “penny stock” held in a customer’s account and information with respect to the limited market in “penny stocks”.

The market for “penny stocks” has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) “boiler room” practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, resulting in investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

To meet our business objectives, we rely on both internal information technology (IT) systems and networks, and those of third parties and their vendors, to process and store sensitive data, including confidential research, business plans, financial information, intellectual property, and personal data of ours and our customers that may be subject to legal protection, and promote the continuity of our Company’s business operations. In the ordinary course of our business, we receive, process, use, store, and share digitally certain data, including user data as well as confidential, sensitive, proprietary, and personal information.

Maintaining the integrity and availability of our IT systems and this information, as well as appropriate limitations on access and confidentiality of such information, is important to our operations and business strategy. We plan to develop and implement information securities policies and incident response plans to evaluate, identify, and handle material risks associated with cybersecurity threats.

As of December 31, 2025, we have not identified any risks from known cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations or financial condition. However, we face certain ongoing cybersecurity threats that, if realized, are reasonably likely to materially affect us. Additional information on cybersecurity risks we face is discussed in Part I, Item 1A, “Risk Factors.”

Item 2. Properties

Facilities

Our current executive office is located at 111 Town Square Place, Suite #1203, Jersey City, NJ 07310. We consider our current office space adequate for our current operations.

Intellectual Properties

We entered into a software purchase agreement with Northeast Management LLC, a seller unaffiliated with us. Pursuant to the software purchase agreement, we purchased all of the seller's right, title, and interest in and to the software, Tribal Light. We have used and plan to continue using the software to develop video games. We operate the game through interactive live stream, facilitating real-time engagement between players and viewers through interactive features embedded within the live streaming platform. In January 2025, the Company announced its decision to discontinue the online livestreaming gaming business after conducting a comprehensive assessment. While this decision marks a significant shift, previously released games and related content will remain operational but will no longer receive updates.

On May 31, 2024, we entered into a software purchase agreement with Shanxi Gangdong Cultural Media Co., Ltd., a seller unaffiliated with the Company. Pursuant to the software purchase agreement, we purchased all of the seller's right, title, and interest in and to the software, which the Company intends to use to develop its AI business.

On April 28, 2025, we entered into a software purchase agreement with Gongzheng Xu and Qing Wang, sellers unaffiliated with the Company. Pursuant to the software purchase agreement, we purchased all of sellers' right, title, and interest in and to the software, which the Company intends to use to develop its AI business.

We have the right to use the two domains: gdculturegroup.com and aicatalysis.com.

Item 3. Legal Proceedings

To the knowledge of our management, there is no litigation currently pending or contemplated against us, any of our officers or directors in their capacity as such or against any of our property.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

(a) Market Information

Our common stock is traded on the Nasdaq Capital Market under the symbol "GDC".

(b) Holders

On March 27, 2026, there are approximately 44 holders of record of our common stock.

(c) Dividends

We have not paid any cash dividends on our common stock to date and do not intend to pay cash dividends in the foreseeable future. In addition, our board of directors is not currently contemplating and does not anticipate declaring any stock dividends in the foreseeable future.

(d) Securities Authorized for Issuance Under Equity Compensation Plans.

We established our 2019 Equity Incentive Plan (the "2019 Plan"). The 2019 Plan was approved by our board of directors on December 12, 2019 and was approved by our stockholders at our annual meeting in 2019. The purpose of the 2019 Plan is to grant stock and options to purchase our common stock to our employees, directors and key consultants. The maximum number of shares of common stock that may be issued pursuant to awards granted under the 2019 Plan, is 3,000,000 shares.

The following summary briefly describes the principal features of the 2019 Plan and is qualified in its entirety by reference to the full text of the 2019 Plan.

Administration. Our Compensation Committee of the Board of Directors will administer the 2019 Plan. The Committee will have the authority to determine the terms and conditions of any agreements evidencing any Awards granted under the 2019 Plan and to adopt, alter and repeal rules, guidelines and practices relating to the 2019 Plan. Our Compensation Committee will have full discretion to administer and interpret the 2019 Plan and to adopt such rules, regulations and procedures as it deems necessary or advisable.

Eligibility. Current or prospective employees, directors, officers, advisors or consultants of the Company or its affiliates are eligible to participate in the 2019 Plan. Our Compensation Committee has the sole and complete authority to determine who will be granted an award under the 2019 Plan, however, it may delegate such authority to one or more officers of the Company under the circumstances set forth in the 2019 Plan.

Number of Shares Authorized. The 2019 Plan provides for an aggregate of Three Million (3,000,000) common stock to be available for awards. If an award is forfeited or if any option terminates, expires or lapses without being exercised, the common stock subject to such award will again be made available for future grant. Shares of common stock that are used to pay the exercise price of an option or that are withheld to satisfy the Participant's tax withholding obligation will not be available for re-grant under the 2019 Plan.

Each common stock subject to an option or a stock appreciation right will reduce the number of common stock available for issuance by one share, and each common stock underlying an award of restricted stock, restricted stock units, stock bonus awards and performance compensation awards will reduce the number of common stock available for issuance by one share.

If there is any change in our corporate capitalization, the Compensation Committee in its sole discretion may make substitutions or adjustments to the number of shares reserved for issuance under our Plan, the number of shares covered by awards then outstanding under our Plan, the limitations on awards under our Plan, the exercise price of outstanding options and such other equitable substitution or adjustments as it may determine appropriate.

The 2019 Plan has a term of ten years and no further awards may be granted under the 2019 Plan after that date.

Awards Available for Grant. Our Compensation Committee may grant awards of non-qualified stock options, incentive (qualified) stock options, stock appreciation rights, restricted stock, restricted stock units, stock bonus awards, performance compensation awards (including cash bonus awards) or any combination of the foregoing.

Options. Our Compensation Committee will be authorized to grant options to purchase common stock that are either “qualified,” meaning they are intended to satisfy the requirements of Internal Revenue Code of 1986 (the “Code”) Section 422 for incentive stock options, or “non-qualified,” meaning they are not intended to satisfy the requirements of Section 422 of the Code. Options granted under the 2019 Plan will be subject to the terms and conditions established by our Compensation Committee. Under the terms of the 2019 Plan, the exercise price of the options will be set forth in the applicable Award agreement. Options granted under the 2019 Plan will be subject to such terms, including the exercise price and the conditions and timing of exercise, as may be determined by our Compensation Committee and specified in the applicable award agreement. The maximum term of an option granted under the 2019 Plan will be ten years from the date of grant (or five years in the case of a qualified option granted to a 10% stockholder).

Stock Appreciation Rights. Our Compensation Committee will be authorized to award stock appreciation rights (or SARs) under the 2019 Plan. SARs will be subject to the terms and conditions established by our Compensation Committee. An SAR is a contractual right that allows a participant to receive, either in the form of cash, shares or any combination of cash and shares, the appreciation, if any, in the value of a share over a certain period of time. An Option granted under the 2019 Plan may include SARs and SARs may also be awarded to a participant independent of the grant of an option. SARs granted in connection with an option shall be subject to terms similar to the option corresponding to such SARs. SARs shall be subject to terms established by our Compensation Committee and reflected in the award agreement.

Restricted Stock. Our Compensation Committee will be authorized to award restricted stock under the 2019 Plan. Our Compensation Committee will determine the terms of such restricted stock awards. Restricted stock is common stock that generally is non-transferable and subject to other restrictions determined by our Compensation Committee for a specified period. Unless our Compensation Committee determines otherwise or specifies otherwise in an award agreement, if the participant terminates employment or services during the restricted period, then any unvested restricted stock is forfeited.

Restricted Stock Unit Awards. Our Compensation Committee will be authorized to award restricted stock unit awards. Our Compensation Committee will determine the terms of such restricted stock units. Unless our Compensation Committee determines otherwise or specifies otherwise in an award agreement, if the participant terminates employment or services during the period of time over which all or a portion of the units are to be earned, then any unvested units will be forfeited.

Stock Bonus Awards. Our Compensation Committee will be authorized to grant awards of unrestricted common stock or other awards denominated in common stock, either alone or in tandem with other awards, under such terms and conditions as our Compensation Committee may determine.

Performance Compensation Awards. Our Compensation Committee will be authorized to grant any award under the 2019 Plan in the form of a performance compensation award by conditioning the vesting of the award on the attainment of specific levels of performance of the Company and/or one or more affiliates, divisions or operational units, or any combination thereof, as determined by the Compensation Committee.

Transferability. Each award may be exercised during the participant’s lifetime only by the participant or, if permissible under applicable law, by the participant’s guardian or legal representative and may not be otherwise transferred or encumbered by a participant other than by will or by the laws of descent and distribution. Our Compensation Committee, however, may permit awards (other than incentive stock options) to be transferred to family members, a trust for the benefit of such family members, a partnership or limited liability company whose partners or stockholders are the participant and his or her family members or anyone else approved by it.

Amendment. The 2019 Plan has a term of ten years. Our Board may amend, suspend or terminate the 2019 Plan at any time; however, stockholder approval to amend the 2019 Plan may be necessary if the law or the rules of the national exchange so requires. No amendment, suspension or termination will impair the rights of any participant or recipient of any Award without the consent of the participant or recipient.

Change in Control. Except to the extent otherwise provided in an award agreement or as determined by the Compensation Committee in its sole discretion, in the event of a change in control, all outstanding options and equity awards (other than performance compensation awards) issued under the 2019 Plan will become fully vested and performance compensation awards will vest, as determined by our Compensation Committee, based on the level of attainment of the specified performance goals.

In addition, we established our 2025 Share Incentive Plan (the “2025 Plan,” together with the 2019 Plan, the “Plans”). The 2025 Plan was approved by our stockholders. The purpose of the 2025 Plan is to provide a means through which the Company and its affiliates may attract and retain key personnel and to provide a means whereby directors, officers, managers, employees, consultants and advisors of the Company and its affiliates can acquire and maintain an equity interest in the Company, or be paid incentive compensation, thereby strengthening their commitment to the welfare of the Company and its affiliates and aligning their interests with those of the Company’s stockholders.

Administration. The 2025 Plan shall be administered by the Board, a Committee appointed by the Board, or any combination thereof, as determined by the Board in accordance with applicable laws. The Administrator will have full discretion to administer and interpret the 2025 Plan, including the authority to determine the Fair Market Value of shares, select Participants, determine the number of shares covered by each award, approve the form of award agreements, and determine the terms and conditions of any award granted thereunder. Decisions of the Administrator shall be final and binding on all parties who have an interest in the 2025 Plan or any award thereunder.

Eligibility. Current or prospective employees, directors, officers, managers, consultants and advisors of the Company or its affiliates are eligible to participate in the 2025 Plan. The Administrator has the sole and complete authority to determine who will be granted an award under the 2025 Plan. Neither the 2025 Plan nor any award shall confer upon any participant any right with respect to continuation of an employment, consulting or other service relationship with the Company.

Number of Shares Authorized. The 2025 Plan provides for a maximum aggregate of 1,600,000 shares of common stock to be available for awards. If an award expires, terminates, is forfeited, cancelled or becomes unexercisable for any reason without having been exercised in full, or is surrendered pursuant to a repricing program, the unissued shares that were subject thereto shall continue to be available under the 2025 Plan for issuance pursuant to future awards. Shares retained by or tendered to the Company upon exercise of an award in order to satisfy the exercise or purchase price, and shares withheld by or tendered to the Company in payment of withholding taxes relating to an award, shall be treated as not issued and shall continue to be available under the 2025 Plan. The maximum aggregate number of shares that may be issued pursuant to incentive share options shall be the number set forth above, plus, to the extent allowable under Section 422 of the Code, any shares that again become available for issuance pursuant to the foregoing provisions.

Awards Available for Grant. The Administrator may grant awards of (i) options, (ii) share appreciation rights, (iii) share awards, (iv) restricted share units, (v) dividend equivalents and (vi) other share-based awards, or any combination of the foregoing.

Options. The Administrator will be authorized to grant options to purchase shares of common stock that are either incentive share options, meaning they are intended to satisfy the requirements of Section 422 of the Code, or nonstatutory share options, meaning they are not intended to satisfy the requirements of Section 422 of the Code. Incentive share options may be granted only to employees. The per share exercise price for shares to be issued pursuant to the exercise of an incentive share option shall be no less than the Fair Market Value on the date of grant. The per share exercise price of a nonstatutory share option granted to a U.S. taxpayer shall not be less than 100% of the Fair Market Value of a share on the date of grant. The maximum term of an option granted under the 2025 Plan will be ten years from the date of grant. Unless otherwise stated in the applicable award agreement, 25% of the options granted to each optionee shall vest at each anniversary following the date of grant, subject to the optionee’s continuous service with the Company through the applicable vesting date.

Stock Appreciation Rights. The Administrator will be authorized to award share appreciation rights (or “SARs”) under the 2025 Plan. A SAR is a right to receive a payment, in cash and/or shares, equal to the excess of the Fair Market Value of a specified number of shares on the date the SAR is exercised over the base price of the award, as determined by the Administrator and set forth in the applicable award agreement; provided that the base price of a SAR granted to a U.S. taxpayer shall not be less than 100% of the Fair Market Value of a share on the date of grant. The maximum term of a SAR shall be ten years.

Share Awards. The Administrator will be authorized to grant share awards, which are awards of shares issued for such cash or other valid consideration as determined by the Administrator, either as vested or unvested shares through direct and immediate issuances. Share awards may, in the discretion of the Administrator, be fully and immediately vested upon issuance as a bonus for service rendered or may vest in one or more installments over the participant’s period of continuous service and/or upon the attainment of specified performance objectives. Should a participant cease to remain in continuous service while holding unvested shares issued under a share award, or should the applicable performance objectives not be attained, those shares shall be immediately surrendered to the Company for cancellation.

Restricted Share Units. The Administrator will be authorized to grant restricted share units (or “RSUs”) under the 2025 Plan. An RSU is a right to receive a share (or an amount based on the value of a share) upon vesting or upon the expiration of a designated time period following the vesting of the award. RSUs may vest in one or more installments over the participant’s period of continuous service or upon the attainment of specified performance objectives. RSUs that vest may be settled in cash, shares valued at Fair Market Value on the payment date, or a combination of cash and shares, as determined by the Administrator in its sole discretion.

Dividend Equivalents. The Administrator will be authorized to grant dividend equivalent rights under the 2025 Plan, either as stand-alone awards or in tandem with other awards, except that dividend equivalent rights shall not be granted in connection with an option, share appreciation right or cash incentive award. Each dividend equivalent right shall represent the right to receive the economic equivalent of each dividend or distribution made per issued and outstanding share during the term the dividend equivalent right remains outstanding. Payment of amounts credited pursuant to dividend equivalent rights may be made in cash, shares or a combination thereof, as determined by the Administrator in its sole discretion, and may be subject to vesting to the same extent as the shares subject to the award. The term of each dividend equivalent right award shall not exceed ten years.

Other Share-Based Awards. The Administrator will be authorized to grant other share-based awards under the 2025 Plan, including phantom shares or similar rights to purchase or acquire shares, whether at a fixed or variable price or ratio related to the shares, upon the passage of time, the occurrence of one or more events, or the satisfaction of performance criteria or other conditions, or any combination thereof; any similar securities with a value derived from the value of or related to the shares and/or returns thereon; or cash awards.

Transferability. Each award may be exercised during the participant’s lifetime only by the participant and may not be otherwise transferred or encumbered by a participant other than by will or by the laws of descent and distribution. The Administrator may, in its sole discretion, provide that any award (other than an incentive share option) may be transferred by instrument to an inter vivos or testamentary trust or to a family member through a gift or domestic relations order. If no beneficiary was designated or if no designated beneficiary survives the participant, then after a participant’s death any vested award(s) shall be transferred or distributed to the participant’s estate or to any person who has the right to acquire the award by bequest or inheritance.

Amendment. The 2025 Plan has a term of ten years. The Board may at any time amend or terminate the 2025 Plan; however, no amendment or termination shall be made that would materially and adversely affect the rights of any participant under any outstanding award without his or her consent. To the extent necessary and desirable to comply with applicable laws, the Company shall obtain the approval of holders of capital stock with respect to any plan amendment in such a manner and to such a degree as required.

Change in Control. In the event of a Change of Control, each outstanding award (vested or unvested) will be treated as the Administrator determines, which determination may be made without the consent of any participant and need not treat all outstanding awards in an identical manner. Such determination may provide for the continuation, assumption or substitution of outstanding awards by the surviving corporation, the cancellation of awards in exchange for a payment to participants equal to the excess of the Fair Market Value of the shares subject to such awards as of the closing date of such Change of Control over the exercise or purchase price paid or to be paid for such shares, or the cancellation of any outstanding award for no consideration.

(e) Recent Sales of Unregistered Securities

The Company issued 400,000 shares of common stock on January 11, 2024. See “Part I – Item 1. Business – Recent Developments – Equity Purchase Agreement dated October 27, 2023 and the Amendment to the Equity Purchase Agreement dated November 10, 2023.”

The Company issued warrants to purchase up to 40,514 shares of common stock to the placement agent of a registered direct offering on March 26, 2024. See “Part I – Item 1. Business – Recent Developments – Registered Direct Offering (“March 2024 Offering”).”

The Company issued 1,560,000 shares of common stock on June 4, 2024. See “Part I – Item 1. Business – Recent Developments – Software Purchase Agreement dated May 31, 2024.”

The Company issued 1,115,600 shares of common stock on March 6, 2025. See “Part I – Item 1. Business – Recent Developments – Private Placement (“March 2025 Offering”).”

The Company issued 2,444,295 shares of common stock on April 29, 2025. See “Part I – Item 1. Business – Recent Developments – Software Purchase Agreement dated April 28, 2025.”

The Company issued 1,115,600 shares of common stock at \$0.524 per share and 9,380,582 Pre-Funded Warrants on May 6, 2025. See “Part I – Item 1. Business – Recent Developments – Securities Purchase Agreement dated May 2, 2025.”

The Company issued 39,189,344 shares of common stock on September 29, 2025. See “Part I – Item 1. Business – Recent Developments – Acquisition of Pallas Capital Holding Ltd”.

The Company issued 1,333,334 shares of common stock on October 27, 2025. See “Part I – Item 1. Business – Recent Developments – Securities Purchase Agreement dated October 24, 2025.”

(f) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 6. [Reserved]

Item 7. Management’s Discussion And Analysis Of Financial Condition And Results Of Operations

The following discussion and analysis of the results of our operations and financial condition should be read in conjunction with our financial statements, and the notes to those financial statements that are included elsewhere in this Report. All monetary figures are presented in U.S. dollars, unless otherwise indicated.

Our Management’s Discussion and Analysis contains not only statements that are historical facts, but also statements that are forward-looking. Forward-looking statements are, by their very nature, uncertain and risky. These risks and uncertainties include international, national, and local general economic and market conditions; our ability to sustain, manage, or forecast growth; our ability to successfully make and integrate acquisitions; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; change in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; the risk of foreign currency exchange rate; and other risks that might be detailed from time to time in our filings with the SEC.

Although the forward-looking statements in this Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by them. Consequently, and because forward-looking statements are inherently subject to risks and uncertainties, the actual results and outcomes may differ materially from the results and outcomes discussed in the forward-looking statements. You are urged to carefully review and consider the various disclosures made by us in this report as we attempt to advise interested parties of the risks and factors that may affect our business, financial condition, and results of operations and prospects.

Overview

GD Culture Group Limited, formerly known as Code Chain New Continent Limited, is a Nevada corporation and a holding company. The Company currently conducts its operations through the Company and its subsidiary, AI Catalysis. Historically, the Company’s business focused on artificial intelligence-driven digital human creation and customization as well as live streaming and e-commerce activities. The Company’s current subsidiaries, Citi Profit, Highlight HK, Highlight WFOE are holding companies with no material operations. The Company’s subsidiary Shanghai Xianzhui, previously engaged in marketing-related services but does not currently conduct business operations and has no material operating activities.

The Company has recently begun adjusting its strategic direction and has been scaling back certain artificial intelligence-related initiatives while evaluating new opportunities to utilize its existing artificial intelligence and virtual content generation technologies. As part of this strategic transition, the Company is expanding into the interactive reading and narrative entertainment market.

The Company is currently developing a platform intended to enable creators to produce interactive, game-like reading experiences for end users. The platform is expected to provide creators with a suite of AI-powered content creation tools developed by the Company, which are designed to assist creators in generating narrative structures, story plots, and visual assets associated with storylines. The platform is also expected to incorporate AI-driven dialogue systems designed to enable readers to interact with characters within the story environment, creating a more dynamic and immersive narrative experience.

The platform remains in the development stage, and the Company is continuing to refine its technology and product design. The Company has not yet launched the platform commercially, and there can be no assurance regarding the timing of its commercialization, market acceptance, or the Company's ability to successfully execute its strategic transition.

Recent Development

Offering

On March 26, 2024, the Company issued 810,277 shares of common stock in a registered direct offering (the "March 2024 Offering"). Pursuant to the March 2024 Offering, an aggregate of 810,277 shares of common stock of the Company, par value \$0.0001 per share, were sold to certain purchasers (the "March 2024 Offering Purchasers"), pursuant to a securities purchase agreement, dated March 22, 2024 (the "March 2024 Securities Purchase Agreement") at a price of \$1.144 per common stock, for aggregated proceeds of approximately \$0.9 million. The Company paid the underwriter a cash fee equal to 4.0% of the aggregate gross proceeds raised in the March 2024 Offering. The Company also issued warrants to the underwriter to purchase up to 40,514 shares of common stock of the Company at an exercise price of \$1.373 per share, (the "March 2024 Placement Agent Warrants"). The March 2024 Placement Agent Warrants and the common stock underlying the March 2024 Placement Agent Warrants were not registered under the Securities Act, pursuant to the registration statement of March 2024 Offering. The March 2024 Placement Agent Warrants were issued pursuant to an exemption from the registration requirements of the Securities Act provided in Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder.

On February 10, 2025, the Company entered into an At-The-Market Issuance Sales Agreement (the "ATM Agreement") with Univest as the sales agent (the "February 2025 Offering"). Pursuant to the ATM Agreement, the Company may issue and sell from time to time, shares of its common stock having an aggregate offering price of not more than \$10,000,000 through the sales agent or any of its sub-agent(s) or other designees, acting as sales agent. Up to the date the consolidated financial statements were issued, the Company has not issued or sold any shares under the ATM Agreement.

On March 4, 2025, the Company entered into a securities purchase agreement (the "March 2025 Securities Purchase Agreement") with certain investor for the sale of 1,115,600 shares of common stock at \$0.896379 per share (the "March 2025 Offering"), generating gross proceeds in the amount of \$1,000,000, before deducting underwriter's fees and accountable expenses and other estimated expenses. The Company used the proceeds from the offering for working capital purposes. Upon closing of the March 2025 Offering, the Company paid \$90,000 cash for underwriting, which consists of a total cash fee of \$70,000, equal to seven percent (7%) of the aggregate gross proceeds raised in the March 2025 Offering and reimbursement of reasonable fees and expenses of \$20,000 for the underwriter's legal counsel and due diligence analysis expenses.

On May 2, 2025, the Company entered into a securities purchase agreement (the "May 2025 Securities Purchase Agreement") with certain investors for the sale of 1,115,600 shares of common stock at approximately \$0.524 per share and 9,380,582 pre-funded warrants (the "May 2025 Pre-Funded Warrants") at approximately \$0.523 per warrant (the "May 2025 Offering"). As of December 31, 2025, The Company received approximately \$4.5 million in proceeds for subscription of 1,115,600 shares of its common stock and 7,468,536 pre-funded warrants. The offering remains ongoing and has not yet been fully completed. Transaction costs incurred through the reporting date included underwriter's fees of \$314,343 and a \$20,000 reimbursement for the underwriter's legal counsel and due diligence expenses. As of December 31, 2025, the Company used the proceeds from the offering for working capital purposes.

On May 11, 2025, the Company entered into a Common Stock Purchase Agreement with an investor, pursuant to which the Company shall have the right to require the investor to purchase, from time to time, up to a cumulative total of \$300,000,000 worth of the Company's common stock. The Company plans to use the proceeds from the offering, if any, to invest in Bitcoin and OFFICIAL TRUMP and for general corporate purposes. The common stock will be issued and sold by the Company to the investor pursuant to a registration statement effective under the Securities Act of 1933, as amended (the "Securities Act") or, if there is no effective registration statement registering, or no current prospectus available for the issuance of the common stock issuable pursuant to the Agreement, in reliance upon the exemptions from the registration requirements of the Securities Act afforded by Section 4(a)(2) of the Securities Act and Rule 506(b) of Regulation D promulgated thereunder.

On October 24, 2025, the Company entered into securities purchase agreements (the “October 2025 Securities Purchase Agreement”) with certain accredited investor, pursuant to which the Company agreed to issue and sell, in a private placement (the “October 2025 Private Placement”), an aggregate of 1,333,334 shares of the Company’s common stock at a purchase price of \$2.10 per share, for gross proceeds in the amount of \$2,800,000. The Company received net proceeds of approximately \$2.5 million after deducting underwriter’s fees of \$196,000 and other offering costs of \$60,000. The Company used the proceeds for working capital and general corporate purposes.

Software Purchase Agreement

On April 28, 2025, the Company entered into a software purchase agreement (the “Agreement”) with Gongzheng Xu and Qing Wang (the “GXQW”), who are unaffiliated with the Company. Pursuant to the Agreement, the Company agreed to purchase and the GXQW agreed to sell all of GXQW’s right, title, and interest in and to the certain software (the “Chat Box”). The purchase price of the software shall be payable in the form of an issuance of 2,444,295 shares of the Company’s common stock.

On April 28, 2025, the Company issued 2,444,295 shares of its common stock to GXQW and the transaction was completed. The Company plans to use the software to develop its AI business.

Acquisition of Pallas

On September 8 2025, the Company (the “Acquirer”), Pallas Capital Holding Ltd, a British Virgin Islands company incorporated on June 30, 2025 (“Pallas” or the “Target”), and the shareholders of the Target (each a “Seller” and collectively, the “Sellers”) executed an agreement and plan of securities exchange (the “Share Exchange Agreement”, and the transactions contemplated thereby, collectively, the “Transaction”), pursuant to which, the Sellers wish to sell to the Acquirer, and the Acquirer wishes to purchase from the Sellers, 100% interest in and to the ordinary shares of the Target (the “Target Shares”). In exchange for the Target Shares, the Acquirer shall issue an aggregate of 39,189,344 shares of the Company’s common stock (the “GDC Shares”), of the Acquirer in book entry form in such amount and to such Sellers. On September 29, 2025, the Sellers transferred to Acquirer 10,000 shares of Target Shares, being all of the issued and outstanding ordinary shares of the Target, and received in exchange certificates representing the 39,189,344 GDC Shares. Thereafter, Pallas became a wholly-owned subsidiary of the Company.

Pallas was established for the primary purpose of holding digital assets as a long-term reserve, with the objective of achieving potential appreciation in value. As of December 31, 2025, Pallas held 7,500 units of Bitcoin.

The Transaction is accounted for as an asset acquisition, as the Target’s assets primarily consist of digital assets (Bitcoin). The purchase consideration is measured based on the fair value of the Company’s common stock issued as consideration.

Two shareholders of the Company, who beneficially own approximately 12.86%, in the aggregate, of the outstanding shares of common stock of the Company, immediately before the execution of the Transaction, are the directors and share voting and dispositive power over the shares issued by the Target. Accordingly, the Transaction constitutes a related party transaction for the Company pursuant to Item 404 of Regulation S-K. Given the related party nature of the Transaction and the fact that the acquired digital assets are highly liquid and have observable market prices, management concluded that the fair value of the assets acquired is more reliably measurable than the fair value of the common stock issued as consideration.

Referring to Financial Accounting Standards Board (“FASB”) ASC Topic 805-10-55-5, the Company applied two steps (including step 1, screen test and step 2, evaluation of process and input) in evaluating whether the acquisition was an asset acquisition or a business combination. Pallas had no operations except for holding Bitcoin as a reserve, and substantially all of the fair value of the gross assets acquired is concentrated in its Bitcoin. Therefore, the Company decided that Pallas cannot constitute a business and such Pallas Transaction should be accounted for as an asset acquisition. The purchase consideration is measured based on the fair value of the Company’s common stock issued and the consideration is further allocated to the value of the asset acquired in the transaction. Given the related party nature of the Pallas Transaction and the fact that the acquired digital assets are highly liquid and have observable market prices, which indicated that the fair value of the assets acquired is far higher than the fair value of the common stock issued, management concluded that the such Pallas transaction indicated a capital contribution from the shareholders. Accordingly, the excess of the fair value of the digital assets acquired over the fair value of the common stock issued should be recorded as an increase in additional paid-in capital and the value of the assets acquired, which was concurrently with the determination of the value of the assets acquired under asset acquisition.

Key Factors that Affect Operating Results

Our results of operations are influenced by several factors related to the development of our interactive reading and narrative entertainment platform and our ongoing strategic transition.

Early-Stage Development of Our Platform

We are currently in the early stages of developing our interactive reading and narrative entertainment platform. Because the platform has not yet been commercially launched, our revenues from this business are currently limited or may be limited in the near term. Our operating results may fluctuate as we continue to refine the platform's technology, features, and business model.

Investment in Technology and Product Development

The development of our platform requires continued investment in technology infrastructure, artificial intelligence capabilities, and product development. As a result, we expect to incur expenses related to research and development, engineering, and platform infrastructure as we continue to build and enhance the platform. The timing and magnitude of these investments may affect our operating expenses and overall financial performance.

Ability to Attract Creators and Users

The success of our platform will depend in part on our ability to attract creators who can develop interactive narrative content and to grow a base of active users who engage with such content. Our operating results may be affected by the level of creator participation, the quantity and quality of available content, and user engagement on the platform.

Monetization and Market Acceptance

Our future revenues will depend on our ability to effectively monetize the platform and achieve market acceptance of our products and services. Potential revenue streams may include platform services, content distribution, or other digital content-related activities. However, the market for interactive narrative and AI-enabled content platforms is evolving, and there can be no assurance that our platform will achieve significant user adoption or generate meaningful revenue.

Results of Operations

For the Years Ended December 31, 2025 vs. December 31, 2024

	For the Years Ended		Change	Percentage Change
	2025	2024		
Operating expenses				
Selling and marketing expenses	\$ (300,000)	\$ (2,402,908)	\$ 2,102,908	(87.5)%
General and administrative expenses	(5,054,062)	(5,055,507)	1,445	0.0%
Research and development expense	(2,256,000)	(797,500)	(1,458,500)	182.9%
Impairment of intangible assets	(852,800)	(2,755,659)	1,902,859	(69.1)%
Provision of credit loss expenses	-	(3,150,000)	3,150,000	(100.0)%
Total operating expenses	(8,462,862)	(14,161,574)	5,698,712	(40.2)%
Loss from operations	(8,462,862)	(14,161,574)	5,698,712	(40.2)%
Other income (expenses)				
Interest income	6,435	8,671	(2,236)	(25.8)%
Unrealized loss on fair value changes of digital assets	(178,507,882)	-	(178,507,882)	-
Sublease rental income	32,609	-	32,609	-
Total other income (expenses)	(178,468,838)	8,671	(178,477,509)	(2,058,326.7)%
Loss before income tax from operations	(186,931,700)	(14,152,903)	(172,778,797)	1220.8%
Income tax benefits	54,977	32,101	22,876	71.3%
Net loss	(186,876,723)	(14,120,802)	(172,755,921)	1223.4%
Net loss attributable to GD Culture Group Limited	(186,876,696)	(13,836,161)	(173,040,535)	1250.6%
Net loss attributable to non-controlling interest	(27)	(284,641)	284,614	(100.0)%

Operating Expenses

The Company's operating expenses include selling and marketing ("S&M") expenses, general and administrative ("G&A") expenses, research and development ("R&D") expenses, impairment of intangible assets and provision of credit loss expenses. S&M expenses decreased to \$0.3 million for the year ended December 31, 2025, compared to \$2.4 million for the year ended December 31, 2024. The decrease was primarily attributable to reduced spending on marketing and advertising activities related to the Company's digital human and live streaming e-commerce businesses. As the Company began adjusting its strategic direction and transitioning toward the development of its interactive reading and narrative entertainment platform, it scaled back certain marketing initiatives associated with its prior business lines. G&A expenses remained relatively consistent for the year ended December 31, 2025 compared to the year ended December 31, 2024, primarily reflecting a similar level of corporate overhead and administrative activities during the periods. R&D expenses increased to approximately \$2.3 million for the year ended December 31, 2025, compared to approximately \$0.8 million for the year ended December 31, 2024. The increase was mainly due to the Company increased inputs on research and development about our interactive fiction—story platform. Impairment of intangible assets decreased to \$0.9 million for the year ended December 31, 2025, compared to \$2.8 million for the year ended December 31, 2024, due to the out of use of purchased software. The provision of credit loss is nil for the year ended December 31, 2025, compared to \$3.2 million for the year ended December 31, 2024. The provision recognized in 2024 was primarily due to the Company's determination that it was more likely than not that certain convertible notes and loan receivables were uncollectible as of December 31, 2024. During the year ended December 31, 2025, the Company wrote off the remaining balances of these receivables, which had been previously fully reserved.

Other Income (Expenses)

The Company's other expense increased to \$178,468,838 for the year ended December 31, 2025, compared to other income of \$8,671 for the year ended December 31, 2024. The increase was mainly due to the unrealized loss on fair value changes of digital assets for the year ended December 31, 2025.

Net Loss

The Company's net loss increased by approximately \$172.8 million, or 1223.4%, to approximately \$186.9 million net loss for the year ended December 31, 2025, from approximately \$14.1 million net loss for the year ended December 31, 2024. The increase was primarily driven by the unrealized loss on fair value changes of digital assets as discussed above, partially offset by a decrease in the impairment of intangible assets and provisions for credit losses related to convertible notes and loan receivables.

Critical Accounting Policies and Estimates

The Company prepares its consolidated financial statements in accordance with U.S. GAAP. The preparation of these consolidated financial statements requires the Company to make estimates, assumptions and judgments that can significantly impact the amounts the Company reports as assets, liabilities, revenue, costs and expenses and the related disclosures. The Company bases its estimates on historical experience and other assumptions that it believes are reasonable under the circumstances. The Company's actual results could differ significantly from these estimates under different assumptions and conditions. The Company identified the following critical accounting estimates.

Impairment of long-lived assets

The Company's determination of whether or not an indication of impairment exists at the cash generating unit level requires significant management judgment pertaining to intangible assets, including a software copyright of AI Box, which is used for online living-stream and a software copyright of Chat Box, which is used for online interactive entertainment scenarios, as well as the operating right-of-use ("ROU") assets, including the offices of the Company. Management considers both external and internal sources of information in assessing whether there are any indications that the Company's intangible assets and ROU assets are impaired. Based on the evaluation, the Company recognized impairment losses in intangible assets of \$852,800 and \$2,755,659, respectively, for the years ended December 31, 2025 and 2024.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued Accounting Standards Update (“ASU”) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (ASU 2023-09), which requires disclosure of incremental income tax information within the rate reconciliation and expanded disclosures of income taxes paid, among other disclosure requirements. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company adopted ASU 2023-09 on a prospective basis for the 2025 annual reporting period. Refer to Note 10 – Taxes of the consolidated financial statements for further detail.

In November 2024, the FASB issued ASU 2024-03, Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses (“ASU 2024-03”) which requires detailed disclosures in the notes to financial statements disaggregating specific expense categories and certain other disclosures to provide enhanced transparency into the nature and function of expenses. The FASB further clarified the effective date in January 2025 with the issuance of ASU 2025-01, Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date (“ASU 2025-01”). ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The requirements should be applied on a prospective basis while retrospective application is permitted. The Company does not expect to adopt this guidance early and does not expect the adoption of this ASU to have a material impact on its future consolidated financial statements.

In March 2025, the FASB issued ASU 2025-05, Credit Losses (Topic 326): Simplifications to the Accounting for Short-Term Receivables and Contract Assets. The update introduces practical expedients that allow entities to simplify the estimation of expected credit losses for accounts receivable and contract assets by permitting certain assumptions regarding current conditions and expectations of future economic conditions. The amendments are intended to reduce the complexity and cost of applying the current expected credit loss model for short-term financial assets. The amendments in this update are effective for fiscal years beginning after December 15, 2026, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of adopting this guidance on its consolidated financial statements. The Company does not currently expect the adoption of this guidance to have a material impact on its consolidated financial statements.

We do not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on our consolidated balance sheets, statements of operations and comprehensive income (loss) and statements of cash flows.

Liquidity and Capital Resources

As of December 31, 2025, the Company had \$456,041 in its operating bank accounts and working capital deficit of approximately \$0.3 million. From January 2026 to the date the consolidated financial statements were available to be issued, Mr. Xiaojian Wang, the Chief Executive Officer of the Company (“CEO”), made advances of \$340,000 to the Company through, these advances are non-interest bearing and due on demand.

On January 23, 2025, Green Oasis Limited, a shareholder then holding less than 5% ownership shares in the Company, provided a \$100,000 loan to the Company, for working capital purposes, with maturity as of April 23, 2025. On April 25, 2025, Green Oasis Limited and the Company extended the maturity date to July 23, 2025, which was further extended to July 23, 2026 through an amendment agreement.

On March 4, 2025, the Company sold 1,115,600 shares of common stock at \$0.896379 per share, generating gross proceeds of \$1,000,000. The Company received net proceeds of \$910,000 after deducting underwriter’s fees of \$70,000 and a \$20,000 reimbursement for the underwriter’s legal counsel and due diligence analysis expenses. The Company used the proceeds from the offering for working capital purposes.

On May 2, 2025, the Company completed a securities offering in which it agreed to sell (i) 1,115,600 shares of its common stock at a purchase price of approximately \$0.524 per share and (ii) 9,380,582 pre-funded warrants at a purchase price of approximately \$0.523 per warrant. As of December 31, 2025, the Company received gross proceeds of approximately \$4.5 million from the subscription of 1,115,600 shares of its common stock and 7,468,536 pre-funded warrants. The offering remains ongoing and has not yet been fully completed. Transaction costs incurred through December 31, 2025 included underwriter’s fees of \$314,343 and a \$20,000 reimbursement for the underwriter’s legal counsel and due diligence expenses. As of December 31, 2025, The Company used the proceeds from the offering for working capital purposes.

On October 24, 2025, the Company sold 1,333,334 shares of common stock at \$2.1 per share, generating gross proceeds of \$2.8 million. The Company received net proceeds of approximately \$2.5 million after deducting underwriter's fees of \$196,000 and other offering costs of \$60,000. The Company used the proceeds from the offering for working capital purposes.

In March 2026, the CEO executed a Letter of Support in which he agreed to provide continuing financial support to the Company for a period of at least 12 months from the issuance date of the Company's consolidated financial statements for the year ended December 31, 2025. The Company expects to continue incurring significant operating cash outflows to support its operations. Additional financing may be required to sustain the business. Management will make its best efforts to secure the necessary funding to support the Company's operations.

The following summarizes the key components of the Company's cash flows For the Years Ended December 31, 2025 and 2024.

	For the Years Ended December 31,	
	2025	2024
Net cash used in operating activities	\$ (6,844,724)	\$ (5,680,146)
Net cash used in investing activities	-	(650,000)
Net cash provided by financing activities	7,278,172	1,180,018
Effect of exchange rate change on cash and cash equivalents	55	(2,852)
Net change in cash and cash equivalents	<u>\$ 433,503</u>	<u>\$ (5,152,980)</u>

As of December 31, 2025 and 2024, the Company had cash in the amount of \$456,041 and \$22,538, respectively. As of December 31, 2025 and 2024, \$3,305 and \$3,267 were deposited with one financial institution located in the PRC, respectively. As of December 31, 2025 and 2024, \$452,736 and \$19,271 were deposited with one financial institution located in the United States, respectively.

Operating activities

Net cash used in operating activities was approximately \$6.8 million for the year ended December 31, 2025, as compared to approximately \$5.7 million net cash used in operating activities for the year ended December 31, 2024. Net loss for the year ended December 31, 2025 was approximately \$186.9 million, as compared to approximately \$14.1 million for the year ended December 31, 2024. Adjustments to reconcile net loss to net cash used in operating activities increased by approximately \$173.9 million, mainly due to the increase in unrealized loss on fair value changes of digital assets.

Investing activities

Net cash used in investing activities was nil for the year ended December 31, 2025, as compared to approximately \$0.7 million for the year ended December 31, 2024, representing a decrease of approximately \$0.7 million. The decrease was mainly due to the absence of loan to a third party for the year ended December 31, 2025.

Financing activities

Net cash provided by financing activities was approximately \$7.3 million for the year ended December 31, 2025, as compared to approximately \$1.2 million net cash provided by financing activities for the year ended December 31, 2024. Net cash provided by financing activities increased by approximately \$6.1 million, due to proceeds from issuance of common stock and prefunded warrants during year 2025.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Disclosure in response to this Item is not required for a smaller reporting company.

Item 8. Financial Statements and Supplementary Data

Reference is made to Pages F-1 through F-27 comprising a portion of this Report on Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

On January 29, 2026, with the approval of the Board of Directors and the Audit Committee, the Company terminated HTL International, LLC ('HTL') and engaged GGF CPA LTD ('GGF') as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2025, effective immediately. The audit reports of HTL on the Company's financial statements as of December 31, 2024 and 2023, and for the years ended December 31, 2024 and 2023, did not contain any adverse opinion or disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles, except that such opinions disclosed an uncertainty of the Company to continue as a going concern. During the relevant periods and through January 29, 2026, the Company had no disagreements with HTL on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, and there were no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K, except that the audit reports disclosed an uncertainty of the Company to continue as a going concern.

During the relevant periods and through January 29, 2026, neither the Company nor anyone on its behalf consulted GGF regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that GGF concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a 'disagreement' (within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions to that Item) or a 'reportable event' (within the meaning of Item 304(a)(1)(v) of Regulation S-K).

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officers, President and Chief Financial Officer (the "Certifying Officers"), we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on the foregoing, our Certifying Officers concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this Report.

Disclosure controls and procedures are controls and other procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our Certifying Officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Controls Over Financial Reporting

As required by the SEC rules and regulations for the implementation of Section 404 of the Sarbanes-Oxley Act, our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our consolidated financial statements for external reporting purposes in accordance with GAAP. Our internal control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of our company,
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

A “material weakness” is defined under the SEC rules as a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company’s annual or interim financial statements will not be prevented or detected on a timely basis by our internal controls. As a result of its review, management concluded that we had material weaknesses in our internal control over financial reporting process consisting of the following:

- Inadequate U.S. GAAP expertise. The current accounting staff is inexperienced in applying U.S. GAAP standard as they are primarily engaged in ensuring compliance with PRC accounting and reporting requirement for our consolidated operating entities, and thus require substantial training. The current staff’s accounting skills and understanding as to how to fulfill the requirements of U.S. GAAP-based reporting, including subsidiary financial statements consolidation, are inadequate.
- No formal plan to provide applicable training for our financial and accounting staff to enhance our understanding of U.S. GAAP and internal control over financial reporting.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect errors or misstatements in our consolidated financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate. Management assessed the effectiveness of our internal control over financial reporting on December 31, 2025. In making these assessments, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework (2013). Based on our assessments and those criteria, management determined that our internal control over financial reporting was not effective on December 31, 2025 due to the material weaknesses identified by our management as described above.

Management Plan to Remediate Material Weaknesses

- We plan to engage outside consultant to supplement efforts to improve our internal control over financial reporting;
- We plan to acquire applicable training for our financial and accounting staff to enhance our understanding of U.S. GAAP and internal control over financial reporting

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the most recent fiscal year that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth the name, age and position of each of our executive officers and directors as of the date of this Report:

Name	Age	Position
Xiao Jian Wang	37	Chief Executive Officer, President, Chairman of the Board, and Director
Zihao Zhao	31	Chief Financial Officer and Director
Lu Cai	35	Chief Operating Officer
Lei Zhang (1)(2)(3)	36	Director, Chairman of the Compensation Committee
Shuaiheng Zhang (1)(2)(3)	62	Director, Chairman of the Audit Committee
Yun Zhang (1)(2)(3)	38	Director, Chairman of the Nominating and Corporate Governance Committee

- (1) Member of our Audit Committee
- (2) Member of our Compensation Committee
- (3) Member of our Nominating and Corporate Governance Committee

Business Experience and Directorships

The following describes the backgrounds of the director. Our board of directors has determined that (a) other than Messrs. Xiao Jian Wang and Zihao Zhao, all of our directors are independent directors as defined under the Nasdaq Stock Market's listing standards governing members of boards of directors, and (b) the members of our Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee are independent under applicable SEC rules.

Xiao Jian Wang. Mr. Xiao Jian Wang was appointed as the Chief Executive Officer, President, Chairman of the Board and a director of the Company, effective April 21, 2023. Mr. Xiao Jian Wang was the Vice President of Business Development at Foregrowth Inc. in Vancouver, Canada, where he formulated and executed comprehensive business plans, achieving defined sales targets and driving market expansion, conducted training sessions for financial advisors, equipping them with in-depth knowledge of compliance requirements, market insights, and product features, and conducted extensive research and due diligence on potential alternative investment opportunities, resulting in successful acquisitions and partnerships. Prior to that, Mr. Wang was a Private Banking Consultant and an Interbank Commercial Paper Trader at China Minsheng Bank in Chongqing, China. We believe Mr. Wang is well-qualified to serve as a member of our board due to his in-depth knowledge and experience in asset management and investment, and his experience in management.

Zihao Zhao. Mr. Zihao Zhao was appointed as the Chief Financial Officer of the Company, effective April 21, 2023. Mr. Zhao was a senior audit assistant at PricewaterhouseCoopers, PWC, Shanghai from 2016 to 2019. Mr. Zhao received his Bachelor of Science in Taxation degree from Shanghai Lixin University of Accounting and Finance in 2016. We believe Mr. Zhao is well-qualified to serve as a member of our board due to his expertise in accounting.

Ms. Lu Cai. Ms. Lu Cai was appointed as the Chief Operating Officer of the Company, effective February 9, 2023. Ms. Lu Cai has over 10 years of extensive experience in financial management and consulting. Since July 2020, Ms. Lu Cai has been the Chief Executive Officer of Beijing Boda Shengshi Financial Consulting Co., Ltd, a firm that offers initial public offering and pre-marketing consulting services in China. From July 2017 to May 2020, Ms. Lu Cai was a Vice President of SINO-TONE Beijing Consulting Co., Ltd, a consulting firm based in Beijing, China. Ms. Lu Cai graduated from Beijing Foreign Studies University.

Lei Zhang. Mr. Zhang was appointed as a director, chair of the Compensation Committee, and a member of the Nominating and Corporate Governance Committee, the Compensation Committee, and the Audit Committee of the Company, effective on April 26, 2024. Mr. Lei Zhang has more than 10 years of experience in accounting. Since 2018, he holds the position of Assistant Professor of Accounting at Simon Fraser University. His research contributions have been recognized, including receiving the Vanderbilt Music City Accounting Research Conference Best Paper Award in June 2022. Mr. Lei Zhang's teaching experience spans courses such as Business Ethics and Corporate Social Responsibility, Introduction to Managerial Accounting, and Intermediate Managerial Accounting. His academic journey reflects a commitment to excellence and a passion for advancing accounting knowledge. Mr. Lei Zhang earned his Ph.D. in Accounting from the University of British Columbia in 2018. We believe Mr. Zhang is well-qualified to serve as a member of our board due to his experience in the accounting industry.

Shuaiheng Zhang. Mr. Shuaiheng Zhang was appointed as a director and a member of the Nominating and Corporate Governance Committee, the Compensation Committee, and the Audit Committee of the Company, effective February 9, 2023. Mr. Shuaiheng Zhang, has more than 40 years of working experience in management. Since September 2019, Mr. Shuaiheng Zhang has been the general manager at Sunwoda Huizhou New Energy Co., Ltd., a high-tech enterprise with research and development, design, production and sale of lithium-ion battery cell and module and a wholly owned subsidiary of Sunwoda Electronic Co., Ltd., a company listed on the Growth Enterprise Market of Shenzhen Stock Exchange since 2011. From October 1994 to July 2013, Mr. Shuaiheng Zhang was the general manager and vice chairman of the board at Shenzhen SEG Co., Ltd., a company listed on the main board of Shenzhen Stock Exchange that are engaged in development of electronic information industry and electronic product trading market. From July 2013 to December 2015, Mr. Shuaiheng Zhang was the vice general manager at Shenzhen SI Semiconductors Co., Ltd., a power semiconductor device manufacturer. From December 2015 to September 2019, Mr. Shuaiheng Zhang was the general manager and chairman of the board of Shenzhen SEG Longyan Energy Technology CO., Ltd., a subsidiary of Shenzhen SEG Co., Ltd. Mr. Shuaiheng Zhang received his bachelor degree In mechanical engineering from Xidian University and his master degree in computer science from Tsinghua University. Mr. Zhang has more than 40 years of working experience in management. We believe Mr. Zhang is well-qualified to serve as a member of our board due to his extensive management experience.

Yun Zhang. Mr. Yun Zhang was appointed as a director, chair of the Nominating Committee, and a member of the Nominating and Corporate Governance Committee, the Compensation Committee, and the Audit Committee of the Company, effective on April 26, 2024. Mr. Yun Zhang has extensive experience across various roles, currently serves as a Consultant at China Machinery Engineering Corporation in Vancouver since September 2018. In this capacity, Mr. Yun Zhang is responsible for promoting and negotiating projects with local companies on behalf of the Chinese State-Owned Company. Prior to this, from September 2017 to September 2018, Mr. Yun Zhang held the position of Purchasing Manager at Homemax Building Supplies Inc., Vancouver, where he implemented annual purchasing plans, managed contracts, and ensured optimal inventory levels. Earlier in their career, from January 2015 to September 2017, Mr. Yun Zhang served as the Accountant Manager at China GEZHOUBA Group Company Limited in Wuhan, China. In this role, he focused on generating comprehensive reporting packages, including business performance results, and compiled reviewed financial data for effective projections. Mr. Yun Zhang’s diverse professional journey spans different industries and responsibilities, showcasing their adaptability and expertise. Mr. Yun Zhang earned his bachelor’s degree in Accounting from the University of Adelaide in 2011. We believe Mr. Zhang is well-qualified to serve as a member of our board due to his extensive management experience.

No Classification of Directors

In accordance with our existing charter, our board of directors is not divided into separate classes, and each director serves a one-year term until the next annual meeting of stockholders or until such director’s successor is duly elected and qualified.

Director Independence

Nasdaq listing standards require that a majority of our board of directors be independent as long as we are not a controlled company. A majority of our board of directors is independent. An “independent director” is defined under the Nasdaq rules generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship which in the opinion of the company’s board of directors, would interfere with the director’s exercise of independent judgment in carrying out the responsibilities of a director. Our board of directors has determined that Mr. Lei Zhang, Mr. Shuaiheng Zhang and Mr. Yun Zhang are “independent directors” as defined in the Nasdaq listing standards and applicable SEC rules. Our independent directors have regularly scheduled meetings at which only independent directors are present.

Leadership Structure and Risk Oversight

The board of directors does not have a lead independent director. Currently Mr. Xiao Jian Wang serves as our Chief Executive Officer, President and Chairman of the Board.

Committees of the Board of Directors

The standing committees of our board of directors consist of an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Each of the committees will report to the board of directors as they deem appropriate and as the board may request.

Audit Committee

Our Audit Committee currently consists of Mr. Lei Zhang, Mr. Yun Zhang, and Mr. Shuaiheng Zhang, with Mr. Shuaiheng Zhang serving as the chairman of the Audit Committee. We believe that each of these individuals qualifies as an independent director according to the rules and regulations of the SEC with respect to audit committee membership. We also believe that Mr. Shuaiheng Zhang qualifies as our “audit committee financial expert,” as such term is defined in Item 401(h) of Regulation S-K. Our board of directors has adopted a written charter for the Audit Committee, which is attached as an exhibit to this Report.

The audit committee's duties, which are specified in our Audit Committee Charter, include, but are not limited to:

- reviewing and discussing with management and the independent auditor our annual audited financial statements, and recommending to the board whether the audited financial statements should be included in our Form 10-K;
- discussing with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of our financial statements;
- discussing with management major risk assessment and risk management policies;
- monitoring the independence of the independent auditor;
- verifying the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law;
- reviewing and approving all related-party transactions;
- inquiring and discussing with management our compliance with applicable laws and regulations;
- pre-approving all audit services and permitted non-audit services to be performed by our independent auditor, including the fees and terms of the services to be performed;
- appointing or replacing the independent auditor;
- determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or reports which raise material issues regarding our financial statements or accounting policies; and

Compensation Committee

Our Compensation Committee currently consists of Mr. Lei Zhang, Mr. Yun Zhang, and Mr. Shuaiheng Zhang, with Mr. Lei Zhang serving as the chairman of the Compensation Committee. We anticipate that each of the members of our Compensation Committee will be independent under the applicable Nasdaq listing standards. Our board of directors has adopted a written charter for the Compensation Committee, which is attached as an exhibit to this Report.

The compensation committee's duties, which are specified in our Compensation Committee Charter, include, but not limited to:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer's based on such evaluation;
- reviewing and approving the compensation of all of our other executive officers;
- reviewing our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our executive officers and employees;

- producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors.

Corporate Governance and Nominating Committee

Our Corporate Governance and Nominating Committee is responsible for, among other matters: (1) identifying individuals qualified to become members of our board of directors, consistent with criteria approved by our board of directors; (2) overseeing the organization of our board of directors to discharge the board's duties and responsibilities properly and efficiently; (3) identifying best practices and recommending corporate governance principles; and (4) developing and recommending to our board of directors a set of corporate governance guidelines and principles applicable to us.

Our Corporate Governance and Nominating Committee currently consists of Mr. Shuaiheng Zhang, Mr. Yun Zhang and Mr. Lei Zhang, with Mr. Yun Zhang serving as the chairman of the Corporate Governance and Nominating Committee. We anticipate that each of the members of our Corporate Governance and Nominating Committee will be independent under the applicable Nasdaq listing standards. Our board of directors has adopted a written charter for the Corporate Governance and Nominating Committee, which is available on our corporate website at www.gdculturegroup.com.

Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, and in the past year has not served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors.

Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers, directors and persons who beneficially own more than ten percent of our common stock to file reports of ownership and changes in ownership with the SEC. These reporting persons are also required to furnish us with copies of all Section 16(a) forms they file. Based solely upon a review of such Forms, during the year ended December 31, 2025 and the period from January 1, 2026 until the date of this Report, all of the directors and officers filed the required Section 16 reports on time. We believe with respect to share exchange transaction during our fiscal year 2025, due to administrative oversight, the Form 4 for each of our 10% stockholders, Yan Wang and Qing Wang, to report such transaction that occurred in October 2025, were not filed on a timely basis.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our employees, including our chief executive officer, chief financial officer and principal accounting officer. Our Code of Ethics is attached as an exhibit to this Report. If we amend or grant a waiver of one or more of the provisions of our Code of Ethics, we intend to satisfy the requirements under Item 5.05 of Form 8-K regarding the disclosure of amendments to or waivers from provisions of our Code of Ethics that apply to our principal executive officer, principal financial officer and principal accounting officer by posting the required information on our website at the above address.

Item 11. Executive Compensation

The following table provides disclosure concerning all compensation paid for services to GDC in all capacities for our fiscal years ended December 31, 2025 and 2024 provided by (i) each person serving as our principal executive officer ("PEO"), (ii) each person serving as our principal financial officer ("PFO") and (iii) our two most highly compensated executive officers other than our PEO and PFO whose total compensation exceeded \$100,000 (collectively with the PEO, referred to as the "named executive officers" in this Executive Compensation section).

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Other Compensation (\$)	Total (\$)
Xiao Jian Wang (CEO, President, Chairman of the Board, and Director)	2025	50,000	-	-	-	-	50,000
	2024	50,000	-	-	-	-	50,000
Zihao Zhao (CFO)	2025	77,036	-	-	-	-	77,036
	2024	30,000	-	-	-	-	30,000
Cai Lu (COO)	2025	-	-	-	-	-	-
	2024	-	-	-	-	-	-

Grants of Plan Based Awards in the Fiscal Year Ended December 31, 2025

During the fiscal year ended December 31, 2025, no shares of Common Stock were granted to our officers and directors under the equity incentive plans.

Outstanding Equity Awards at Fiscal Year-End

None.

Employment Contracts, Termination of Employment, Change-in-Control Arrangements

We have entered into employment agreements with each of our executive officers, respectively, (each an “Employment Agreement,” collectively, the “Employment Agreements”). Under these agreements, each of our executive officers is employed for a specified time period. We may terminate employment for cause, at any time, without advance notice or remuneration, for certain acts of the executive officer, such as conviction or plea of guilty to a crime, or misconduct or a failure to perform agreed duties. The executive officer may resign at any time with a three-month advance written notice.

The officers also agreed to enter into additional confidential information and invention assignment agreements and are subject to certain non-compete and non-solicitation restrictions for a period of one year following termination.

Director Compensation

The following table represents compensation earned by our non-executive directors in 2025.

Name	Fees earned in cash (\$)	Stock awards (\$)	Option awards (\$)	All other compensation (\$)	Total (\$)
Lei Zhang (1)					
Yun Zhang (2)					
Shuaiheng Zhang (3)					

(1) Mr. Lei Zhang was appointed as a director of the Company, effective April 26, 2024.

(2) Mr. Yun Zhang was appointed as a director of the Company, effective April 26, 2024.

(3) Shuaiheng Zhang was appointed as a director of the Company, effective February 9, 2023.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information regarding the beneficial ownership of our common stock as of March 27, 2026 based on information obtained from the persons named below, with respect to the beneficial ownership of shares of our common stock, by:

- each person known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;
- each of our executive officers and directors that beneficially owns shares of our common stock; and
- all our executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

The percentage ownership information shown in the table below is based on that there were 60,759,711 shares of common stock outstanding as of March 27, 2026. Unless otherwise noted, the business address of each of the following entities or individuals is 111 Town Square Place, Suite #1203, Jersey City, NJ 07310.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Directors and Named Executive Officers		
Xiao Jian Wang, <i>Chief Executive Officer, President and Chairman of the Board</i>	—	—
Zihao Zhao, <i>Chief Financial Officer</i>	—	—
Lu Cai, <i>Chief Operating Officer</i>	—	—
Lei Zhang, <i>Director</i>	—	—
Shuaiheng Zhang, <i>Director</i>	—	—
Yun Zhang, <i>Director</i>	—	—
All officers and directors as a group (6 persons):	—	—
5% Beneficial Owner		
None		

Changes in Control

There has been no change in control during the fiscal year ended December 31, 2025.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Certain Relationships and Related Transactions

The balances due to related parties as of December 31, 2025 and 2024 were presented in “Other payables – related parties” in the consolidated balance sheets. The details are set out below:

Name of related party	Relationship	Nature	December 31, 2025	December 31, 2024
Xiaojian Wang	Chief Executive Officer	Accrued compensations	\$ 100,000	\$ 50,000
Xiaojian Wang	Chief Executive Officer	Interest-free loans to the Company*	-	349,485
Xiaojian Wang	Chief Executive Officer	Invoices paid on behalf of the Company	2,150	50,000
Zihao Zhao	Chief Finance Officer	Accrued compensations	60,833	50,833
Zihao Zhao	Chief Finance Officer	Reimbursement	2,033	1,948
Total			<u>\$ 165,016</u>	<u>\$ 502,266</u>

* From September 2024 to March 2025, Mr. Xiaojian Wang, the Chief Executive Officer of the Company (“CEO”), lent \$399,485 to the Company through six loan agreements, for working capital purposes. Pursuant to the loan agreements, these loans are non-interest bearing and are due from September 2025 to January 2026, respectively. From March 2025 to May 2025, the Company repaid \$399,485 in full to the CEO.

Related Party Transaction

As disclosed in Note 1, the Company purchased 100% equity interest of Pallas from the Sellers, on September 29, 2025. Two shareholders of the Company, who beneficially own 12.86%, in the aggregate, of the outstanding shares of common stock of the Company, immediately before the execution of the Transaction, also serve as the directors and share voting and dispositive power over the shares issued by the Target. Accordingly, the Pallas Transaction constitutes a related party transaction for the Company pursuant to Item 404 of Regulation S-K.

As of December 31, 2025 and 2024, the balance of other payables - related parties were \$165,016 and \$502,266, respectively, mainly consisted of accrued compensation of the Company's officers, interest - free loans received from the Company's officers and operating related fees paid by the Company's officer on behalf of the Company. As of December 31, 2025, the interest-free loans received from the Company's officers were fully repaid.

For the years ended December 31, 2025 and 2024, the Company recorded compensation expenses to its officers amounted to \$127,036 and \$80,000, respectively, for their services provided to the Company.

Director Independence

Nasdaq listing standards require that a majority of our board of directors be independent. An "independent director" is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship which in the opinion of the company's board of directors, would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director. Our board of directors has determined that Mr. Shuaiheng Zhang, Mr. Lei Zhang and Mr. Yun Zhang are "independent directors" as defined in the Nasdaq listing standards and applicable SEC rules. Our independent directors have regularly scheduled meetings at which only independent directors are present.

Item 14. Principal Accountant Fees and Services.

GGF was appointed by the Company to serve as its independent registered public accounting firm for fiscal year ended December 31, 2025. HTL International, LLC (the "HTL") was appointed by the Company to serve as its independent registered public accounting firm for fiscal year ended December 31, 2024.

Audit Fees. Audit fees consist of fees billed for professional services rendered for the audit of our year-end financial statements and services that are normally provided by our auditors in connection with regulatory filings. The aggregate fees billed by GGF for professional services rendered for the audit of our annual financial statements for the years ended December 31, 2025 totaled \$210,000. The aggregate fees billed by HTL for professional services rendered for the audit of our annual financial statements, review of the financial information included in our Forms 10-Q for the respective periods and other required filings with the SEC for the years ended December 31, 2025 and 2024 totaled \$60,000 and \$180,000, respectively.

Audit-Related Fees. Audit-related services consist of fees billed for assurance and related services that are reasonably related to performance of the audit or review of our financial statements and are not reported under "Audit Fees." These services include attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards. During the year ended December 31, 2025 and 2024, we did not pay GGF or HTL for consultations concerning financial accounting and reporting standards.

Tax Fees. We did not pay GGF or HTL for tax services for the years ended December 31, 2025 and 2024.

All Other Fees. We did not pay GGF or HTL for other services for the years ended December 31, 2025 and 2024.

Pre-Approval Policy

Our audit committee was formed upon the consummation of our initial public offering. As a result, the audit committee did not pre-approve all of the foregoing services, although any services rendered prior to the formation of our audit committee were approved by our board of directors. Since the formation of our audit committee, and on a going-forward basis, the audit committee has and will pre-approve all auditing services and permitted non-audit services to be performed for us by our auditors, including the fees and terms thereof (subject to the de minimis exceptions for non-audit services described in the Exchange Act which are approved by the audit committee prior to the completion of the audit).

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Report:

- (1) Financial Statements
- (2) Financial Statements Schedule

All financial statement schedules are omitted because they are not applicable or the amounts are immaterial and not required, or the required information is presented in the financial statements and notes thereto in Item 15 of Part IV below.

- (3) Exhibits

We hereby file as part of this Report the exhibits listed in the attached Exhibit Index. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference facilities maintained by the SEC, 100 F Street, N.E., Room 1580, Washington D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates or on the SEC website at www.sec.gov.

EXHIBIT INDEX

Exhibit Number	Description of Document
2.1	<u>Share Exchange Agreement, dated September 10, 2025, by and among GD Culture Group Limited, Pallas Capital Holding Ltd and the shareholders of Pallas Capital Holding Ltd, filed as exhibit 2.1 to the current report on Form 8-K filed on September 16, 2025 and incorporated herein by reference</u>
3.1	<u>Articles of Incorporation, filed as exhibit 3.1 to the registration statement on Form S-1 filed on May 10, 2019 and incorporated herein by reference</u>
3.2	<u>Certificate of Amendment to Articles of Incorporation, filed as exhibit 3.2 to the registration statement on Form S-1 filed on May 10, 2019 and incorporated herein by reference</u>
3.3	<u>Certificate of Amendment of Articles of Incorporation, filed as exhibit 3.1 to the current report on Form 8-K filed on May 18, 2020 and incorporated herein by reference</u>
3.4	<u>Certificate of Amendment to Articles of Incorporation, filed as exhibit 3.1 to the Current Report on Form 8-K of the Company filed on November 8, 2022 and incorporated herein by reference</u>
3.5	<u>Certificate of Amendment to Articles of Incorporation, filed as exhibit 3.1 to the Current Report on Form 8-K of the Company filed on January 10, 2023 and incorporated herein by reference</u>
3.6	<u>Second Amended and Restated Bylaws, filed as exhibit 3.2 to the current report on Form 8-K filed on January 10, 2023 and incorporated herein by reference</u>
4.1	<u>Description of Securities, filed as exhibit 4.1 to the annual report on Form 10-K filed on March 18, 2025 and incorporated herein by reference</u>
4.2	<u>Form of Placement Agent Warrant, filed as exhibit 4.3 to the current report on Form 8-K filed on February 18, 2021 and incorporated herein by reference</u>
4.3	<u>Form of Placement Agent Warrant, filed as Exhibit 4.2 to the current report on Form 8-K filed on May 17, 2023 and incorporate herein by reference</u>
4.4	<u>Form of Pre-funded Warrants, filed as Exhibit 4.1 to the current report on Form 8-K filed on November 3, 2023 and incorporate herein by reference</u>
10.1	<u>Share Purchase Agreement by and among Makesi IoT Technology (Shanghai) Co., Ltd., Shanghai Highlight Media Co., Ltd. and the shareholders of Shanghai Highlight Media Co., Ltd., dated September 16, 2022, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on September 19, 2022 and incorporated herein by reference</u>
10.2	<u>Technical Consultation and Service Agreement, by and between Makesi IoT Technology (Shanghai) Co., Ltd. and Shanghai Highlight Media Co., Ltd., dated September 16, 2022, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on October 5, 2022 and incorporated herein by reference</u>
10.3	<u>Equity Pledge Agreement, by and among Makesi IoT Technology (Shanghai) Co., Ltd., Shanghai Highlight Media Co., Ltd. and the shareholders of Shanghai Highlight Media Co., Ltd., dated September 16, 2022, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on October 5, 2022 and incorporated herein by reference</u>
10.4	<u>Equity Option Agreement, by and among Makesi IoT Technology (Shanghai) Co., Ltd., Shanghai Highlight Media Co., Ltd. and the shareholders of Shanghai Highlight Media Co., Ltd., dated September 16, 2022, filed as exhibit 10.3 to the Current Report on Form 8-K of the Company filed on October 5, 2022 and incorporated herein by reference</u>
10.5	<u>Voting Rights Proxy and Financial Support Agreement, by and among Makesi IoT Technology (Shanghai) Co., Ltd., Shanghai Highlight Media Co., Ltd. and the shareholders of Shanghai Highlight Media Co., Ltd., dated September 16, 2022, filed as exhibit 10.4 to the Current Report on Form 8-K of the Company filed on October 5, 2022 and incorporated herein by reference</u>
10.6	<u>Agreement to Assign Technical Consultation and Service Agreement, by and between Makesi IoT Technology (Shanghai) Co., Ltd. and Shanghai Highlight Media Co., Ltd., dated February 27, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on February 27, 2023 and incorporated herein by reference</u>
10.7	<u>Agreement to Assign Equity Pledge Agreement, by and among Makesi IoT Technology (Shanghai) Co., Ltd., Shanghai Highlight Media Co., Ltd. and the shareholders of Shanghai Highlight Media Co., Ltd., dated February 27, 2023, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on February 27, 2023 and incorporated herein by reference</u>
10.8	<u>Agreement to Assign Equity Option Agreement, by and among Makesi IoT Technology (Shanghai) Co., Ltd., Shanghai Highlight Media Co., Ltd. and the shareholders of Shanghai Highlight Media Co., Ltd., dated February 27, 2023, filed as exhibit 10.3 to the Current Report on Form 8-K of the Company filed on February 27, 2023 and incorporated herein by reference</u>

- 10.9 [Agreement to Assign Voting Rights Proxy and Financial Support Agreement, by and among Makesi IoT Technology \(Shanghai\) Co., Ltd., Shanghai Highlight Media Co., Ltd. and the shareholders of Shanghai Highlight Media Co., Ltd., dated February 27, 2023, filed as exhibit 10.4 to the Current Report on Form 8-K of the Company filed on February 27, 2023 and incorporated herein by reference](#)
- 10.10 [Termination Agreement by and among Makesi IoT Technology \(Shanghai\) Co., Ltd., Sichuan Wuge Network Games Co., Ltd. and the shareholders of Sichuan Wuge Network Games Co., Ltd., dated September 28, 2022, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on September 30, 2022 and incorporated herein by reference](#)
- 10.11 [Director Offer Letter to Shuaiheng Zhang, dated February 9, 2023, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company, filed on February 9, 2023 and incorporated herein by reference](#)
- 10.12 [Form of Placement Agency Agreement, dated May 1, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on May 4, 2023 and incorporated herein by reference](#)
- 10.13 [Form of RD Securities Purchase Agreement between the Company and certain Purchasers, dated May 1, 2023, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on May 4, 2023 and incorporated herein by reference](#)
- 10.14 [Form of PIPE Securities Purchase Agreement between the Company and certain Purchasers, dated May 1, 2023, filed as exhibit 10.3 to the Current Report on Form 8-K of the Company filed on May 4, 2023 and incorporated herein by reference](#)
- 10.15 [Form of Amendment to RD Securities Purchase Agreement between the Company and certain Purchasers, dated May 16, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on May 17, 2023 and incorporated herein by reference](#)
- 10.16 [Form of Amendment to PIPE Securities Purchase Agreement between the Company and certain Purchasers, dated May 16, 2023, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on May 17, 2023 and incorporated herein by reference](#)
- 10.17 [Employment agreement between GD Culture Group Limited and Xiao Jian Wang, dated April 21, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on April 21, 2023 and incorporated herein by reference](#)
- 10.18 [Employment agreement between GD Culture Group Limited and Zihao Zhao, dated April 21, 2023, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on April 21, 2023 and incorporated herein by reference](#)
- 10.19 [Software Purchase Agreement, dated June 22, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on June 27, 2023 and incorporated herein by reference](#)
- 10.20 [Share Purchase Agreement, dated June 26, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on June 28, 2023 and incorporated herein by reference](#)
- 10.21 [Termination Agreement, dated September 26, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on September 26, 2023 and incorporated herein by reference](#)
- 10.22 [Equity Purchase Agreement, dated October 27, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on October 27, 2023 and incorporated herein by reference](#)
- 10.23 [Placement Agency Agreement, dated November 1, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on November 3, 2023 and incorporated herein by reference](#)
- 10.24 [Form of Securities Purchase Agreement between the Company and certain Purchasers, dated October 31, 2023, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on November 3, 2023 and incorporated herein by reference](#)
- 10.25 [Form of Amendment to the Securities Purchase Agreement, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on November 17, 2023 and incorporated herein by reference](#)
- 10.26 [Warrant Exchange Agreement, dated November 1, 2023, filed as exhibit 10.3 to the Current Report on Form 8-K of the Company filed on November 3, 2023 and incorporated herein by reference](#)
- 10.27 [Amended and Restated Equity Purchase Agreement, dated November 10, 2023, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on November 13, 2023 and incorporated herein by reference](#)
- 10.28 [Placement Agency Agreement, dated March 22, 2024, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on March 26, 2024 and incorporated herein by reference](#)
- 10.29 [Form of Securities Purchase Agreement between the Company and certain Purchasers, dated March 22, 2024, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on March 26, 2024](#)
- 10.30 [Director Offer Letter to Yun Zhang, dated April 26, 2024, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on April 26, 2024 and incorporated herein by reference](#)
- 10.31 [Director Offer Letter to Lei Zhang, dated April 26, 2024, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on April 26, 2024 and incorporated herein by reference](#)

10.32	Software Purchase Agreement between the Company and Shanxi Gangdong Cultural Media Co., Ltd. dated May 31, 2024, filed as Exhibit 10.1 to the Current Report on Form 8-K of the Company filed on June 6, 2024 and incorporated herein as reference
10.33	At-The-Market Issuance Sales Agreement, dated February 10, 2025, by and between the Company and Univest Securities, LLC, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on February 10, 2025 and incorporated herein by reference
10.34	Form of Securities Purchase Agreement between the Company and certain Purchasers, dated March 4, 2025, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on March 7, 2025 and incorporated herein by reference
10.35	Placement Agency Agreement, dated March 4, 2025, by and between the Company and Univest Securities, LLC, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on March 7, 2025 and incorporated herein by reference
10.36	Software Purchase Agreement, dated April 28, 2025, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on April 30, 2025 and incorporated herein by reference
10.37	Form of Securities Purchase Agreement between the Company and certain Purchasers, dated May 2, 2025, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on May 6, 2025 and incorporated herein by reference
10.38	Form of Securities Purchase Agreement between the Company and certain Investors, dated May 11, 2025, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on May 13, 2025 and incorporated herein by reference
10.39	Employment agreement between the Company and Zihao Zhao, dated June 27, 2025, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on On July 3, 2025 and incorporated herein by reference
10.40	Form of Securities Purchase Agreement between the Company and certain Purchasers, dated October 24, 2025, filed as exhibit 10.1 to the Current Report on Form 8-K of the Company filed on October 29, 2025 and incorporated herein by reference
10.41	Placement Agency Agreement, dated October 24, 2025, filed as exhibit 10.2 to the Current Report on Form 8-K of the Company filed on October 29, 2025 and incorporated herein by reference
14.1	Code of Business and Ethics, filed as exhibit 14.1 to the registration statement on Form S-1 filed on June 16, 2015 and incorporated herein by reference
19.1	Insider Trading Policies, filed as exhibit 19.1 to the Annual Report on Form 10-K of the Company filed on April 2, 2024 and incorporated herein by reference
21.1	List of Subsidiaries, filed as exhibit 21.1 to the Annual Report on Form 10-K of the Company filed on April 2, 2024 and incorporated herein by reference
23.1*	Consent of HTL International, LLC
23.2*	Consent of GGF CPA LTD
23.3*	Consent of Junjin Law Firm
31.1*	Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).
31.2*	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).
32.1**	Certification of the Chief Executive Officer required by 18 U.S.C. 1350.
32.2**	Certification of the Chief Financial Officer required by 18 U.S.C. 1350.
97.1	Policy Relating to Recovery of Erroneously Awarded Compensation, filed as exhibit 97.1 to the Annual Report on Form 10-K of the Company filed on April 2, 2024 and incorporated herein by reference
99.1	Form of Audit Committee Charter, filed as exhibit 99.1 to the registration statement on Form S-1 filed on June 16, 2015 and incorporated herein by reference
99.2	Form of Compensation Committee Charter, filed as exhibit 99.2 to the registration statement on Form S-1 filed on June 16, 2015 and incorporated herein by reference
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith

** Furnished herewith

Item 16. Form 10-K Summary

None.

CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

	Page
<u>Report of Independent Registered Public Accounting Firm - GGF CPA LTD (PCAOB ID: 2729)</u>	F-2
<u>Report of Independent Registered Public Accounting Firm - HTL International, LLC (PCAOB ID: 7000)</u>	F-3
Consolidated Financial Statements:	
<u>Consolidated Balance Sheets as of December 31, 2025 and 2024</u>	F-4
<u>Consolidated Statements of Operations and Comprehensive Loss for the Years ended December 31, 2025 and 2024</u>	F-5
<u>Consolidated Statements of Changes in Shareholders' Equity for the Years ended December 31, 2025 and 2024</u>	F-6 – F-7
<u>Consolidated Statements of Cash Flows for the Years ended December 31, 2025 and 2024</u>	F-8
<u>Notes to Consolidated Financial Statements</u>	F-9

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GD Culture Group Limited

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheet of GD Culture Group Limited (the “Company”) and its subsidiaries as of December 31, 2025, and the related consolidated statements of operations and comprehensive loss, changes in shareholders’ equity, and cash flows for the year ended December 31, 2025, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and the results of its operations and its cash flows for the year ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Existence and Rights to Digital Assets

As described in Note 3 to the consolidated financial statements, as of December 31, 2025, the Company recorded digital assets with a fair value of approximately \$663 million, which were held in a third-party custody wallet.

We identified the evaluation of the existence of and the Company’s rights to its digital assets as a critical audit matter due to the nature and extent of audit effort required to address the matter, which includes a significant involvement of more experienced engagement team members. Subjective auditor judgment was required in determining the nature and extent of audit procedures and the sufficiency of audit evidence obtained to test the digital assets recognized by the Company.

The following are the primary procedures we performed to address this critical audit matter: we evaluated the design and tested the operating effectiveness of certain internal controls over the existence of the Company’s investment in digital assets and the Company’s rights over its investment in digital assets; we reviewed the custodial agreement to obtain understanding of the Company’s rights and obligations in relation to the digital assets held in custody; we evaluated the reliability of the third-party custodian, performed the reconciliation of digital assets per the Company’s records to the custodial service ledgers and the public blockchain, and obtained confirmation of the Company’s investment in digital assets held with the third-party custodian as of December 31, 2025, and compared the results of the confirmation to the Company’s record; we also assessed the sufficiency of audit evidence obtained by evaluating the cumulative results of the audit procedures.

/s/ GGF CPA LTD

We have served as the Company’s auditor since 2026.

Guangzhou, the People’s Republic of China

March 27, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GD Culture Group Limited

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheet of GD Culture Group Limited (the “Company”) and its subsidiaries as of December 31, 2024, and the related consolidated statements of operations and comprehensive loss, changes in shareholders’ equity, and cash flows for the year ended December 31, 2024, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and the results of its operations and its cash flows for the year ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ HTL International, LLC

We have served as the Company’s auditor from 2023 to 2026.

Houston, Texas

March 17, 2025

GD CULTURE GROUP LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31, 2025	December 31, 2024
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 456,041	\$ 22,538
Other receivables, net	41,803	9,195
Prepayments	331,588	-
Total current assets	<u>829,432</u>	<u>31,733</u>
EQUIPMENT, NET	3,477	7,781
RIGHT-OF-USE ASSETS, NET	987,988	1,342,333
OTHER ASSETS		
Intangible assets, net	5,090,238	1,102,400
Other assets	250,740	250,740
Digital assets	662,996,878	-
Total other assets	<u>668,337,856</u>	<u>1,353,140</u>
Total assets	<u>\$ 670,158,753</u>	<u>\$ 2,734,987</u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Other payables and accrued liabilities	\$ 507,745	\$ 401,821
Other payables - related parties	165,016	502,266
Lease liabilities - current	353,648	427,984
Income tax payable	187,995	141,810
Total current liabilities	<u>1,214,404</u>	<u>1,473,881</u>
OTHER LIABILITIES		
Lease liabilities – non-current	781,216	1,104,552
Deferred tax liabilities	20,988	153,911
Total other liabilities	<u>802,204</u>	<u>1,258,463</u>
Total liabilities	<u>2,016,608</u>	<u>2,732,344</u>
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY		
Preferred stock, \$0.0001 par value, 1,000,000,000 and 20,000,000 shares authorized, no shares issued and outstanding as of December 31, 2025 and 2024, respectively	-	-
Common stock, \$0.0001 par value, 10,000,000,000 and 200,000,000 shares authorized, 57,318,111 and 11,167,294 shares issued and outstanding as of December 31, 2025 and 2024, respectively	5,732	1,117
Additional paid-in capital	937,770,530	82,758,975
Accumulated deficit	(270,071,082)	(83,194,386)
Accumulated other comprehensive income	152,627	152,585
Total GD Culture Group Limited shareholders' equity (deficits)	<u>667,857,807</u>	<u>(281,709)</u>
Noncontrolling interest	284,338	284,352
Total shareholders' equity	<u>668,142,145</u>	<u>2,643</u>
Total liabilities and shareholders' equity	<u>\$ 670,158,753</u>	<u>\$ 2,734,987</u>

The accompanying notes are an integral part of these consolidated financial statements.

GD CULTURE GROUP LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	For the Years Ended	
	December 31,	
	2025	2024
OPERATING EXPENSES		
Selling and marketing expenses	\$ (300,000)	\$ (2,402,908)
General and administrative expenses	(5,054,062)	(5,055,507)
Research and development expenses	(2,256,000)	(797,500)
Impairment of intangible assets	(852,800)	(2,755,659)
Provision of credit loss expenses	-	(3,150,000)
TOTAL OPERATING EXPENSES	(8,462,862)	(14,161,574)
LOSS FROM OPERATIONS	(8,462,862)	(14,161,574)
OTHER (EXPENSE) INCOME		
Interest income	6,435	8,671
Unrealized loss on fair value changes of digital assets	(178,507,882)	-
Sublease rental income	32,609	-
TOTAL OTHER (EXPENSE) INCOME	(178,468,838)	8,671
LOSS BEFORE INCOME TAXES	(186,931,700)	(14,152,903)
LESS: INCOME TAX BENEFIT	54,977	32,101
NET LOSS	\$ (186,876,723)	\$ (14,120,802)
Net loss attributable to noncontrolling interest	(27)	(284,641)
Net loss attributable to shareholders of common stock	(186,876,696)	(13,836,161)
OTHER COMPREHENSIVE INCOME (LOSS)		
- Foreign currency translation adjustment	55	(14,544)
- Fair value changes of convertible note receivables	-	(102,027)
OTHER COMPREHENSIVE INCOME (LOSS), net of tax	55	(116,571)
COMPREHENSIVE LOSS, net of tax	\$ (186,876,668)	\$ (14,237,373)
Comprehensive loss attributable to noncontrolling interest	(14)	(378,491)
Comprehensive loss attributable to shareholders of common stock	(186,876,654)	(13,858,882)
WEIGHTED AVERAGE NUMBER OF COMMON STOCKS		
Basic and diluted	30,344,325	9,565,918
Loss per share available to common shareholders		
Basic and diluted	\$ (6.16)	\$ (1.45)

The accompanying notes are an integral part of these consolidated financial statements.

GD CULTURE GROUP LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Year Ended December 31, 2025

	Attributable to GD Culture Group Limited Shareholders										
	Preferred Stock		Common Stock		Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Accumulated Other Comprehensive Income	Total GD Culture Group Limited Shareholders' (Deficits) Equity	Non controlling Interest	Total Shareholders' Equity
	Shares	Amount	Shares	Amount							
Balance, January 1, 2025	-	\$ -	11,167,294	\$ 1,117	\$ 82,758,975	\$ -	\$ (83,194,386)	\$ 152,585	\$ (281,709)	\$ 284,352	\$ 2,643
Net loss	-	-	-	-	-	-	(186,876,696)	-	(186,876,696)	(27)	(186,876,723)
Issuance of common stock for cash	-	-	3,564,534	356	3,907,304	17,390	-	-	3,925,050	-	3,925,050
Issuance of prefunded warrants for cash	-	-	-	-	3,615,226	(17,390)	-	-	3,597,836	-	3,597,836
Exercise of November 2023 Registered Warrants	-	-	952,644	95	(95)	-	-	-	-	-	-
Issuance of common stock for acquisition of certain software	-	-	2,444,295	245	5,988,278	-	-	-	5,988,523	-	5,988,523
Issuance of common stock for acquisition of Pallas	-	-	39,189,344	3,919	225,726,702	-	-	-	225,730,621	-	225,730,621
Related party capital contribution	-	-	-	-	615,774,140	-	-	-	615,774,140	-	615,774,140
Foreign currency translation	-	-	-	-	-	-	-	42	42	13	55
BALANCE, December 31, 2025	<u>-</u>	<u>\$ -</u>	<u>57,318,111</u>	<u>5,732</u>	<u>937,770,530</u>	<u>-</u>	<u>(270,071,082)</u>	<u>152,627</u>	<u>667,857,807</u>	<u>284,338</u>	<u>668,142,145</u>

The accompanying notes are an integral part of these consolidated financial statements.

GD CULTURE GROUP LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2024

Attributable to GD Culture Group Limited Shareholders										
	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total GD Culture Group Limited Shareholders' Equity (Deficits)	Non controlling Interest	Total Shareholders' Equity
	Shares	Amount	Shares	Amount						
Balance, January 1, 2024	-	\$ -	5,453,416	\$ 545	\$ 77,530,221	\$ (69,358,225)	\$ 175,306	\$ 8,347,847	\$ 3,813,636	\$ 12,161,483
Net loss	-	-	-	-	-	(13,836,161)	-	(13,836,161)	(284,641)	(14,120,802)
Issuance of common stock for cash	-	-	810,277	81	829,798	-	-	829,879	-	829,879
Issuance of common stock for acquisition of 13.33% ownership of Shanghai Xianzhui	-	-	400,000	40	3,150,753	-	-	3,150,793	(3,150,793)	-
Issuance of common stock for acquisition of copyright	-	-	1,560,000	156	1,247,844	-	-	1,248,000	-	1,248,000
Exercise of pre-funded warrants	-	-	1,489,385	150	504	-	-	654	-	654
Exercise of February 2021 Registered Warrants	-	-	92,756	9	(9)	-	-	-	-	-
Exercise of November 2023 Registered Warrants	-	-	1,361,460	136	(136)	-	-	-	-	-
Foreign currency translation Reversal of fair value changes of convertible notes receivable	-	-	-	-	-	-	79,306	79,306	(93,850)	(14,544)
	-	-	-	-	-	-	(102,027)	(102,027)	-	(102,027)
Balance, December 31, 2024	-	\$ -	11,167,294	\$ 1,117	\$ 82,758,975	\$ (83,194,386)	\$ 152,585	\$ (281,709)	\$ 284,352	\$ 2,643

The accompanying notes are an integral part of these consolidated financial statements.

GD CULTURE GROUP LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended	
	December 31,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (186,876,723)	\$ (14,120,802)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation of equipment	4,304	4,730
Amortization of intangible assets	1,147,885	692,755
Amortization of right-of-use assets	354,345	424,264
Unrealized loss on fair value changes of digital assets	178,507,882	-
Provision of credit loss expenses on convertible notes	-	2,500,000
Provision of credit loss expenses on loan receivable	-	650,000
Impairment of intangible assets	852,800	2,755,659
Deferred income tax	(132,923)	(173,911)
Changes in operating assets and liabilities		
Other receivables	(32,608)	264
Prepayments	(331,588)	1,284,280
Other payables and accrued liabilities	1,154	378,536
Lease liabilities	(397,672)	(349,679)
Taxes payable	46,185	141,810
Other payables - related parties	12,235	131,948
Net cash used in operating activities	<u>(6,844,724)</u>	<u>(5,680,146)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loan to a third party	-	(1,900,000)
Repayment of loan to a third party	-	1,250,000
Net cash used in investing activities	<u>-</u>	<u>(650,000)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	3,907,660	829,879
Proceeds from issuance of prefunded warrants	3,619,997	-
Proceeds from exercise of prefunded warrants	-	654
Proceeds from related party loans	50,000	349,485
Proceeds from shareholder loan	100,000	-
Repayments to a related party	(399,485)	-
Net cash provided by financing activities	<u>7,278,172</u>	<u>1,180,018</u>
EFFECT OF EXCHANGE RATE CHANGE ON CASH AND CASH EQUIVALENTS	<u>55</u>	<u>(2,852)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	433,503	(5,152,980)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>22,538</u>	<u>5,175,518</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 456,041</u>	<u>\$ 22,538</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income tax	<u>\$ 31,761</u>	<u>\$ -</u>
NON-CASH TRANSACTIONS OF INVESTING AND FINANCING ACTIVITIES		
Issuance of common stock for acquisition right, title, and interest in and to the certain software	<u>\$ 5,988,523</u>	<u>\$ 1,248,000</u>
Initial recognition of right-of-use assets and lease liability	<u>\$ -</u>	<u>\$ 205,539</u>
Issuance of common stock for 13.3333% interest in SH Xianzhui	<u>\$ -</u>	<u>\$ 3,150,793</u>
Exercise of November 2023 Registered Warrants	<u>\$ 95</u>	<u>\$ 136</u>
Exercise of pre-funded warrants pursuant to the Warrant Exchange Agreements	<u>\$ -</u>	<u>\$ 93</u>
Exercise of February 2021 Registered Warrants	<u>\$ -</u>	<u>\$ 9</u>
Issuance of common stock for acquisition Pallas	<u>\$ 225,730,621</u>	<u>\$ -</u>
Capital contribution from related parties	<u>\$ 615,774,140</u>	<u>\$ -</u>
Fair value changes of convertible notes receivable	<u>\$ -</u>	<u>\$ (102,027)</u>

The accompanying notes are an integral part of these consolidated financial statements.

GD CULTURE GROUP LIMITED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Nature of Business and Organization

GD Culture Group Limited (“GDC” or the “Company”), formerly known as Code Chain New Continent Limited, is a Nevada corporation and a holding company. The Company currently conducts its operations through the Company and its subsidiary, AI Catalysis Corp. (“AI Catalysis”). Historically, the Company’s business focused on artificial intelligence-driven digital human creation and customization as well as live streaming and e-commerce activities. The Company has recently begun adjusting its strategic direction and has been scaling back certain artificial intelligence-related initiatives while evaluating new opportunities to utilize its existing artificial intelligence and virtual content generation technologies. As part of this strategic transition, the Company is expanding into the interactive reading and narrative entertainment market. The Company’s subsidiaries, Citi Profit Investment Holding Limited (“Citi Profit BVI”), Highlights Culture Holding Co., Limited (“Highlight HK”), Shanghai Highlight Entertainment Co., Ltd. (“Highlight WFOE”) are holding companies with no material operations. The Company’s subsidiary, Shanghai Xianzhui Technology Co., Ltd. (“SH Xianzhui”), previously engaged in marketing-related services but does not currently conduct business operations and has no material operating activities.

SH Xianzhui was incorporated by Highlight WFOE and two other shareholders on August 10, 2023. SH Xianzhui is principally engaged in the provision of social media marketing agency service. Highlight WFOE initially owned 60% of the total equity interest of SH Xianzhui. On October 27, 2023, the Company entered into an equity purchase agreement with Highlight WFOE and Beijing Hehe Property Management Co., Ltd. (“Beijing Hehe”), which was amended on November 10, 2023 (such equity purchase agreement, as amended, the “Agreement” for purpose of this section “Investment in JV”), pursuant to which the Highlight WFOE agreed to purchase 13.3333% of the equity interest in SH Xianzhui from Beijing Hehe and the Company agreed to issue 400,000 shares of common stock of the Company, valued at \$2.7820 per share, the average closing bid price of the common stock of GDC as of the five trading days immediately preceding the date of the Agreement, to Beijing Hehe or its assigns. On January 11, 2024, the Company issued the 400,000 shares of its common stock, at the price of \$2.5 per share, to Beijing Hehe and the transaction was completed. As of December 31, 2025, the Company owns 73.3333% of the total equity interest of SH Xianzhui.

AI Catalysis is a Nevada corporation, incorporated on May 18, 2023. AI Catalysis is expected to bridge the realms of the internet, media, and artificial intelligence (“AI”) technologies. Positioned at the crossroads of traditional and streaming media, AI Catalysis plans to elevate the experience of media with AI-based interactive and smart content, aiming to transform the whole media landscape.

Acquisition of Pallas

On September 8, 2025, the Company (the “Acquirer”), Pallas Capital Holding Ltd, a British Virgin Islands company incorporated on June 30, 2025 (“Pallas” or the “Target”), and the shareholders of the Target (each a “Seller” and collectively, the “Sellers”) executed an agreement and plan of securities exchange (the “Share Exchange Agreement”, and the transactions contemplated thereby, collectively, the “Pallas Transaction”), pursuant to which, the Sellers wish to sell to the Acquirer, and the Acquirer wishes to purchase from the Sellers, 100% interest in and to the ordinary shares of the Target (the “Target Shares”). In exchange for the Target Shares, the Acquirer shall issue an aggregate of 39,189,344 shares of the Company’s common stock (the “GDC Shares”) to such Sellers. On September 29, 2025, the Sellers transferred to Acquirer 10,000 shares of Target Shares, being all of the issued and outstanding ordinary shares of the Target, and received in exchange certificates representing the 39,189,344 GDC Shares. Thereafter, Pallas became a wholly-owned subsidiary of the Company.

Pallas was established for the primary purpose of holding digital assets as a long-term reserve, with the objective of achieving potential appreciation in value. As of December 31, 2025, Pallas held 7,500 units of Bitcoin.

Two shareholders of the Company, who beneficially own 12.86%, in the aggregate, of the outstanding shares of common stock of the Company, immediately before the execution of the Pallas Transaction, also serve as the directors and share voting and dispositive power over the shares issued by the Target. Accordingly, the Transaction constitutes a related party transaction for the Company pursuant to Item 404 of Regulation S-K.

Referring to Financial Accounting Standards Board (“FASB”) ASC Topic 805-10-55-5, the Company applied two steps (including step 1, screen test and step 2, evaluation of process and input) in evaluating whether the acquisition was an asset acquisition or a business combination. Pallas had no operations except for holding Bitcoin as a reserve, and substantially all of the fair value of the gross assets acquired is concentrated in its Bitcoin. Therefore, the Company decided that Pallas cannot constitute a business and such Pallas Transaction should be accounted for as an asset acquisition. The purchase consideration is measured based on the fair value of the Company’s common stock issued and the consideration is further allocated to the value of the asset acquired in the transaction. Given the related party nature of the Pallas Transaction and the fact that the acquired digital assets are highly liquid and have observable market prices, which indicated that the fair value of the assets acquired is far higher than the fair value of the common stock issued, management concluded that the such Pallas transaction indicated a capital contribution from the shareholders. Accordingly, the excess of the fair value of the digital assets acquired over the fair value of the common stock issued should be recorded as an increase in additional paid-in capital and the value of the assets acquired, which was concurrently with the determination of the value of the assets acquired under asset acquisition.

Subsidiaries of the Company

The accompanying consolidated financial statements reflect the activities of GDC and each of the following entities:

Name	Background	Ownership
Citi Profit BVI	<ul style="list-style-type: none"> • A British Virgin Island company Incorporated in April 2019 	100% owned by the Company
Highlight HK	<ul style="list-style-type: none"> • A Hong Kong company • Incorporated in November 2022 	100% owned by Citi Profit BVI
Highlight WFOE	<ul style="list-style-type: none"> • A PRC limited liability company and deemed a wholly foreign owned enterprise (WFOE) • Incorporated in January 2023 	100% owned by Highlight HK
AI Catalysis	<ul style="list-style-type: none"> • A Nevada company • Incorporated in May 2023 	100% owned by the Company
SH Xianzhui	<ul style="list-style-type: none"> • A PRC limited liability company • Incorporated in August 2023 	73.3333% owned by Highlight WFOE
Pallas	<ul style="list-style-type: none"> • A British Virgin Islands company • Incorporated in June 2025, acquired on September 29, 2025 	100% owned by the Company

The Company has recently begun adjusting its strategic direction and has been scaling back certain artificial intelligence-related initiatives while evaluating new opportunities to utilize its existing artificial intelligence and virtual content generation technologies. As part of this strategic transition, the Company is working on the development of a mobile and web platform for interactive fiction—story experiences where readers make choices that branch the plot and lead to multiple endings.

Liquidity and Capital Resources

As of December 31, 2025, the Company had \$456,041 in its operating bank accounts and working capital deficit of approximately \$0.3 million. From January 2026 to the date the consolidated financial statements were available to be issued, Mr. Xiaojian Wang, the Chief Executive Officer of the Company (“CEO”), made advances of \$340,000 to the Company through, these advances are non-interest bearing and due on demand.

On January 23, 2025, Green Oasis Limited, a shareholder holding less than 5% ownership shares in the Company, provided a \$100,000 loan to the Company, for working capital purposes, with maturity as of April 23, 2025. On April 25, 2025, Green Oasis Limited and the Company extended the maturity date to July 23, 2025, which was further extended to July 23, 2026 through an amendment agreement.

On March 4, 2025, the Company sold 1,115,600 shares of common stock at \$0.896379 per share, generating gross proceeds of \$1,000,000. The Company received net proceeds of \$910,000 after deducting underwriter’s fees of \$70,000 and a \$20,000 reimbursement for the underwriter’s legal counsel and due diligence analysis expenses. The Company used the proceeds from the offering for working capital purposes.

On May 2, 2025, the Company completed a securities offering in which it agreed to sell (i) 1,115,600 shares of its common stock at a purchase price of approximately \$0.524 per share and (ii) 9,380,582 pre-funded warrants at a purchase price of approximately \$0.523 per warrant. As of December 31, 2025, the Company received gross proceeds of approximately \$4.5 million from the subscription of 1,115,600 shares of its common stock and 7,468,536 pre-funded warrants. The offering remains ongoing and has not yet been fully completed. Transaction costs incurred through December 31, 2025 included underwriter’s fees of \$314,343 and a \$20,000 reimbursement for the underwriter’s legal counsel and due diligence expenses. As of December 31, 2025, The Company used the proceeds from the offering for working capital purposes.

On October 24, 2025, the Company sold 1,333,334 shares of common stock at \$2.1 per share, generating gross proceeds of \$2.8 million. The Company received net proceeds of approximately \$2.5 million after deducting underwriter's fees of \$196,000 and other offering costs of \$60,000. The Company used the proceeds from the offering for working capital purposes.

In March 2026, the CEO executed a Letter of Support in which he agreed to provide continuing financial support to the Company for a period of at least 12 months from the issuance date of the Company's consolidated financial statements for the year ended December 31, 2025.

The Company expects to continue incurring significant operating cash outflows to support its operations. Additional financing may be required to sustain the business. Management will make its best efforts to secure the necessary funding to support the Company's operations.

The Company evaluated its ability to continue as a going concern in accordance with ASC Subtopic 205-40, Presentation of Financial Statements—Going Concern, which requires management to assess whether there is substantial doubt about the Company's ability to continue as a going concern within one year after the date the financial statements are issued. The management assessed its liquidity position and concluded that the Company will have sufficient liquidity to meet its obligations as they become due for at least the next twelve months from the date the consolidated financial statements are issued.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for information pursuant to the rules and regulations of the Securities Exchange Commission ("SEC").

Principles of Consolidation

The consolidated financial statements of the Company include the accounts of GDC and its wholly owned subsidiaries. All intercompany transactions and balances are eliminated upon consolidation.

Use of Estimates and Assumptions

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the periods presented. Significant accounting estimates reflected in the Company's consolidated financial statements include the useful lives of intangible assets and equipment, impairment of long-lived assets, collectability of receivables, discount rate used to measure present value of lease liabilities and valuation allowance for deferred tax assets. Actual results could differ from these estimates.

Foreign Currency Translation and Transactions

The reporting currency of the Company is the U.S. dollar. The PRC subsidiaries of the Company conduct their businesses in the local currency, Renminbi (RMB), as its functional currency. Assets and liabilities are translated at the unified exchange rate as quoted set forth in the H.10 statistical release of the Federal Reserve Board at the end of the period. The statements of operations accounts are translated at the average translation rates and the equity accounts are translated at historical rates. Translation adjustments resulting from this process are included in accumulated other comprehensive income. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred.

Translation adjustments included in accumulated other comprehensive income amounted to \$213,626 and \$213,571 as of December 31, 2025 and 2024, respectively. The consolidated balance sheets amount, with the exception of shareholders' equity at December 31, 2025 and 2024 were translated at 6.9931 RMB and 7.2993 RMB to \$1.00, respectively. The shareholders' equity accounts were stated at their historical rate. The average translation rates applied to consolidated statements of operations accounts for the years ended December 31, 2025 and 2024 were 7.1873 RMB and 7.1964 RMB to \$1.00, respectively. The consolidated statements of cash flows are also translated at average translation rates for the periods, therefore, amounts reported on the consolidated statements of cash flows will not necessarily agree with changes in the corresponding balances on the consolidated balance sheets.

The PRC government imposes significant exchange restrictions on fund transfers out of the PRC that are not related to business operations. These restrictions have not had a material impact on the Company because it has not engaged in any significant transactions that are subject to the restrictions.

Cash and Cash Equivalents

As of December 31, 2025 and 2024, the Company did not have any cash equivalents. All cash were unrestricted as to withdrawal and use and were demand deposits placed with commercial banks.

Prepayments

Prepayments are advances paid to outside vendors for services purchases. The Company has legally binding contracts with its vendors. Once the services are received, the amounts are recognized as expenses in the consolidated statements of operations.

Credit Losses and Write-off Policy

The Company evaluates financial assets, including loan receivable and convertible notes for credit losses in accordance with applicable accounting guidance.

Loan receivable is assessed for credit loss in accordance with *ASC 326, Financial Instruments – Credit Losses (“ASC 326”)*. The Company evaluates expected credit losses based on historical experience, current conditions, and reasonable and supportable forecasts. If it is determined that all or a portion of the loan receivable is uncollectible, the Company records an allowance for credit losses through provision in the consolidated statements of operations.

The Company accounted for credit losses on available-for-sale (“AFS”) debt securities in accordance with *ASC 326-30, Financial Instruments—Credit Losses*. Under ASC 326-30, the Company evaluates AFS debt securities at each reporting date to determine whether a decline in fair value below amortized cost is attributable to credit-related factors or non-credit factors. If a credit-related impairment is identified, the Company records an allowance for credit losses through earnings, limited to the difference between amortized cost and fair value. Non-credit related declines remain in accumulated other comprehensive income. If credit quality improves, previously recognized credit losses are reversed through earnings, up to the amount of prior allowance. The Company assesses credit risk based on issuer financial health, market conditions, and macroeconomic factors.

Financial assets are written off when management determines that such amounts are uncollectible. Write-offs are recorded against the related allowance for credit losses. Write-offs of financial assets that were previously fully reserved do not result in additional credit loss expense in the period of write-off.

For the years ended December 31, 2025 and 2024, the Company recorded provision of credit loss expenses of \$nil and \$3,150,000, respectively, in relation to its financial assets. During the year ended December 31, 2025, the Company wrote off the remaining balances of the loan receivable and convertible notes, which had been previously fully reserved.

Equipment

Equipment was stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method after consideration of the estimated useful lives of the assets and estimated residual value. The estimated useful lives and residual value are as follows:

	<u>Useful Life</u>	<u>Estimated Residual Value</u>
Office equipment and furniture	5 years	5%

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the consolidated statements of operations. Expenditure for maintenance and repairs are charged to earnings as incurred, while additions, renewals and betterments, which are expected to extend the useful life of assets, are capitalized. The Company also re-evaluates the periods of depreciation to determine whether subsequent events and circumstances warrant revised estimates of useful lives.

Intangible Assets

Intangible assets represent software copyright that are stated at cost, less accumulated amortization. Research and development costs associated with internally developed patents are expensed when incurred. Amortization expense is recognized on the straight-line basis over the estimated useful lives of the assets. The software copyrights have finite useful lives and are amortized using a straight-line method that reflects the estimated pattern in which the economic benefits of the intangible asset are to be consumed. The Company amortizes the cost of software copyrights, over their useful life using the straight-line method. The Company also re-evaluates the periods of amortization to determine whether subsequent events and circumstances revised estimates of useful lives. The estimated useful life is as follows:

	<u>Useful Life</u>
Software copyrights	5 years

Lease

The Company determines if an arrangement is a lease at inception. Leases that transfer substantially all of the benefits and risks incidental to the ownership of assets are accounted for as finance leases as if there was an acquisition of an asset and incurrence of an obligation at the inception of the lease. All other leases are accounted for as operating leases. The Company has no significant finance leases.

The Company recognizes lease liabilities and corresponding right-of-use assets on the balance sheet for leases. Operating lease right-of-use assets (the "ROU") are disclosed as non-current assets in the Company's consolidated balance sheets. Current maturities of operating lease liabilities are classified as operating lease liabilities - current, and operating lease liabilities that will be due in more than one year are disclosed as non-current liabilities on the consolidated balance sheets. Operating lease right-of-use assets and operating lease liabilities are initially recognized based on the present value of future lease payments at lease commencement. The operating lease right-of-use asset also includes any lease payments made prior to lease commencement and the initial direct costs incurred by the lessee and is recorded net of any lease incentives received. As the interest rates implicit in most of the leases are not readily determinable, the Company uses the incremental borrowing rates based on the information available at lease commencement to determine the present value of the future lease payments. Operating lease expenses are recognized on a straight-line basis over the term of the lease.

The Company's lease has an initial term of 5.4 years. The Company's lease agreements did not include non-lease components. Lease expense for fixed lease payments is recognized on a straight-line basis over the lease term. The Company's lease agreements do not contain any significant residual value guarantees or restricted covenants.

The Company evaluates the carrying value of ROU assets if there are indicators of impairment and reviews the recoverability of the related asset group.

The Company reassesses if a contract is or contains a leasing arrangement and re-measures ROU assets and lease liabilities upon modification of the contract. The Company will derecognize ROU assets and lease liabilities, with differences recognized in the income statement on the contract termination.

The Company evaluated the subleased office spaces in accordance with the provisions of ASC Topic 842, Leases ("ASC 842"). Since the Company has not been relieved as the primary obligor of the head lease, the Company cannot net the sublease income against its lease payment to calculate the lease liability and right-of-use ("ROU") asset. The Company records sub-lease income over the term of the subleases on a straight-line basis. The sublease income amounted to \$32,609 and \$nil for the years ended December 31, 2025 and 2024, respectively, which was presented as other income on the accompanying consolidated statements of operations and comprehensive loss.

Impairment for Long-lived Assets

The Company's determination of whether or not an indication of impairment exists at the cash generating unit level requires significant management judgment pertaining to intangible assets, including a software copyright of AI Box, which is used for online living-stream and a software copyright of Chat Box, which is used for online interactive entertainment scenarios, as well as the operating right-of-use ("ROU") assets, including the offices of the Company. Management considers both external and internal sources of information in assessing whether there are any indications that the Company's intangible assets and ROU assets are impaired. Based on the evaluation, the Company recognized impairment losses in long-lived assets of \$852,800 and \$2,755,659, respectively, for the years ended December 31, 2025 and 2024.

Digital Assets

The Company holds digital assets primarily for investment and treasury purposes rather than for use in the ordinary course of business. In accordance with *ASU 2023-08, Intangibles—Goodwill and Other—Crypto Assets*, digital assets are accounted for as intangible assets measured at fair value, with changes in fair value recognized immediately in earnings. Digital assets are initially recorded at cost, including acquisition-related fees (see Note 1). Subsequent to initial recognition, digital assets are measured at fair value at each reporting date, and unrealized gains and losses are included in the statement of operations. Upon disposal, the difference between proceeds and carrying amount is recognized as a gain or loss in earnings. The Company discloses the number of units held, cost basis, fair value, and any significant restrictions on the ability to sell or transfer digital assets in the Note 3 to the consolidated financial statements.

Assets Acquisition

The Company evaluates each transaction to determine whether it should be accounted for as a business combination or an asset acquisition in accordance with *ASC 805, Business Combinations*. A transaction is accounted for as an asset acquisition when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, and the acquired set does not include a substantive process capable of producing outputs.

In assessing whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset, the Company considers the nature of the assets, their risks and characteristics, and whether they represent a group of similar assets as defined under ASC 805-10-55-5A through 55-5C.

For transactions accounted for as asset acquisitions, the purchase consideration is measured based on the fair value of the consideration transferred, which generally consists of the fair value of equity securities or other assets issued. The acquired assets and assumed liabilities are recognized based on their relative fair values, and no goodwill is recognized.

Fair Value Measurement

The accounting standard regarding fair value of financial instruments and related fair value measurements defines financial instruments and requires disclosure of the fair value of financial instruments held by the Company. The Company considers the carrying amount of cash, other receivables, other payables and accrued liabilities to approximate their fair values because of their short-term nature.

The accounting standards define fair value, establish a three-level valuation hierarchy for disclosures of fair value measurement and enhance disclosure requirements for fair value measures. The three levels are defined as follow:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

As of December 31, 2025 and 2024, the carrying values of cash, other receivables and other payables approximate their fair values due to the short-term nature of the instruments.

Selling and Marketing Expenses

Selling and marketing expenses mainly consist of marketing related expenses.

General and Administrative Expenses

General and administrative expenses mainly consist of (i) staff cost, rental and depreciation related to general and administrative personnel, (ii) professional expenses, and (iii) conference expenses in relation to a developer conference.

Research and Development Expenses

Research and development expenses mainly consist of outsourced research and development expenses. Research and development expenses are expensed as incurred.

Income Taxes

The Company accounts for income taxes in accordance with U.S. GAAP. The charge for taxation is based on the results for the fiscal year as adjusted for items, which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred taxes are accounted for using the asset and liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

An uncertain tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Penalties and interest incurred related to underpayment of income tax are classified as income tax expense in the period incurred. For the year ended December 31, 2025, the Company recorded \$90,000 of penalty related to the late filing of tax returns. For the year ended December 31, 2024, the Company recorded \$93,446 penalty and \$2,053 interest for failed filing the tax return timely.

Interest

Interest income is mainly generated from bank deposits and other interest earning financial assets and is recognized on an accrual basis using the effective interest method.

Net Income (Loss) per Share

Basic income (loss) per share is computed by dividing income (loss) available to common shareholders of the Company by the weighted average common stocks outstanding during the period. Diluted income (loss) per share takes into account the potential dilution that could occur if securities or other contracts to issue common stocks were exercised and converted into common stocks.

In May 2023, November 2023 and May 2025, the Company issued and sold pre-funded warrants that are exercisable for shares of common stock at a nominal exercise price. In accordance with ASC 260, these prefunded warrants are considered to be common stock equivalents and are included in the calculation of basic and diluted earnings per share when the inclusion is dilutive. As the exercise price of the prefunded warrants is nominal and substantially all conditions necessary to exercise the warrants have been met, the prefunded warrants are included in the weighted average shares outstanding for both basic and diluted income (loss) per share. As of December 31, 2025, 7,468,536 pre-funded warrants as described were outstanding.

For the years ended December 31, 2025 and 2024, 1,260,665 and 2,312,006 of outstanding warrants (excluding the Pre-funded Warrants and Exchange Warrants) which are equivalent to convertible of 1,059,277 and 2,110,618 common stocks, respectively, were excluded from the diluted income (loss) per share calculation due to their antidilutive effect.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the changes in equity of the Company during a year from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. Accumulated other comprehensive income of the Company includes the foreign currency translation adjustments and unrealized gains or losses on available-for-sale investments.

Recently Accounting Pronouncements

In December 2023, the FASB issued Accounting Standards Update (“ASU”) 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (ASU 2023-09), which requires disclosure of incremental income tax information within the rate reconciliation and expanded disclosures of income taxes paid, among other disclosure requirements. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company adopted ASU 2023-09 on a prospective basis for the 2025 annual reporting period. Refer to Note 10 - Taxes for further detail.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* (“ASU 2024-03”) which requires detailed disclosures in the notes to financial statements disaggregating specific expense categories and certain other disclosures to provide enhanced transparency into the nature and function of expenses. The FASB further clarified the effective date in January 2025 with the issuance of ASU 2025-01, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date* (“ASU 2025-01”). ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The requirements should be applied on a prospective basis while retrospective application is permitted. The Company does not expect to adopt this guidance early and does not expect the adoption of this ASU to have a material impact on its future consolidated financial statements.

In March 2025, the FASB issued ASU 2025-05, *Credit Losses (Topic 326): Simplifications to the Accounting for Short-Term Receivables and Contract Assets*. The update introduces practical expedients that allow entities to simplify the estimation of expected credit losses for accounts receivable and contract assets by permitting certain assumptions regarding current conditions and expectations of future economic conditions. The amendments are intended to reduce the complexity and cost of applying the current expected credit loss model for short-term financial assets. The amendments in this update are effective for fiscal years beginning after December 15, 2026, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of adopting this guidance on its consolidated financial statements. The Company does not currently expect the adoption of this guidance to have a material impact on its consolidated financial statements.

The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the Company’s consolidated balance sheets, consolidated statements of operations and comprehensive income (loss) and consolidated statements of cash flows.

Note 3 – Fair Value of Financial Instruments

ASC 820, Fair Value Measurements states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. The three-tiered fair value hierarchy, which prioritizes which inputs should be used in measuring fair value, is comprised of: (Level I) observable inputs such as quoted prices in active markets; (Level II) inputs other than quoted prices in active markets that are observable either directly or indirectly and (Level III) unobservable inputs for which there is little or no market data. The fair value hierarchy requires the use of observable market data when available in determining fair value. The Company’s assets and liabilities that were measured at fair value on a recurring basis were as follows (in millions):

	December 31, 2025				December 31, 2024			
	Fair Value	Level I	Level II	Level III	Fair Value	Level I	Level II	Level III
Digital assets ⁽¹⁾	\$ 663	\$ 663	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Total	\$ 663	\$ 663	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

As of December 31, 2025, the Company’s digital assets were comprised of 7,500 units of Bitcoin, at cost of \$842 million. These Bitcoins were originally held by Pallas and continued to be held following the Company’s acquisition of Pallas. In accordance with *ASU 2023-08, Intangibles—Goodwill and Other—Crypto Assets*, the Company accounts for its crypto assets as indefinite-lived intangible assets measured at fair value, with changes in fair value recognized in net income in each reporting period.

The fair value of Bitcoin is determined based on quoted prices in active markets. The Company does not apply amortization to digital assets. Gains and losses resulting from changes in fair value are presented within “Other income” in the consolidated statements of operations.

As of December 31, 2025, the fair value of the Company’s Bitcoin holdings was \$662,996,878. For the year ended December 31, 2025, the Company recognized a net loss of \$178,507,882 in the consolidated statements of operations related to changes in the fair value of its Bitcoin holdings. There was no disposal of digital assets during the year ended December 31, 2025.

Note 4 – Prepayments

Prepayments consisted of the following as of December 31, 2025 and 2024:

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
Prepayments of operating lease	\$ 45,325	\$ -
Prepaid research and development fee*	195,000	-
Prepaid car rental	75,648	-
Other prepayments	15,615	-
Total prepayments	<u>\$ 331,588</u>	<u>\$ -</u>

* On July 8, 2025, the Company executed an agreement with a contractor for service activities related to the Interactive Reading Platform, pursuant to which, the Company agreed to pay the contractor \$101,000 each month, starting from July 9, 2025, until the completion of the project or termination of this agreement. The contractor shall design, develop, and deliver an interactive reading platform.

Note 5 – Equipment, net

Equipment, net consisted of the following as of December 31, 2025 and 2024:

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
Office equipment and furniture	\$ 14,190	\$ 14,190
Subtotal	14,190	14,190
Less: accumulated depreciation	(10,713)	(6,409)
Total	<u>\$ 3,477</u>	<u>\$ 7,781</u>

Depreciation expense for the years ended December 31, 2025 and 2024 amounted to \$4,304 and \$4,730, respectively.

Note 6 – Intangible Assets, net

Intangible assets consisted of the following as of December 31, 2025 and 2024:

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
Software	\$ 4,890,092	\$ 3,642,092
Add: purchase of software*	5,988,523	1,248,000
Subtotal	10,878,615	4,890,092
Less: accumulated amortization	(2,184,403)	(1,036,518)
Accumulated impairment	(3,603,974)	(2,751,174)
Total	<u>\$ 5,090,238</u>	<u>\$ 1,102,400</u>

* On April 28, 2025, the Company purchased one software- Chat Box, by issuance of 2,444,295 shares of the Company's common stock. Chat Box is an immersive chatbot platform centered on AI technology, specifically designed for otaku enthusiasts and interactive entertainment scenarios.

Amortization expenses for the years ended December 31, 2025 and 2024 were \$1,147,885 and \$692,755, respectively.

As of December 31, 2025, the net book value of software copyrights was \$5,090,238, after deducting accumulated amortization of \$2,184,403 and accumulated impairment of \$3,603,974. Due to limited potential economic benefits for varying reasons, the Company recognized impairment losses of \$852,800 and \$2,755,659, respectively, for the years ended December 31, 2025 and 2024, to the software copyrights.

Future amortization of intangible assets are as follows:

	<u>Amortization</u>
FY2026	1,197,708
FY2027	1,197,708
FY2028	1,197,708
FY2029	1,197,708
FY2030	299,406
Total future amortization of intangible assets	<u>\$ 5,090,238</u>

Note 7 – Other Payables and Accrued Liabilities

Other payables and accrued liabilities consisted of the following as of December 31, 2025 and 2024:

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
Professional service fee	\$ 345,570	\$ 375,085
Payroll	57,226	26,558
Advance from an investor ⁽¹⁾	4,771	-
Amounts due to shareholder ⁽²⁾	100,000	-
Others	178	178
Total	<u>\$ 507,745</u>	<u>\$ 401,821</u>

(1) Includes advance from one of the warrant shareholders for the exercise of prefunded warrants.

(2) On January 23, 2025, Green Oasis Limited, which at the time held less than 5% ownership shares in the Company, provided a \$100,000 loan to the Company, for working capital purposes, with maturity as of April 23, 2025. On April 25, 2025, Green Oasis Limited and the Company extended the maturity date to July 23, 2025, which was further extended to July 23, 2026 through an amendment agreement.

Note 8 – Related Party Balances and Transactions

Other payables – related parties:

<u>Name of related party</u>	<u>Relationship</u>	<u>Nature</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Xiaojian Wang	Chief Executive Officer	Accrued compensations	\$ 100,000	\$ 50,000
Xiaojian Wang	Chief Executive Officer	Interest-free loans to the Company*	-	349,485
Xiaojian Wang	Chief Executive Officer	Invoices paid on behalf of the Company	2,150	50,000
Zihao Zhao	Chief Finance Officer	Accrued compensations	60,833	50,833
Zihao Zhao	Chief Finance Officer	Reimbursement	2,033	1,948
Total			<u>\$ 165,016</u>	<u>\$ 502,266</u>

* From September 2024 to March 2025, Mr. Xiaojian Wang, the Chief Executive Officer of the Company (“CEO”), lent \$399,485 to the Company through six loan agreements, for working capital purposes. Pursuant to the loan agreements, these loans are non-interest bearing and are due from September 2025 to January 2026, respectively. From March 2025 to May 2025, the Company repaid \$399,485 in full to the CEO.

Related Party Transaction

As disclosed in Note 1, the Company purchased 100% equity interest of Pallas from the Sellers, on September 29, 2025. Two shareholders of the Company, who beneficially own 12.86%, in the aggregate, of the outstanding shares of common stock of the Company, immediately before the execution of the Transaction, also serve as the directors and share voting and dispositive power over the shares issued by the Target. Accordingly, the Pallas Transaction constitutes a related party transaction for the Company pursuant to Item 404 of Regulation S-K.

As of December 31, 2025 and 2024, the balance of other payables - related parties were \$165,016 and \$502,266, respectively, mainly consisted of accrued compensation of the Company’s officers, interest - free loans received from the Company’s officers and operating related fees paid by the Company’s officer on behalf of the Company. As of December 31, 2025, the interest-free loans received from the Company’s officers were fully repaid.

For the years ended December 31, 2025 and 2024, the Company recorded compensation expenses to its officers amounted to \$127,036 and \$80,000, respectively, for their services provided to the Company.

Note 9 – Leases

Leases are classified as operating leases or finance leases in accordance with ASC 842 *Leases*. The Company’s operating leases mainly related to the rights to use building and office facilities. For leases with terms greater than 12 months, the Company records the related asset and liability at the present value of lease payments over the term. Certain leases include rental escalation clauses, renewal options and/or termination options, which are factored into the Company’s determination of lease payments when appropriate.

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Weighted average remaining lease term:		
Operating lease	3.08 years	3.63 years
Weighted average discount rate:		
Operating lease	7.54%	7.53%

The balances for the operating leases where the Company is the lessee are presented as follows within the consolidated balance sheets:

	December 31, 2025	December 31, 2024
Operating lease right-of-use assets, net		
Operating lease	\$ 987,988	\$ 1,342,333
Lease liabilities		
Current portion of operating lease liabilities	353,648	427,984
Non-current portion of operating lease liabilities	781,216	1,104,552
	<u>\$ 1,134,864</u>	<u>\$ 1,532,536</u>

Future lease payments under operating leases as of December 31, 2025 were as follows:

	Operating Leases
FY2026	423,573
FY2027	401,127
FY2028	409,149
FY2029	34,605
Total lease payments	\$ 1,268,454
Less: imputed interest	133,590
Present value of lease liabilities ⁽¹⁾	<u>\$ 1,134,864</u>

(1) As of December 31, 2025, present value of future operating lease payments consisted of current portion of operating lease liabilities and non-current portion of operating lease liabilities, amounting to \$353,648 and \$781,216, respectively.

Lease expense for all the Company's operating leases for the years ended December 31, 2025 and 2024 were \$433,089 and \$512,937, respectively. Lease payments for all the Company's operating leases for the years ended December 31, 2025 and 2024 were \$528,437 and \$404,440, respectively.

For the year ended December 31, 2025, the Company incurred \$481,549 short-term lease expenses and the short-term lease payments were \$624,011. The Company did not incur any short-term lease expenses for the year ended December 31, 2024.

Effective from December 1, 2025, the Company subleased partial of the lease office space to a third party for the remaining of the head lease term. Since the Company has not been relieved as the primary obligor of the head lease, the Company cannot net the sublease income against its lease payment to calculate the lease liability and right-of-use ("ROU") asset. The Company records sub-lease income over the term of the subleases on a straight-line basis.

Future sublease income under operating leases as of December 31, 2025 were as follows:

	Operating Leases
FY2026	425,218
FY2027	400,461
FY2028	408,471
FY2029	69,209
Total sublease receivable	\$ 1,303,359
Less: imputed interest	147,481
Present value of sublease income	<u>\$ 1,155,878</u>

For the years ended December 31, 2025 and 2024, the Company recorded sublease income of \$32,609 and \$nil respectively, as other income on the accompanying consolidated statements of operations and comprehensive loss.

Note 10 – Taxes

Income Tax

United States

GDC and AIC are corporations organized in the state of Nevada and operated primarily in the state of New York. In December 2025, GDC and AIC moved their office to New Jersey. As a result, they are subject to U.S. federal corporate income tax as well as state and local income taxes in New York and New Jersey.

For the years ended December 31, 2025 and 2024, the applicable statutory tax rates were as follows:

- Federal corporate income tax rate: 21%;
- New York State corporate income tax rate: 6.5%;
- New York City business corporation tax rate: 8.85%;
- Metropolitan Transportation Business Tax Surcharge (MTA Tax): 30% of the New York State corporate franchise tax liability;
- New Jersey State corporate income tax rate: 9%;

The Company's effective tax rate may differ from the statutory rates due to various factors, including non-deductible expenses, tax credits, valuation allowances, and the impact of state and local taxes. Additionally, the Company evaluates uncertain tax positions in accordance with ASC 740, recognizing tax benefits only if it is more likely than not that the position will be sustained upon examination.

British Virgin Islands

Citi Profit BVI and Pallas are incorporated in the British Virgin Islands and are not subject to tax on income or capital gains under current British Virgin Islands law. In addition, upon payments of dividends by these entities to their shareholders, no British Virgin Islands withholding tax will be imposed.

Hong Kong

Highlight HK is incorporated in Hong Kong and are subject to Hong Kong Profits Tax on the taxable income as reported in its statutory financial statements adjusted in accordance with relevant Hong Kong tax laws. Highlight HK is subject to Hong Kong profit tax at a rate of 8.25% for assessable profits on the first HK\$2 million and 16.5% for any assessable profits in excess of HK\$2 million for years ended December 31, 2025 and 2024. The Company did not make any provisions for Hong Kong profit tax as there were no assessable profits derived from or earned in Hong Kong since inception.

PRC

Highlight WFOE and SH Xianzhui are governed by the income tax laws of the PRC and the income tax provision in respect to operations in the PRC is calculated at the applicable tax rates on the taxable income for the periods based on existing legislation, interpretations and practices in respect thereof. Under the Enterprise Income Tax Laws of the PRC (the "EIT Laws"), qualified small and micro enterprises with annual taxable income not exceeding RMB 3 million are eligible for a preferential corporate income tax rate of 5% until December 31, 2027. This preferential rate is applied in accordance with relevant Chinese tax laws and regulations, and may be adjusted by the authorities from time to time.

Pretax Loss from Operations

The components of pretax loss from operations are as follows:

	Year Ended December 31, 2025
Domestic	\$ (186,931,598)
Foreign	(102)
Loss before income taxes	\$ (186,931,700)

Provision (Benefit) for Income Taxes

The current and deferred components of income tax expenses from operations appearing in the consolidated statements of operations are as follows:

	For the year ended	
	December 31,	
	2025	2024
Current tax expenses		
Federal	\$ (90,000)	\$ (90,000)
State	12,054	(51,810)
Total current tax expenses	\$ (77,946)	\$ (141,810)
Deferred tax benefits		
Federal	\$ 132,923	\$ 173,911
State	-	-
Total deferred tax benefits	\$ 132,923	\$ 173,911
Total benefits from income taxes	\$ 54,977	32,101

The Company adopted ASU 2023-09 for the annual period ending December 31, 2025, and elected to apply the amendments on a prospective basis. The following table presents the required disclosure pursuant to ASU 2023-09 and is a reconciliation of the Company's income tax expense at the statutory federal tax rate to the Company's effective tax rate for the year ended December 31, 2025:

	For the year ended	
	December 31, 2025	
U.S. federal statutory tax rate	\$ (39,255,657)	21.00%
State income taxes, net of federal effect (*)	(16,151,984)	8.64%
Foreign Tax Effects:		
People's Republic of China:		
Foreign tax rate differential	21	(0.00)%
Change in federal valuation allowance	1,885,325	(1.01)%
Impairment and credit loss	-	-%
Impairment loss on intangible assets	255,840	(0.14)%
Unrealized loss on digital assets	53,552,364	(28.64)%
Other	(340,886)	0.18%
Effective Tax Rate	\$ (54,977)	0.03%

* For the year ended December 31, 2025, state and local income tax in New Jersey comprised the majority of the state and local income taxes, net of federal effect category.

The following table presents a reconciliation of the Company's income tax expense at the statutory federal tax rate to the Company's effective tax rate for the year ended December 31, 2024:

	December 31,
	2024
Statutory tax rate	
Federal	21.00%
State (net of federal effect) *	12.56%
Foreign tax	(1.21)%
Provision of credit loss	(7.72)%
Impairment loss on intangible assets	(5.97)%
Change in valuation allowance	(19.05)%
Others	0.16%
Effective tax rate	(0.23)%

* For the year ended December 31, 2024, state and local income taxes in New York and New York City comprise the majority of state and local income taxes, net of federal effect category.

As of December 31, 2025 and 2024, income tax payable to US tax authorities was \$187,995 and \$141,810, respectively. As of December 31, 2025 and 2024, no income tax was payable to Chinese tax authorities.

For the year ended December 31, 2025, the Company recorded \$90,000 of penalty related to failed filing of tax returns.

Income Taxes Paid

The following table presents cash paid for income taxes, net of refunds received, by jurisdiction during the year ended December 31, 2025:

	December 31, 2025
Federal	\$ -
State	
New York	19,660
New York City	8,101
New Jersey	4,000
Total cash paid for income taxes, net of refunds	<u>\$ 31,761</u>

Deferred Tax Assets and Liabilities

Deferred income taxes reflect the net tax effects of loss and credit carryforwards and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The principal components of the Company's deferred income tax assets and liabilities as of December 31, 2025 and 2024 were as follows:

	December 31, 2025	December 31, 2024
Deferred tax assets		
Net operating losses carried forward	\$ 7,875,558	\$ 6,105,138
Capitalized R&D	478,350	-
Reserves and Accruals	17,168	-
Provision of credit loss on note receivable and loan receivable	945,000	1,092,011
Impairment loss of intangible assets	987,090	845,008
Lease liability	340,460	605,169
Unrealized loss on digital assets	53,552,364	-
Amortization of intangibles	342,027	-
Total deferred tax assets	<u>\$ 64,538,017</u>	<u>\$ 8,647,326</u>
Less: Valuation allowance	(64,261,937)	(8,020,571)
Deferred tax assets, net of valuation allowance	<u>\$ 276,080</u>	<u>\$ 626,755</u>
Deferred tax liabilities		
Right - of - use assets	\$ (296,397)	\$ (465,347)
Fixed assets	(671)	-
Amortization of intangible assets	-	(315,319)
Total deferred tax liabilities	<u>\$ (297,068)</u>	<u>\$ (780,666)</u>
Total deferred tax liabilities, net	<u>\$ (20,988)</u>	<u>\$ (153,911)</u>

As of December 31, 2025, the Group had tax losses carry forwards of approximately \$5.3 million from the entity in the PRC. The tax loss in the PRC can be carried forward for five years to offset future taxable profit and which will expire between 2028 and 2030 if not utilized. As of December 31, 2025, the Group had tax losses carry forwards of approximately \$23.5 million from the entities in the U.S. The tax loss in the U.S. can be carried forward indefinitely.

The Company is subject to U.S. federal income tax as well as state income tax in certain jurisdictions. The tax years 2023 to 2025 remain open to examination by the major taxing jurisdictions to which the Company is subject.

Management believes that the realization of the benefits from these losses appears uncertain due to the Company's operating history and continued losses in the United States. Accordingly, the Company has provided a 100% valuation allowance on the deferred tax asset to reduce the asset to zero. Management reviews this valuation allowance periodically and makes changes accordingly.

Note 11 – Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits.

Accounts at each institution are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. At December 31, 2025 and 2024, the Company did not have any cash excess of the FDIC insured limit. As of December 31, 2025 and 2024, \$3,305 and \$3,267 were deposited with a financial institution located in the PRC, respectively. While management believes that these financial institutions are of high credit quality, it also continually monitors their credit worthiness.

Note 12 – Equity

Statutory Reserves and Restricted Net Assets

In accordance with the PRC Regulations on Enterprises with Foreign Investment, an enterprise established in the PRC with foreign investment is required to make appropriations to certain statutory reserves, namely a general reserve fund, an enterprise expansion fund, a staff welfare fund and a bonus fund, all of which are appropriated from net profit as reported in its PRC statutory accounts. A foreign invested enterprise is required to allocate at least 10% of its annual after-tax profits to a general reserve fund until such fund has reached 50% of its respective registered capital. Appropriations to the enterprise expansion fund and staff welfare and bonus funds are at the discretion of the board of directors for the foreign invested enterprises. For other subsidiaries incorporated in the PRC, the general reserve fund was appropriated based on 10% of net profits as reported in each subsidiary’s PRC statutory accounts. General reserve and statutory surplus funds are restricted to set-off against losses, expansion of production and operation and increasing registered capital of the respective company. Staff welfare and bonus fund and statutory public welfare funds are restricted to capital expenditures for the collective welfare of employees. The reserves are not allowed to be transferred to the Company in terms of cash dividends, loans or advances, nor are they allowed for distribution except under liquidation. As of December 31, 2025 and 2024, there was no balance of the PRC statutory reserve funds.

In addition, under PRC laws and regulations, the Company’s PRC subsidiaries are restricted in their ability to transfer their net assets to the Company in the form of dividend payments, loans or advances. Amounts of restricted net assets include paid up capital and statutory reserve funds of the Company’s PRC subsidiaries. As of December 31, 2025 and 2024, the Company did not have any restricted net assets.

Furthermore, cash transfers from the Company’s PRC subsidiaries to the Company’s subsidiaries outside of the PRC are subject to the PRC government control of currency conversion. Shortages in the availability of foreign currency may restrict the ability of the Company’s PRC subsidiaries to remit sufficient foreign currency to pay dividends or other payments to the Company, or otherwise satisfy their foreign currency denominated obligations.

Common Stock

On January 11, 2024, the Company issued the 400,000 shares of its common stock to Beijing Hehe for exchange of 13.3333% of the total equity interest of SH Xianzhui (as described in Note 1).

In March 2024, the Company entered into a placement agency agreement (the “March 2024 Placement Agency Agreement”), with Univest Securities, LLC (“Univest”), pursuant to which, Univest agrees to use its reasonable best efforts to sell the Company’s common stock in a registered direct offering and a concurrent private placement (the “March 2024 Offering”). Univest has no obligation to buy any of the securities from the Company or to arrange for the purchase or sale of any specific number or dollar amount of securities.

Pursuant to the March 2024 Offering, an aggregate of 810,277 shares of common stock of the Company, par value \$0.0001 per share, were sold to certain purchasers (the “March 2024 Offering Purchasers”), pursuant to a securities purchase agreement, dated March 22, 2024 (the “March 2024 Securities Purchase Agreement”) at a price of \$1.144 per share, for aggregated proceeds of approximately \$0.9 million. The Company paid Univest a cash fee equal to 4.0% of the aggregate gross proceeds raised in the March 2024 Offering. The Company also issued warrants to Univest to purchase up to 40,514 shares of common stock of the Company at an exercise price of \$1.373 per share, (the “March 2024 Placement Agent Warrants”). The March 2024 Placement Agent Warrants and the common stock underlying the March 2024 Placement Agent Warrants were not registered under the Securities Act, pursuant to the registration statement of March 2024 Offering. The March 2024 Placement Agent Warrants were issued pursuant to an exemption from the registration requirements of the Securities Act provided in Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder.

On May 31, 2024, the Company entered into a software purchase agreement with Shanxi Gangdong Cultural Media Co., Ltd., a seller unaffiliated with the Company (the “SGCM”). Pursuant to the agreement, the Company agreed to purchase and SGCM agreed to sell all of SGCM’s right, title, and interest in and to the certain software. The purchase price of the software shall be \$1,248,000, payable in the form of issuance of 1,560,000 shares of common stock of the Company, valued at \$0.80 per share. The Company used the software to develop its AI business. On June 4, 2024, the Company issued 1,560,000 shares of common stock of the Company to the SGCM’s designees and the transaction was completed.

From February 2024 to October 2024, 1,489,385 shares of the Company's common stock were issued due to the exercise of pre-funded warrants, that were sold in the fiscal year 2023.

From March 2024 to October 2024, 1,361,460 shares of the Company's common stock were issued due to the exercise of 1,695,885 registered warrants issued in November 2023 (the "November 2023 Registered Warrants").

In August 2024, 92,756 shares of the Company's common stock were issued due to the exercise of 54,646 registered warrants and 84,244 unregistered warrants that were issued in the fiscal year 2021.

On February 10, 2025, the Company entered into an At-The-Market Issuance Sales Agreement (the "ATM Agreement") with Univest as the sales agent (the "February 2025 Offering"). Pursuant to the ATM Agreement, the Company may issue and sell from time to time, shares of its common stock having an aggregate offering price of not more than \$10,000,000 through the sales agent or any of its sub-agent(s) or other designees, acting as sales agent. Up to the date the consolidated financial statements were issued, the Company has not issued or sold any shares under the ATM Agreement.

On March 4, 2025, the Company entered into a securities purchase agreement (the "March 2025 Securities Purchase Agreement") with certain investors for the sale of 1,115,600 shares of common stock at \$0.896379 per share (the "March 2025 Offering"), generating net proceeds in the amount of \$910,000, after deducting underwriter's fees of \$70,000, equal to seven percent (7%) of the aggregate gross proceeds raised in this Offering and reimbursement of \$20,000 for the underwriter's legal counsel and due diligence analysis expense. The Company used the proceeds from the offering for working capital purposes.

On May 2, 2025, the Company entered into a securities purchase agreement (the "May 2025 Securities Purchase Agreement") with certain investors for the sale of 1,115,600 shares of common stock at approximately \$0.524 per share and 9,380,582 pre-funded warrants (the "May 2025 Pre-Funded Warrants") at approximately \$0.523 per warrant (the "May 2025 Offering"). As of December 31, 2025, the Company received gross proceeds of approximately \$4.5 million for subscription of 1,115,600 shares of its common stock and 7,468,536 pre-funded warrants. The offering remains ongoing and has not yet been fully completed. Transaction costs incurred through December 31, 2025 included underwriter's fees of \$314,343 and a \$20,000 reimbursement for the underwriter's legal counsel and due diligence expenses. As of December 31, 2025, the Company used the proceeds from the offering for working capital purposes.

On April 28, 2025, the Company entered into a software purchase agreement (the "Agreement") with Gongzheng Xu and Qing Wang, who are unaffiliated with the Company at the time (collectively, the "GXQW"). Pursuant to the Agreement, the Company agreed to purchase and the GXQW agreed to sell all of GXQW's right, title, and interest in and to the certain software (the "Chat Box"). The purchase price of the software shall be payable in the form of issuance of 2,444,295 shares of the Company's common stock. On April 28, 2025, the Company issued 2,444,295 shares of its common stock to GXQW and the transaction was completed. The Company used the software to develop its AI business.

On September 8, 2025, the Company, Pallas and the Sellers executed the Share Exchange Agreement, pursuant to which, the Sellers wish to sell to the Acquirer, and the Acquirer wishes to purchase from the Sellers, 100% interest in and to the Target Shares. On September 29, 2025, in exchange for the Target Shares, the Company issued an aggregate of 39,189,344 shares of the Company's common stock to such Sellers.

On October 24, 2025, the Company entered into securities purchase agreements (the "October 2025 Securities Purchase Agreement") with certain accredited investor, pursuant to which the Company agreed to issue and sell, in a private placement (the "October 2025 Private Placement"), an aggregate of 1,333,334 shares of the Company's common stock at a purchase price of \$2.10 per share, for gross proceeds in the amount of \$2,800,000. The Company received net proceeds of approximately \$2.5 million after deducting underwriter's fees of \$196,000 and other offering costs of \$60,000. The Company used the proceeds from the offering for working capital purposes.

As of December 31, 2025 and 2024, the total outstanding shares of the Company's common stock were 57,318,111 and 11,167,294, respectively.

Warrants

Placement Agent Warrants

In March 2024, the Company entered into a placement agency agreement (the “March 2024 Placement Agency Agreement”), with Univest, pursuant to which, Univest agrees to use its reasonable best efforts to sell the Company’s common stock in a registered direct offering and a concurrent private placement (the “March 2024 Offering”). Univest has no obligation to buy any of the securities from the Company or to arrange for the purchase or sale of any specific number or dollar amount of securities.

In connection with the March 2024 Offering, the Company issued 40,514 shares of unregistered warrants (the “March 2024 Placement Agent Warrants”) to Univest, at an exercise price of \$1.373 per share. The March 2024 Placement Agent Warrants and the common stock underlying the March 2024 Placement Agent Warrants were not registered under the Securities Act, pursuant to the registration statement of March 2024 Offering. The March 2024 Placement Agent Warrants were issued pursuant to an exemption from the registration requirements of the Securities Act provided in Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder.

As of December 31, 2025, 695,535 unregistered warrants issued to Univest were outstanding.

Prefunded Warrants

In connection with the May 2025 Offering, the Company issued 7,468,536 shares of pre-funded warrants, which is exercisable immediately.

From February 2024 to October 2024, holders of 1,489,763 pre-funded warrants, issued in November 2023, exercised their options to purchase 1,489,385 shares of the Company’s common stock.

As of December 31, 2025 and 2024, 7,468,536 and nil prefunded warrants were outstanding, respectively.

Registered Warrants

On March 26, 2024, October 16, 2024 and October 17, 2024, holders of 1,695,885 registered warrants issued in November 2023 (the “November 2023 Registered Warrants”) exercised their options to purchase 1,361,460 shares of the Company’s common stock. On April 30, 2025, holders of 1,051,341 November 2023 Registered Warrants exercised their options to purchase 952,644 shares of the Company’s common stock, on a cashless basis.

As of December 31, 2025 and 2024, 565,130 and 1,616,471 November 2023 Registered Warrants were outstanding, respectively.

February 2021 Registered and Unregistered Warrants

In August 2024, holders of 54,646 registered warrants and 84,244 unregistered warrants issued in 2021 exercised their options to purchase 92,756 shares of the Company’s common stock, on a cashless basis. As of December 31, 2025 and 2024, no warrants issued in 2021 were outstanding.

The summary of warrant activities for the year ended December 31, 2025 were as follows:

	Warrants Outstanding	Exercisable Into Number of Shares	Weighted Average Exercise Price	Average Remaining Contractual Life
December 31, 2024	2,312,006	2,110,618	\$ 29.94	3.46
Granted	7,468,536	7,468,536	0.001	-
Exercised	1,051,341	1,051,341	-	-
December 31, 2025	<u>8,729,201</u>	<u>8,527,813</u>	<u>\$ 45.79</u>	<u>2.23</u>

The summary of warrant activities for the year ended December 31, 2024 were as follows:

	Warrants Outstanding	Exercisable Into Number of Shares	Weighted Average Exercise Price	Average Remaining Contractual Life
December 31, 2023	9,623,806	5,394,642	\$ 19.45	4.54
Granted	40,514	40,514	1.37	4.24
Exercised	7,352,314	3,324,538	-	-
December 31, 2024	<u>2,312,006</u>	<u>2,110,618</u>	<u>\$ 29.94</u>	<u>3.46</u>

Note 13 – Commitments and Contingencies

Contingencies

From time to time, the Company may be subject to certain legal proceedings, claims and disputes that arise in the ordinary course of business. Although the outcomes of these legal proceedings cannot be predicted, the Company does not believe these actions, in the aggregate, will have a material adverse impact on its financial position, results of operations or liquidity.

Note 14 – Segment Reporting

In November 2023, the FASB issued ASU 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”), which improved the reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses enabling investors to better understand an entity’s overall performance and assess potential future cash flows. ASU 2023-07 requires entities with a single reportable segment to provide all the disclosures required by the amendments in ASU 2023-07 and all existing segment disclosures in Segment Reporting (Topic 280). ASU 2023-07 is effective for annual periods on January 1, 2024, and periods beginning on January 1, 2025. The Company adopted this standard for its 2024 annual financial statements and applied this standard retrospectively for all prior periods presented in the financial statements. ASU 2023-07 has no material impact on the Group’s consolidated financial statements.

The Company operates and manages its business as a single segment and has one operating and reportable segment, the Virtual Content Production. The Company’s Chief Executive Officer is the chief operating decision-maker (“CODM”). When making decisions about allocating resources and assessing the performance of the Company as a whole, the CODM review operating metrics and consolidated financial statements.

The Company concluded that consolidated net income (loss) reported in the consolidated statements of operations and comprehensive income (loss) is the measure of segment profitability, and consolidated total assets reported in the consolidated balance sheets is the measure of segment assets. The CODM refers to consolidated operating results and financial condition when addressing strategic and operational matters and allocating resources. Significant expense categories regularly provided to and reviewed by the CODM are those presented in the consolidated statements of operations and comprehensive income (loss). As substantially all of the Company’s long-lived assets are located in the United States, and substantially all of the Company’s expenses are derived from within the United States, no geographical segments are presented.

Note 15 – Subsequent events

The Company has evaluated subsequent events that occurred after the balance sheet date up to March 27, 2026, which is the date of issuance of the consolidated financial statements. Based on this review, the Company did not identify any subsequent event that would have required adjustment or disclosure in the consolidated financial statements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized on March 27, 2026.

GD CULTURE GROUP LIMITED

By: /s/ Xiaojian Wang

Name: Xiaojian Wang

Title: Chief Executive Officer, President and
Chairman of the Board
(Principal Executive Officer)

By: /s/ Zihao Zhao

Name: Zihao Zhao

Title: Chief Financial Officer and Director
*(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Xiaojian Wang</u> Xiaojian Wang	Chief Executive Officer, President and Chairman of the Board of Directors <i>(Principal Executive Officer)</i>	March 27, 2026
<u>/s/ Zihao Zhao</u> Zihao Zhao	Chief Financial Officer and Director <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 27, 2026
<u>/s/ Shuaiheng Zhang</u> Shuaiheng Zhang	Director	March 27, 2026
<u>/s/ Lei Zhang</u> Lei Zhang	Director	March 27, 2026
<u>/s/ Yun Zhang</u> Yun Zhang	Director	March 27, 2026

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (File No. 333-292934) of GD Culture Group Limited (the “Company”) of our report dated March 17, 2025, relating to the consolidated balance sheet of the Company as of December 31, 2024, and the related consolidated statements of operations and comprehensive loss, changes in stockholders’ equity, and cash flows for the year then ended, and the related notes, included in GD Culture Group Limited’s Annual Report on Form 10-K for the year ended December 31, 2025.

We also consent to the reference of HTL International, LLC, as an independent registered public accounting firm, as expert in matters of accounting and auditing.

/s/ HTL International, LLC

HTL International, LLC
Houston, Texas

March 27, 2026

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (File No. 333-292934) of GD Culture Group Limited (the “Company”) of our report dated March 27, 2026, relating to the consolidated balance sheet of the Company as of December 31, 2025, and the related consolidated statements of operations and comprehensive loss, changes in stockholders’ equity, and cash flows for the year then ended, and the related notes, included in GD Culture Group Limited’s Annual Report on Form 10-K for the year ended December 31, 2025.

We also consent to the reference of GGF CPA LTD, as an independent registered public accounting firm, as expert in matters of accounting and auditing.

/s/ GGF CPA LTD

GGF CPA LTD
Guangzhou, the People’s Republic of China

March 27, 2026



Consent

We are a qualified law firm and lawyers in the People's Republic of China (the "PRC") and we have been engaged by GD Culture Group Limited, a company incorporated in Nevada (the "Company"), to advise on certain legal matters related to the PRC laws and regulations.

We hereby consent to the use of this consent as an exhibit to the Annual Report on Form 10-K, as amended (the "Annual Report") to be filed with the U.S. Securities and Exchange Commission. We further consent to the use of our name and to all references made to us in the Annual Report.

/s/ Jiangsu Junjin Law Firm

Jiangsu Junjin Law Firm

March 27, 2026

CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER PURSUANT TO EXCHANGE ACT RULE 13A-14(A),

AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Xiao Jian Wang, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2025 of GD Culture Group Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2026

By: /s/ Xiao Jian Wang

Xiao Jian Wang

Chief Executive Officer, President and Co-Chairman of
the Board

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13A-14(A),

AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Zihao Zhao, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2025 of GD Culture Group Limited.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2026

By: /s/ Zihao Zhao

Zihao Zhao
Chief Financial Officer

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Xiao Jian Wang, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of GD Culture Group Limited (the "Company") for the fiscal year ended December 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 27, 2026

By: /s/ Xiao Jian Wang

Xiao Jian Wang

Chief Executive Officer, President, Chairman of the Board

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Zihao Zhao, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of GD Culture Group Limited (the "Company") for the fiscal year ended December 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 27, 2026

By: /s/ Zihao Zhao

Zihao Zhao

Chief Financial Officer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.