
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 March 2025

Commission File Number: 001-41872

DDC Enterprise Limited
368 9th Ave., New York, NY 10001 USA

+ 852-2803-0688
(Address of principal executive office)

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 ☐

Information Contained in this Form 6-K Report

When used in this Form 6-K (this “Report”), unless otherwise indicated, the term “**Company**,” “**DDC**” and “**we**” refer to DDC Enterprise Limited.

On March 17, 2025, the Company entered into a binding term sheet covering, among other things, a strategy for the Company to create over time a bitcoin reserve and issue its Class A Ordinary shares. A copy of the term sheet is attached as Exhibit 10.1 and incorporated herein. On March 18, 2025, the Company issued a press release announcing the strategy and appointment of a strategic advisor, which is attached as Exhibit 99.1 and incorporate herein.

The term sheet requires, and completion of the acquisition of the bitcoin and issuance of shares is contingent upon, completion of due diligence and the negotiation and execution of definitive agreements which will have customary closing conditions.

3. Safe Harbor Statements

This filing contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “in the process of,” “will,” “expects,” “anticipates,” “aims,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident,” “potential,” “continue” or other similar expressions. Among other things, the completion of the acquisition of bitcoin, issuance of shares, completion of diligence, entry into definitive agreements, as well as DDC’s strategic and operational plans and 2024 preliminary audited results, contain forward-looking statements. DDC may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the “SEC”), in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including but not limited to statements about DDC’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: DDC’s growth strategies; its future business development, results of operations and financial condition; its ability to understand buyer needs and provide products and services to attract and retain buyers; its ability to maintain and enhance the recognition and reputation of its brand; its ability to rely on merchants and third-party logistics service providers to provide delivery services to buyers; its ability to maintain and improve quality control policies and measures; its ability to establish and maintain relationships with merchants; trends and competition in China’s e-commerce market; changes in its revenues and certain cost or expense items; the expected growth of China’s e-commerce market; PRC governmental policies and regulations relating to DDC’s industry, and general economic and business conditions globally and in China and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in DDC’s filings with the SEC. All information provided in this report and in the attachments is as of the date of this report, and DDC undertakes no obligation to update any forward-looking statement, except as required under applicable law.

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: March 21, 2025

DDC Enterprise Limited

By: /s/ Norma Ka Yin Chu

Name: Norma Ka Yin Chu

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Binding Term Sheet dated March 17, 2025
99.1	Press Release Dated March 18, 2025

DDC Enterprise Ltd.

and

Asgardian Capitals

Binding Term Sheet

March 17th 2025

This term sheet ("Term Sheet") summarizes the principal terms of the proposed purchase (the "Transaction") by DDC Enterprise Ltd. (a limited liability company established under the laws of the Cayman Islands) ("DDC"), of Bitcoin ("BTC") from an investor group formed with 2 investor vehicles (the "Investors") and issuance of DDC shares to the investors.

This Term Sheet is intended to set out a comprehensive list of all relevant terms and conditions relating to the Transaction. This Term Sheet shall be legally binding while the transaction will also be subject to formal legal documentation ("Definitive Documents") to be entered into between the parties as well as satisfactory due diligence on the parties.

Principal Terms of the Transaction	
Structure of Transaction	<p>The Transaction shall include: (i) the initial purchase by DDC of 100 BTC from the investors with a purchase price consisting of DDC Class A Ordinary shares (the "<u>DDC Shares</u>") valued at \$0.50, \$0.75, \$1.0, and \$1.25 per share in 4 separate placements (each, a "<u>Placement</u>"); and (ii) a services agreement between the parties which shall provide that the investors will provide reasonable assistance, on a non-exclusive basis, in building DDC's BTC reserve and also manage of future crypto investments (the "<u>Services Agreement</u>"). The exact price of DDC Shares and number of BTC within the foregoing ranges shall be set by the parties in the Definitive Documents but in no event shall the DDC Shares constitute more than 15% of all outstanding DDC Class A Ordinary shares.</p> <p>The purchase of the BTC will take place with the first 25 BTC being injected into DDC, while DDC will place shares to the investors at \$0.50 per share. Each injection will take place every 6-8 weeks.</p>
Transferability of DDC Shares	<p>The DDC Shares shall be locked up and nontransferable except that upon DDC achieving the following market capitalization, the lockup shall expired and DDC Shares shall be transferrable in compliance with SEC Rule 144 or other applicable safety harbors as follows:</p> <p>(i) \$200M market capitalization or DDC Share trading price has reached \$1.50 for five consecutive trading days (whichever is the earlier, the "<u>First Trigger</u>"): 1/3 of DDC Shares released from lockup;</p> <p>(ii) \$350M market capitalization or DDC Share trading price has reached \$2.50 for five consecutive trading days (whichever is the earlier, the "<u>Second Trigger</u>"): additional 1/3 DDC Shares released from lockup;</p> <p>(iii) \$500M market capitalization or DDC Share trading price has reached \$3.50 for five consecutive trading days (whichever is the earlier, the "<u>Third Trigger</u>", together with the First Trigger and the Second Trigger, the "<u>Triggers</u>"): final 1/3 DDC Shares released from lockup; and</p> <p>(iv) Anytime after 2 years of the date of the first Placement.</p>

BTC Storage	After the transfer, all DDC BTC will be kept in a designated cold wallet. The Bitcoin wallet adopts a 6/4 multi-signature mechanism, meaning out of the six people holding the passwords, any four people providing passwords together can execute transfer to the BTC.
Future BTC Investment and Crypto Fund Management	As DDC embarks on building a long-term BTC reserve for the listed company and also begin investing into crypto funds as part of the group's asset management policy, the investors shall in its best effort assist DDC to identify the most suitable fund manager to manage such asset and also provide best knowledge on the acquisition of future BTC and or other crypto currencies.
Future Financings	The investors shall have a right of first refusal on future financings of DDC, which are primarily for the purpose of raising capital for the purchase of additional BTC, subject to customary exclusions and exceptions.
Representations in Definitive Documents	DDC shall provide reasonable and customary representations to the investors about the DDC Shares. The investors shall provide reasonable and customary representations about the BTC, including that the investors has good and marketable title to the BTC, the BTC not have any liens, claims or encumbrances, and DDC will acquire all rights to the BTC upon closing the Transaction.
Put Option	It is the joint vision for both parties to grow DDC to beyond USD 500M market cap within 3 years. If this vision of gradual market capitalization growth is not realized on each anniversary of the first Placement (the " <u>Put Date</u> "): <p>The investors can put DDC shares back to Norma Chu, the founder or to DDC at such prices to be set forth in the Definitive Documents for the put option. Such put option shall also be secured by BTC.</p>
Timing	Complete diligence and finalize and execute the Definitive Documents within 10 days of executing of this Term Sheet and a closing within 10 days of execution of the Definitive Documents.
Conditions	The Transaction is subject to, among other things, the following conditions: <p>(a) prior to execution of Definitive Documents, satisfactory completion of due diligence by DDC and the investors;</p> <p>(b) the execution of the Definitive Documents, including terms of the Services Agreement, satisfactory to DDC and the investors respectively;</p> <p>(c) The investors shall provide representations so that issuance of the DDC Shares complies with SEC Rule 506, Regulation S, and is exempted from registration under the Securities Act of 1933, including, for example, the investors shall represent that it is accredited and sophisticated investor, and is not purchasing the DDC shares with a view to distribution;</p> <p>(d) The investors shall provide passwords to the BTC and evidence that there are no liens, claims or encumbrances on the BTC and they are freely transferable to DDC pursuant to the Definitive Documents.</p>
Governing Law	This Term Sheet and the Definitive Documents shall be governed by the laws of Delaware.
Dispute Resolution	Any dispute, controversy or claim arising out of or relating to this Term Sheet, or the existence, validity, interpretation, performance, breach, or termination thereof or any dispute regarding non-contractual obligations arising out of or relating to it, shall be referred to and finally resolved by the courts of State of New York.
Confidentiality	The terms and conditions described in this Term Sheet including its existence shall be confidential information and shall not be disclosed to any third party. If either party determines that it is required by law or regulation to disclose information relating to this Term Sheet, it shall, a reasonable time before making any such disclosure, consult with the other party regarding such disclosure and seek confidential treatment for such portions of the disclosure as may be reasonably requested by the other party.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused their respective duly authorized representatives to execute this Term Sheet on the date and year first written above.

For and on behalf of
ASGARDIAN CAPITALS LIMITED

/s/ Kenny Lee

Name: Kenny Lee

Title: Director

For and on behalf of
DDC ENTERPRISE LTD.

/s/ Norma Chu

Name: Norma Chu

Title: Chairwoman and CEO

Signature page to Term Sheet

DDC Announces Strategy to Create Bitcoin Reserves and Appoints Crypto Asset Expert Alex Yang as Strategic Advisor

Bitcoin reserve to be established with up to 100 BTC injection and premium-priced placement of DDC Class A Ordinary shares at \$0.50 to \$1.25 per share

NEW YORK--(BUSINESS WIRE)— March 18, 2025 – DDC Enterprise, Ltd. (NYSEAM: DDC), (“DayDayCook,” “DDC,” or the “Company”), a leading multi-brand Asian consumer food company, today announced a transformative initiative to adopt Bitcoin as part of its treasury reserves, alongside an announcement that brings seasoned Web3 and crypto assets management expert Alex Yang to DDC as strategic advisor. An investor group will inject up to 100 BTC in exchange for DDC Class A Ordinary shares at a range of \$0.50 to \$1.25 per share, representing a 100% to 400% premium to recent trading levels.

Strategic Alignment with Institutional Confidence

“This partnership is a testament to the shared conviction in DDC’s future and the value of Bitcoin and potentially other crypto currencies as a strategic asset,” said Ms. Norma Chu, Chairwoman and CEO of DDC Enterprise. “This strategic decision to launch a bitcoin reserve not only diversifies our balance sheet but also secures a premium-priced equity agreement that reflects our partner’s belief in our long-term growth. This move is the first of many that we will be making to integrate web3 innovations to the DDC consumer community. Our next step is for the parties to enter into definitive agreements and then complete the initial Bitcoin purchase in the next 30 days.”

Key Terms of the Planned Arrangement

- **100 BTC Injection:** Over the course of approximately 3 months, an investor group will contribute 100 BTC (valued at approximately \$8,000,000 to 8,500,000 based on current prices) to DDC’s treasury reserves.
- **Equity Issuance:** DDC will issue shares to the investor group at a tiered premium pricing model starting at \$0.50 per share to \$1.25 per share every 4-6 weeks starting with an injection of the first 25 BTC at the initial closing
- **Long-Term Commitment:** Shares issued to the group will be subject to a minimum of 180-day lock up and performance milestones, underscoring the partner’s commitment to DDC’s long-term success.

Strategic Rationale

- **Balance Sheet Diversification:** 100 BTC adds exposure to Bitcoin’s long-term upside potential.
- **Premium Equity Pricing:** The tiered share issuance model rewards DDC’s growth trajectory while protecting existing shareholders from dilution at undervalued levels.
- **Institutional Validation:** This new investor group’s participation signals confidence in DDC’s leadership and crypto-forward strategy.

Industry Veteran Joins as Strategic Advisor

Mr Alex Yang is a well respected veteran in the crypto and digital assets space. He is the CEO of Volmart, a market maker that cross trades among TradFi and digital assets on CME, Eurex, Bursa, and TFEX.

ABOUT DAYDAYCOOK

DayDayCook is on a mission to share the joy of Asian cooking culture with the world, offering a suite of accessible and healthy ready-to-eat, ready-to-cook, and ready-to-heat products that cater to the global palate. DayDayCook has evolved from a culinary content authority to a multi-brand powerhouse, curating a broad range of products that champion authenticity, nutrition, and convenience. The company’s growing portfolio includes DayDayCook, Nona Lim, Yai’s Thai, Omsom, MengWei, and Yujia Weng. Follow the Company on LinkedIn.

Forward-Looking Statements

Certain statements in this press release are forward-looking statements, including, for example, statements about completing definitive agreements with the Bitcoin investor and closing on the acquisitions of Bitcoin, NYSE and SEC compliance, estimated revenue, margins, cash and growth and expansion. These forward-looking statements involve known and unknown risks and uncertainties and are based on the Company's current expectations and projections about future events that the Company believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements are also based on assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. Investors can find many (but not all) of these statements by the use of words such as "may," "will," "expect," "anticipate," "aim," "estimate," "intend," "plan," "believe," "likely to" or other similar expressions. The Company undertakes no obligation to update or revise publicly any forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and the Company cautions investors that actual results may differ materially from the anticipated results and encourages investors to review other factors that may affect its future results in the Company's registration statement and other filings with the SEC.

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