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

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**FORM 6-K**

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

**For the month of December 2025**

**Commission File Number: 001-42601**

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

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

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**(Address of principal executive offices)**

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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

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## SIGNATURES

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

Date: December 31, 2025

### **GIBO Holdings Limited**

By: /s/ Jing Tuang "Zelt" Kueh

Name: Jing Tuang "Zelt" Kueh

Title: Chief Executive Officer

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Unaudited Condensed Consolidated Financial Statements of GIBO Holdings Limited</a>
99.2	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operation for the Six Months Ended June 30, 2025</a>

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**GIBO HOLDINGS LIMITED**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Amounts in U.S. Dollars, except for number of shares)

	As of	
	June 30, 2025	December 31, 2024
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 254,907	\$ 86,750
Deposit	25,992	25,992
Prepaid expenses and other current assets	56,755	60,135
Deferred offering costs	-	1,609,714
<b>Total current assets</b>	<b>337,654</b>	<b>1,782,591</b>
<b>Non-current assets</b>		
Property and equipment, net	104,886,383	110,641,098
Intangible assets, net	233,337	333,336
Right-of-use asset	-	38,563
<b>Total non-current assets</b>	<b>105,119,720</b>	<b>111,012,997</b>
<b>Total assets</b>	<b>105,457,374</b>	<b>112,795,588</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Due to related parties	-	24,136,661
Accrued expenses and other current liabilities	488,900	2,290,206
Operating lease liability, current	-	38,563
<b>Total current liabilities</b>	<b>488,900</b>	<b>26,465,430</b>
<b>Non-current liabilities</b>		
Other payables	49,769,320	-
Due to related parties	26,093,146	-
Loan from related parties	3,822,187	1,063,906
Loan from third parties	280,408	105,252
<b>Total non-current liabilities</b>	<b>79,965,061</b>	<b>1,169,158</b>
<b>Total liabilities</b>	<b>80,453,961</b>	<b>27,634,588</b>
<b>Shareholders' equity</b>		
Ordinary Shares, \$1 par value, 50,000 shares authorized, 1 shares issued and outstanding as of December 31, 2024*	-	1
Ordinary shares, \$0.0002 par value, 250,000,000 shares authorized, 3,626,840 share issued and outstanding as of June 30, 2025, including*:		
Class A Ordinary shares, \$0.0002 par value, 225,000,000 shares authorized, 2,652,024 shares issued and outstanding	530	-
Class B Ordinary shares, \$0.0002 par value, 25,000,000 shares authorized, 974,816 shares issued and outstanding	195	-
Additional paid-in capital	132,900,424	134,386,835
Other reserve	64,020	64,020
Accumulated deficit	(107,961,756)	(49,289,856)
<b>Total shareholders' equity</b>	<b>25,003,413</b>	<b>85,161,000</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 105,457,374</b>	<b>\$ 112,795,588</b>

\* Retrospectively restated for the 200-for-1 share consolidation on August 6, 2025.

**GIBO HOLDINGS LIMITED**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in U.S. Dollars, except for number of shares)

	For the six months ended June 30,	
	2025	2024
<b>Operating costs</b>		
General and administrative expenses	\$ 2,837,095	\$ 382,162
Depreciation and amortization	5,854,715	631,382
Research and development expenses	48,000,000	47,032,968
<b>Total operating costs</b>	<b>56,691,810</b>	<b>48,046,512</b>
Loss from operations	(56,691,810)	(48,046,512)
<b>Other income</b>		
Interest income	-	343
Foreign exchange translation gain	-	84
Total other income	-	427
Loss before income tax expense	(56,691,810)	(48,046,085)
Income tax expense	-	-
<b>Net loss</b>	<b>\$ (56,691,810)</b>	<b>\$ (48,046,085)</b>
<b>Loss per share</b>		
Basic and diluted	\$ (31)	\$ (48,046,085)
<b>Weighted average number of ordinary shares outstanding*</b>		
Basic and diluted	1,813,421	1

\* Retrospectively restated for the 200-for-1 share consolidation on August 6, 2025.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## Results of Operations

The following table summarizes the results of our operations for the periods presented, and provides information regarding the dollar and percentage increase or (decrease) during such periods.

	For the six months ended June 30,		Variances	
	2025	2024	Amount	%
<b>Operating costs</b>				
General and administrative expenses	\$ 2,837,095	\$ 382,162	2,454,933	642.38%
Depreciation and amortization	5,854,715	631,382	5,223,333	827.3%
Research and development expenses	48,000,000	47,032,968	967,032	2.1%
<b>Total operating costs</b>	<b>56,691,810</b>	<b>48,046,512</b>	<b>8,645,298</b>	<b>17.99%</b>
Loss from operations	(56,691,810)	(48,046,512)	(8,645,298)	17.99%
Other income (expense)				
Interest income	-	343	(343)	100.0%
Foreign exchange translation gain	-	84	(84)	100.0%
Total other income	-	427	(427)	100.0%
<b>Net loss before income taxes</b>	<b>(56,691,810)</b>	<b>(48,046,085)</b>	<b>(8,645,725)</b>	<b>17.99%</b>
Income tax expense	-	-	-	-
<b>Net loss</b>	<b>\$ (56,691,810)</b>	<b>\$ (48,046,085)</b>	<b>\$ (8,645,725)</b>	<b>17.99%</b>

**Operating Costs**

Our operating costs primarily include research and development expenses, professional fees, depreciation and amortization.

Our mainly activities in the six months ended June 30, 2025 and 2024 were research and development of AI animation technology and content, development of users. We incur expenses associated with conducting AI animation research and development, general organization administrative expenses.

### **Comparison of the Six Months Ended June 30, 2025 and 2024**

Total operating costs increased by approximately \$8,645,298, or 18.0%, from \$48,046,512 in the six months ended June 30, 2024 to \$56,691,810 in the six months ended June 30, 2025.

The increase in our operating costs was primarily due to (i) an increase in research and development expenses by \$967,032, from \$47,032,968 in the six months ended June 30, 2024 to \$48,000,000 in the six months ended June 30, 2025 because we outsourced more AI animation development services in the six months ended June 30, 2025 than we did in the six months ended June 30, 2024 which led to higher research and development expenses in the six months ended June 30, 2025; (ii) an increase in depreciation and amortization expenses by \$5,223,333 or 827.3%, from \$631,382 in the six months ended June 30, 2024 to \$5,854,715 in the six months ended June 30, 2025, primarily because we purchased computer hardware and applications used in conducting our AI animation business, which led to increased amortization expenses during the six months ended June 30, 2025; and (iii) an increase in general and administrative expenses by \$2,454,933 or 642.4%, from \$382,162 in the six months ended June 30, 2024 to \$2,837,095 in the six months ended June 30, 2025 because of increased professional and consulting service fees.

As a result of the above, we reported a net loss of \$56,691,810 in the six months ended June 30, 2025, as compared to a net loss of \$48,046,085 in the six months ended June 30, 2024.

### **Liquidity and Capital Resources**

As of June 30, 2025, we had cash balance of approximately \$0.3 million and net current liabilities of approximately \$0.2 million, and accumulated deficit of \$107,961,756, and incurred a net loss of \$56,691,810 in the six months ended June 30, 2025. In the future, we will obtain working capital financing primarily through shareholder investment and borrowing from related parties. We believe that our current liquidity, together with cash flows from shareholder investment and borrowing from related parties, will be sufficient to fund operating requirements for the next 12 months.

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**Trend Information**

We are not aware of any trends, uncertainties, demands, commitments, or events that are reasonably likely to have a material effect on our liquidity, or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

**Off-balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as of June 30, 2025, December 31, 2024.

**Inflation**

Inflation does not materially affect our business or the results of our operations.

**Seasonality**

Seasonality does not materially affect our business or the results of our operations.

**Subsequent Events**

On August 6, 2025, the company received shareholder approval for a 200-for-1 share consolidation of all of its authorized, issued and unissued ordinary shares and 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 and (ii) 25,000,000 class B ordinary shares, par value US\$0.0002 each, and the adoption of a new amended and restated memorandum and articles of association. 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.

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