

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 5, 2026

GD Culture Group Limited
(Exact name of Company as specified in charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37513
(Commission File No.)

47-3709051
(IRS Employer
Identification No.)

111 Town Square Place, Suite #1203
Jersey City, NJ 07310
(Address of Principal Executive Offices) (Zip code)

+1-347- 2590292
(Company's Telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	GDC	Nasdaq Capital Market

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On May 5, 2026, GD Culture Group Limited (the “Company”) issued a press release entitled “GD Culture Group Limited Announces Receipt of Preliminary Non-Binding Going Private Proposal at US\$10.75 Per Share” announcing that its board of directors (the “Board”) has received a preliminary non-binding going private proposal. A copy of the press release is furnished herewith as Exhibit 99.1.

On May 6, 2026, the Company issued a press release entitled “GD Culture Group Limited Announces Formation of Special Committee to Evaluate Preliminary Non-Binding Going-Private Proposal” that the Board has formed a special committee (the “Special Committee”) consisting of three independent and disinterested directors, Lei Zhang, Yun Zhang, and Shuaiheng Zhang, to consider the previously announced preliminary non-binding going private proposal received by the Board on May 1, 2026. A copy of the press release is furnished herewith as Exhibit 99.2.

The information in Item 7.01 of this Current Report on Form 8-K, including the information in the press releases attached as Exhibit 99.1 and 99.2 to this Current Report on Form 8-K is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. Furthermore, the information in Item 7.01 of this Current Report on Form 8-K, shall not be deemed to be incorporated by reference in the filings of the Company under the Securities Act.

The information contained in this Report on Form 8-K of the Company are hereby incorporated by reference into the Company’s Registration Statement on Form S-3 (File No. 333-292934).

Forward-Looking Statements

All statements included in this Current Report on Form 8-K, other than statements or characterizations of historical fact, are forward-looking statements. These forward-looking statements are based on our current expectations, estimates and projections about our industry, management’s beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as “anticipates,” “expects,” “intends,” “plans,” “predicts,” “believes,” “seeks,” “estimates,” “may,” “will,” “should,” “would,” “could,” “potential,” “continue,” “ongoing,” similar expressions, and variations or negatives of these words. These forward-looking statements are not guarantees of future results and are subject to factors, risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statement, including (but not limited to): the risk that the board may reject the proposal; the risk that any special committee, if formed, may determine not to pursue the proposal; the risk that the consortium may amend, modify, revise or withdraw the proposal; the risk that no definitive agreement will be executed; the risk that financing may not be obtained; the risk that required regulatory, shareholder or other approvals may not be obtained; changes in market conditions; changes in the Company’s capitalization; and other risks described in the Company’s filings with the Securities and Exchange Commission. The forward-looking statements included in this Current Report on Form 8-K speak only as of the date hereof. Additional discussions of factors affecting the Company’s business and prospects are reflected under the caption “Risk Factors” and in other sections of the Company’s Annual Report on Form 10-K for the Company’s fiscal year ended December 31, 2025, and other filings made with the SEC. The Company expressly disclaims any intent or obligation to update any forward-looking statements, whether written or oral, that may be made from time to time by or on behalf of the Company or its subsidiaries, whether as a result of new information, changed circumstances or future events, or for any other reason.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release - GD Culture Group Limited Announces Receipt of Preliminary Non-Binding Going Private Proposal at US\$10.75 Per Share
99.2	Press Release - GD Culture Group Limited Announces Formation of Special Committee to Evaluate Preliminary Non-Binding Going-Private Proposal
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GD Culture Group Limited

Date: May 6, 2026

By: /s/ Xiao Jian Wang

Name: Xiao Jian Wang

Title: Chief Executive Officer, President and
Chairman of the Board of Directors

GD Culture Group Limited Announces Receipt of Preliminary Non-Binding Going Private Proposal at US\$10.75 Per Share

JERSEY CITY, N.J., May 5, 2026 (GLOBE NEWSWIRE) -- GD Culture Group Limited (Nasdaq: GDC) (the “Company” or “GDC”) today announced that its Board of Directors (the “Board”) has received a preliminary non-binding proposal letter, dated May 1, 2026 (the “Proposal”), from Wealthy Concord Limited and East Valley Technology Limited (collectively, the “Consortium”), proposing to acquire all of the outstanding shares of the Company’s common stock, par value \$0.0001 per share, not already beneficially owned by the Consortium, for US\$10.75 per share in cash (the “Offer Price”).

According to the Proposal, the Offer Price represents a premium of approximately 168.8% to the closing price of the Company’s common stock on April 30, 2026, and premiums of approximately 257.3% and 224.6% to the volume-weighted average closing price of the Company’s common stock during the last 30 and 60 trading days ended April 30, 2026, respectively. The Consortium collectively beneficially owns 5,564,886 shares of the Company’s common stock, representing approximately 9.2% of the 60,759,711 shares outstanding as of April 10, 2026.

The Board intends to review and evaluate the proposal. The Consortium has suggested that the Board form a special committee of independent and disinterested directors to consider, evaluate and negotiate the proposed transaction, and that such committee retain its own independent legal and financial advisors.

The Company cautions its shareholders and others considering trading in its securities that the Board has just received the Proposal and has not had an opportunity to carefully review and evaluate the Proposal or make any decision with respect to the Company’s response to the proposal. There can be no assurance that any definitive offer will be received, that any definitive agreement will be executed, or that the proposed transaction or any other similar transaction will be approved or consummated.

The Company does not undertake any obligation to provide any updates with respect to any transaction, except as required under applicable law.

About GD Culture Group Limited

GD Culture Group Limited is a Nevada corporation and holding company. 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’s main businesses include AI-driven digital human technology. For more information, please visit the Company’s website at <https://www.gdculturegroup.com/>.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, that are based on beliefs and assumptions and on information currently available to the Company.

In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “ongoing,” “target,” “seek” or the negative or plural of these words, or other similar expressions that are predictions or indicate future events or prospects, although not all forward-looking statements contain these words.

Any statements that refer to expectations, projections or other characterizations of future events or circumstances, including statements regarding the preliminary non-binding proposal received by the Company, the proposed purchase price, the potential formation of a special committee, the potential negotiation or execution of definitive agreements, the potential completion of the proposed transaction or any other similar transaction, the potential benefits of any proposed transaction, and the Company's strategic direction, are forward-looking statements.

These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, among others, the risk that the Board may reject the proposal; the risk that any special committee, if formed, may determine not to pursue the proposal; the risk that the consortium may amend, modify, revise or withdraw the proposal; the risk that no definitive agreement will be executed; the risk that financing may not be obtained; the risk that required regulatory, shareholder or other approvals may not be obtained; changes in market conditions; changes in the Company's capitalization; and other risks described in the Company's filings with the Securities and Exchange Commission.

Forward-looking statements in this communication speak only as of the date made. New uncertainties and risks arise from time to time, and it is impossible for the Company to predict these events or how they may affect the Company. In addition, risks and uncertainties are described in the Company's filings with the Securities and Exchange Commission. These filings may identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements.

The Company cannot assure you that the forward-looking statements in this communication will prove to be accurate. There may be additional risks that the Company presently does not know or that the Company currently does not believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements.

In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by the Company, its directors, officers or employees or any other person that the Company will achieve its objectives and plans in any specified time frame, or at all.

Except as required by applicable law, the Company does not have any duty to, and does not intend to, update or revise the forward-looking statements in this communication after the date of this communication. You should, therefore, not rely on these forward-looking statements as representing the views of the Company as of any date subsequent to the date of this communication.

For more information, please contact:

GD Culture Group Limited

Investor Relations Department
Email: ir@gdculturegroup.com

Ascent Investor Relations LLC

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Phone: +1-646-932-7242
Email: investors@ascent-ir.com

GD Culture Group Limited Announces Formation of Special Committee to Evaluate Preliminary Non-Binding Going-Private Proposal

JERSEY CITY, N.J., May 6, 2026 (GLOBE NEWSWIRE) -- GD Culture Group Limited (Nasdaq: GDC) (the “Company” or “GDC”) today announced that its board of directors (the “Board”) has formed a special committee (the “Special Committee”) consisting of three disinterested, independent directors, namely Lei Zhang, Yun Zhang, and Shuaiheng Zhang, to evaluate and consider the preliminary non-binding proposal letter, received on May 1, 2026 (the “Proposal”) from the consortium formed by Wealthy Concord Limited and East Valley Technology Limited that proposes a going-private transaction for US\$10.75 per share in cash of the Company’s common stock (the “Transaction”).

The Special Committee is authorized to retain advisors, including independent legal and financial advisors, to assist it in its review and evaluation of the proposed Transaction.

The Company cautions its shareholders and others considering trading in its securities that the Board has just received the Proposal and has not had an opportunity to carefully review and evaluate the Proposal or make any decision with respect to the Company’s response to the proposal. There can be no assurance that any definitive offer will be received, that any definitive agreement will be executed, or that the proposed transaction or any other similar transaction will be approved or consummated. The Company does not undertake any obligation to provide any updates with respect to this or any other transaction, except as required under applicable law.

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For more information, please contact:

GD Culture Group Limited
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