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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of August 2025

Commission File Number: 001-42601

GIBO HOLDINGS LIMITED
(Exact name of registrant as specified in its charter)

**Unit 2912, Metroplaza, Tower 2
223 Hing Fong Road, Kwai Chung, N.T.
Hong Kong**
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Effectiveness of Share Consolidation and Warrant Adjustment

As previously reported by GIBO HOLDINGS LIMITED (the “Company”), at an extraordinary general meeting of the Company held on August 6, 2025, the Company’s shareholders approved to (i) implement a two hundred (200)-for-one (1) share consolidation of all of its authorized, issued and unissued ordinary shares (the “Share Consolidation”). Following the Share Consolidation, the authorized share capital of the Company is \$50,000 divided into 250,000,000 shares of par value of US\$0.0002 each, comprising of (i) 225,000,000 class A ordinary shares, par value US\$0.0002 each (the “Class A ordinary shares”) and (ii) 25,000,000 class B ordinary shares, par value US\$0.0002 each, (ii) authorize the board of directors of the Company (the “Board”) to settle as the Board considers expedient any difficulty which arises in relation to the Share Consolidation so that no fractional shares be issued in connection with the Share Consolidation and all fractional shares resulting from the Share Consolidation will be rounded up to the whole number of shares, and (iii) amend and restate the existing Amended and Restated Memorandum and Articles of Association of the Company by the deletion in their entirety and the substitution in their place of the Second Amended and Restated Memorandum and Articles of Association of the Company, which incorporate amendments including but not limited to the Share Consolidation and set out the rights and privileges of the Class A ordinary shares and Class B ordinary shares.

As a result of the Share Consolidation, every two hundred (200) Class A ordinary shares issued and outstanding or authorized but not issued prior to the Effective Time will be consolidated into one (1) Class A ordinary share, and every two hundred (200) Class B ordinary shares issued and outstanding or authorized but not issued prior to the Effective Time will be consolidated into one (1) Class B ordinary share. Beginning with the opening of trading on August 20, 2025, the Company’s Class A ordinary shares will be available for trading on the Nasdaq Global Market under the existing ticker symbol “GIBO” on a Share Consolidation-adjusted basis with a new CUSIP number G38617125.

No fractional Class A or Class B ordinary share shall be issued in connection with the Share Consolidation. Shareholders who would otherwise be entitled to receive a fractional share as a result of the Share Consolidation will receive one whole share in lieu of such fractional share.

The Company’s transfer agent, Transshare Corporation, is acting as the exchange agent for the Share Consolidation. Shareholders who hold their shares in book-entry form or in “street name” (i.e., through a broker, bank or other holder of record) are not required to take any action. The Share Consolidation will affect all shareholders uniformly and will not alter any shareholder’s percentage interest in the Company’s equity, except to the extent that the Share Consolidation would otherwise result in a shareholder owning a fractional share.

In connection with the Share Consolidation, on August 18, 2025, the Company also issued a notice (the “Warrant Adjustment Notice”) to holders of its warrants to purchase Class A ordinary shares (the “Warrants”). In the Warrant Adjustment Notice, the Company notified its warrant agent, Continental Stock Transfer & Trust Company (the “Warrant Agent”), and the Warrant holders that the Company has made the following adjustments to its outstanding Warrants, effective beginning with the opening of trading on August 20, 2025:

- the number of Class A ordinary shares issuable upon the exercise of each pre-Share Consolidation Warrant to purchase Class A ordinary share will decrease proportionately to the Share Consolidation ratio, resulting in each such Warrant being exercisable for 1/200th of one post-Share Consolidation Class A ordinary share; and
- the exercise price of each post-Share Consolidation Warrant to purchase one whole post-Share Consolidation Class A ordinary share will be proportionately increased 200-fold (relative to a pre-Share Consolidation Warrant to purchase one Class A ordinary share), to \$2,300.0 per post-Share Consolidation Class A ordinary share.

The Warrant Adjustment Notice was provided by the Company pursuant to the terms of the Warrant Agreement, dated June 27, 2023 (the “Warrant Agreement”), by and between Bukit Jalil Global Acquisition 1 Ltd. (as predecessor to the Company) and the Warrant Agent, as amended by that certain Assignment, Assumption and Amendment Agreement, dated as of May 8, 2025, by and among Bukit Jalil Global Acquisition 1 Ltd., Bukit Jalil Global Investment Ltd., the Company and the Warrant Agent.

In accordance with the terms of the Warrant Agreement, the Company will not issue fractional shares upon exercise of Warrants.

Beginning with the opening of trading on August 20, 2025, the Warrants will continue to be available for trading on the Nasdaq Capital Market under the existing ticker symbol “GIBOW” subject the foregoing adjustments with the existing CUSIP number G38617117 unchanged.

The foregoing descriptions of the Warrant Adjustment Notice is a summary of the material terms of the Warrant Adjustment Notice and does not purport to be complete and is qualified in its entirety by reference to the Warrant Adjustment Notice, which is attached hereto as Exhibit 99.2.

Hearing Request to Appeal Nasdaq Delisting Determination

As previously disclosed in the Company's current report on Form 6-K furnished on August 6, 2025, the Company received a letter from The Nasdaq Stock Market LLC (the "Nasdaq") on August 4, 2025, which stated that, because the Company's securities had a closing bid price of \$0.10 or less for ten consecutive trading days as of the letter date and as a result the Company is not in compliance with Nasdaq listing rule 5450(a)(1) (the "Minimum Bid Price Requirement"), unless the Company timely requested a hearing before a Hearings Panel (the "Panel") by August 11, 2025 to appeal Nasdaq's delisting determination, trading of the Company's securities would be suspended at the opening of business on August 13, 2025, and a Form 25-NSE would be filed with the Securities and Exchange Commission to remove the Company's securities from listing and registration on Nasdaq, according to the Nasdaq listing rule 5810(c)(3)(A)(iii).

On August 8, 2025, the Company timely requested a hearing before the Panel, which stayed the suspension of the Company's securities and the filing of the Form 25-NSE pending the Panel's decision. The Company also submitted a plan to regain compliance to the Panel, including among others, the implementation of the Share Consolidation.

There can be no assurance that the Company will be able to regain compliance with the Minimum Bid Price Requirement or will otherwise be in compliance with other applicable Nasdaq listing rules, or that the Company's appeal of the delisting determination will be successful. If the Company's securities are delisted from the Nasdaq, it could be more difficult to buy or sell the Company's securities or to obtain accurate quotations, and the price of the Company's securities could suffer a material adverse decline.

Forward-Looking Statements

This current report on Form 6-K contains forward-looking statements. These express or implied statements are not promises or guarantees and involve substantial risks and uncertainties. Examples of forward-looking statements herein include, without limitation, statements regarding the Company's intent or ability to regain compliance with the Nasdaq's continued listing requirements, the timing and nature of the Hearing, the outcome of the Panel's review of any Company appeal of the Staff's determination, and any courses of action to regain compliance with the Nasdaq continued listing requirements. Forward-looking statements are statements that are not historical facts, nor assurances of future performance. Instead, they are based on the Company's current beliefs, expectations and assumptions regarding the future of its business, future plans, strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent risks and uncertainties, and actual results may differ materially from those set forth in the forward-looking statements. Important factors that could cause actual results to differ include, without limitation, there can be no assurance that the Company will meet the Minimum Bid Price Requirement during any compliance period or otherwise in the future, otherwise meet the Nasdaq's compliance standards, that Nasdaq will grant the Company any relief from delisting as necessary or whether the Company can ultimately meet applicable Nasdaq requirements for any such relief. These forward-looking statements should be considered together with the risks and uncertainties that may affect the Company's business and future results included in the Company's filings with the Securities and Exchange Commission at www.sec.gov. These forward-looking statements are based on information currently available to the Company, and the Company assumes no obligation to update any forward-looking statements except as required by applicable law.

Exhibits Index

Exhibit No.	Description
99.1	Press Release
99.2	Warrant Adjustment Notice, effective August 20, 2025

SIGNATURES

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

Date: August 19, 2025

GIBO Holdings Limited

By: /s/ Jing Tuang "Zelt" Kueh

Name: Jing Tuang "Zelt" Kueh

Title: Chief Executive Officer

GIBO Holdings Limited Announces Effective Date of Share Consolidation

Hong Kong, August 15, 2025 /PRNewswire/ -- GIBO Holdings Limited (“GIBO” or the “Company”), a unique and integrated AIGC animation streaming platform, today announced the date of effectiveness and the ratio of a forthcoming share consolidation of the Company’s ordinary shares.

On August 6, 2025, the Company’s shareholders voted and approved at the extraordinary general meeting a two-hundred (200)-for-one (1) share consolidation of the Company’s issued and unissued Class A ordinary shares and Class B ordinary shares, whereby every 200 authorized issued and unissued Class A ordinary shares, par value US\$0.000001 each, will be consolidated into one Class A ordinary share, par value US\$0.0002 each, and every 200 authorized issued and unissued Class B ordinary shares, par value US\$0.000001 each, will be consolidated into one Class B ordinary share, par value US\$0.0002 each. The Company anticipates that beginning with the opening of trading on August 20, 2025, the Company’s Class A ordinary shares will trade on the Nasdaq Global Market on a split-adjusted basis and will have a new CUSIP number, G38617125.

The share consolidation affects all issued and outstanding ordinary shares of the Company. In addition, the share consolidation reduces the number of Class A ordinary shares issuable upon the exercise of the Company’s warrants in proportion to the ratio of the share consolidation and causes a proportionate increase in the exercise prices of such warrants. The share consolidation affects all shareholders uniformly and will not alter any shareholder’s percentage interest in the Company’s equity. No fractional shares will be issued; instead, shareholders who would otherwise be entitled to a fractional share will have their entitlement rounded up to the nearest whole share.

The Company anticipates that the share consolidation will increase the market price per share of the Company’s Class A ordinary shares.

Registered shareholders holding pre-consolidated shares of the Company are not required to take any action to receive post-consolidated shares. Shareholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the share consolidation, and will not be required to take any action in connection with the share consolidation.

About GIBO Holdings Limited

GIBO Holdings Limited is a unique and integrated AIGC animation streaming platform with extensive functionalities provided to both viewers and creators that serves a broad community of young people across Asia to create, publish, share and enjoy AI-generated animation video content. With approximately 86 million registered users and advanced AI-powered tools, GIBO seeks to revolutionize content creation and consumption through AI.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements also include, but are not limited to, statements regarding projections, estimates and forecasts of revenue and other financial and performance metrics, projections of market opportunity and expectations, the Company’s ability to scale and grow its business, the Company’s advantages and expected growth, the Company’s ability to source and retain talent, and the Company’s cash position, as applicable. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of the Company’s management and are not predictions of actual performance. These statements involve risks, uncertainties and other factors that may cause the Company’s actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by these forward-looking statements. Although the Company believes that it has a reasonable basis for each forward-looking statement contained in this press release, the Company cautions you that these statements are based on a combination of facts and factors currently known and projections of the future, which are inherently uncertain. The forward-looking statements in this press release represent the views of the Company as of the date of this press release. Subsequent events and developments may cause those views to change. Except as may be required by law, the Company does not undertake any duty to update these forward-looking statements.

Contact Information

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NOTICE OF SHARE CONSOLIDATION

GIBO HOLDINGS LIMITED
Unit 2912, Metroplaza, Tower 2
223 Hing Fong Road, Kwai Chung, N.T.
Hong Kong

August 18, 2025

Continental Stock Transfer & Trust Company
Attention: Compliance Department
1 State Street, 30th Floor
New York, NY 10004-1561

To whom it may concern:

Reference is made to the Warrant Agreement (the “**Warrant Agreement**”), dated June 27, 2023, by and between Bukit Jalil Global Acquisition 1 Ltd. (as predecessor to the Company) and Continental Stock Transfer & Trust Company, a New York corporation, as warrant agent, as amended by that certain Assignment, Assumption and Amendment Agreement, dated as of May 8, 2025 (the “**Warrant Agreement**”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Warrant Agreement.

Pursuant to Section 4.5 of the Warrant Agreement, the Company hereby provides this Notice of Share Consolidation to disclose that at the open of business on August 20, 2025, the Company intends to effect a share consolidation of (i) Class A ordinary shares, par value US\$0.000001 each, whereby every 200 authorized issued and unissued Class A ordinary shares in the authorized share capital of the Company be consolidated into one Class A ordinary share, par value US\$0.0002 each (the “**Class A ordinary shares**”), and (ii) Class B ordinary shares, par value US\$0.000001 each, whereby every 200 authorized issued and unissued Class B ordinary shares in the authorized share capital of the Company be consolidated into one Class B ordinary share, par value US\$0.0002 each.

As a result, (i) pursuant to Section 4.2 of the Warrant Agreement, the number of Class A ordinary shares issuable upon exercise of each Warrant is decreased in proportion to such decrease in outstanding Class A ordinary shares; and (ii) pursuant to Section 4.3.1 of the Warrant Agreement, the Warrant Price is adjusted (to the nearest cent) by multiplying the Warrant Price immediately prior to the share consolidation by a fraction (x) the numerator of which is the number of Class A ordinary shares purchasable upon the exercise of the Warrants immediately prior to the share consolidation, and (y) the denominator of which is the number of Class A ordinary shares so purchasable immediately thereafter (i.e., the Warrant Price shall be adjusted to \$2,300.00, multiplying \$11.50 by 200, based on the share consolidation ratio of 200-for-1).

Notwithstanding the foregoing, pursuant to Section 4.6 of the Warrant Agreement, the Company shall not issue fractional Class A ordinary shares upon the exercise of Warrants. If, by reason of any adjustment described herein, the holder of any Warrant would be entitled, upon the exercise of such Warrant, to receive a fractional interest in a Class A ordinary share, upon such exercise, the number of shares issuable to such holder shall be rounded up to the nearest whole number the number of Class A ordinary shares to be issued to such holder in accordance with Section 4.6 of the Warrant Agreement.

GIBO Holdings Limited

By: /s/ Jing Tuang “Zelt” Kueh
Name: Jing Tuang “Zelt” Kueh
Title: Chief Executive Officer
