
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 April 2025

Commission File Number: 001-38768

MDJM LTD

Fernie Castle, Letham
Cupar, Fife, KY15 7RU
United Kingdom
(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

EXPLANATORY NOTE

In connection with an extraordinary general meeting of shareholders (the “Meeting”) of MDJM LTD, a Cayman Islands company (the “Company”), the Company hereby furnishes the notice and proxy statement of the Meeting and the form of proxy card as Exhibits 99.1 and 99.2, respectively.

Exhibits

Exhibit No. Description

99.1	Notice and Proxy Statement of the Meeting, dated April 8, 2025, to be mailed to the shareholders of the Company in connection with the Meeting
99.2	Form of Proxy Card to be mailed to shareholders of the Company for use in connection with the Meeting

SIGNATURE

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.

MDJM LTD

By: /s/ Siping Xu
Siping Xu
Chief Executive Officer

Date: April 9, 2025

MDJM LTD

(incorporated in the Cayman Islands with limited liability)
(NASDAQ: UOKA)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of shareholders (the “Meeting”) of MDJM LTD (the “Company”) will be held on April 28, 2025, at 10:00 am Eastern Time, at Fernie Castle, Letham, Cupar, Fife, KY15 7RU, United Kingdom, for the following purposes:

- 1 With effect from 10:00 a.m. (Eastern Time) on April 28, 2025, each of the 50,000,000 authorized ordinary shares in the Company of US\$0.001 par value (including all issued ordinary shares and any unissued ordinary shares) each be consolidated on a 25:1 basis, such that the Company’s authorized ordinary shares be consolidated from (x) 50,000,000 ordinary shares of US\$0.001 par value each to (y) 2,000,000 ordinary shares of US\$0.025 par value each.

The board of directors of the Company (“Board of Directors”) has fixed the close of business on April 9, 2025 as the record date (the “Record Date”) for determining the shareholders entitled to receive notice of and to vote at the Meeting or any adjournment thereof. Subject to the provisions of the memorandum and articles of association (as amended) of the Company and to any restrictions imposed on any shares, only holders of ordinary shares of the Company on the Record Date are entitled to receive notice of and to vote at the Meeting or any adjournment thereof.

Shareholders may obtain a copy of the proxy materials, including the Company’s 2023 annual report, by submitting a request to ir@mdjmjh.com.

By Order of the Board of Directors,

/s/ Siping Xu

Siping Xu

Chairman of the Board of Directors

April 8, 2025

MDJM LTD

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

April 28, 2025

10:00 am Eastern Time

PROXY STATEMENT

The board of directors (the “Board of Directors”) of MDJM LTD (the “Company”) is soliciting proxies for the extraordinary general meeting of shareholders (the “Meeting”) of the Company to be held on April 28, 2025, at 10:00 am Eastern Time, at Fernie Castle, Letham, Cupar, Fife, KY15 7RU, United Kingdom or any adjournment thereof.

Only holders of the ordinary shares of the Company of record at the close of business on April 9, 2025 (the “Record Date”) are entitled to attend and vote at the Meeting or at any adjournment thereof. The shareholders entitled to vote and present, in person or by proxy or (in the case of a shareholder being a corporate entity) by its duly authorized representative, representing not less than one-third in nominal value of the total issued voting shares in the Company throughout the meeting shall form a quorum.

Any shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on such shareholder’s behalf. A proxy need not be a shareholder of the Company. *Each holder of the Company’s ordinary shares shall be entitled to one vote in respect of each ordinary share held by such holder on the Record Date.*

PROPOSALS TO BE VOTED ON

At the Meeting, ordinary resolutions will be proposed as follows:

- 1 with effect from 10:00 a.m. (Eastern Time) on April 28, 2025, each of the 50,000,000 authorized ordinary shares in the Company of US\$0.001 par value (including all issued ordinary shares and any unissued ordinary shares) each be consolidated on a 25:1 basis, such that the Company’s authorized ordinary shares be consolidated from (x) 50,000,000 ordinary shares of US\$0.001 par value each to (y) 2,000,000 ordinary shares of US\$0.025 par value each.

The Board of Directors recommends a vote “FOR” each of the Proposal No. 1.

VOTING PROCEDURE FOR HOLDERS OF ORDINARY SHARES

Shareholders entitled to vote at the Meeting may do so either in person or by proxy. Those shareholders who are unable to attend the Meeting are requested to read, complete, sign, date, and return the attached proxy card in accordance with the instructions set out therein.

ANNUAL REPORT TO SHAREHOLDERS

Pursuant to NASDAQ’s Marketplace Rules which permit companies to make available their annual report to shareholders on or through the company’s website, the Company posts its annual reports on the Company’s website. The annual report for the year ended December 31, 2023 (the “2023 Annual Report”) has been filed with the U.S. Securities and Exchange Commission. The Company adopted this practice to avoid the considerable expense associated with mailing physical copies of such report to record holders. If you want to receive a paper or email copy of the Company’s 2023 Annual Report to shareholders, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy to the Investor Relations department of the Company, at ir@mdjmjh.com.

PROPOSAL NO. 1

THE SHARE CONSOLIDATION

General

The Board of Directors believes that it is in the best interest of the Company and the shareholders, and is hereby soliciting shareholder approval, to effect a share consolidation of the Company's authorized and issued shares, at a ratio of 25-for-1 (the "Share Consolidation"), to take effect upon shareholder approval.

The Share Consolidation must be passed by an ordinary resolution which requires the affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorized representative, at the Meeting. If the Company's shareholders approve this proposal, the Board of Directors will have authority to implement the Share Consolidation at any time after the approval of the Share Consolidation.

The Share Consolidation will be implemented simultaneously for all authorized, issued, and outstanding shares. The Share Consolidation will affect all shareholders uniformly and will have no effect on the proportionate holdings of any individual shareholder, with the exception of adjustments related to the treatment of fractional shares (see below under the subheading "*Fractional Shares*").

Purpose of the Share Consolidation

The Company's ordinary shares are currently listed on Nasdaq under the symbol "UOKA." Among other requirements, the listing maintenance standards established by Nasdaq require the ordinary shares to have a minimum closing bid price of at least \$1.00 per share. Pursuant to the Nasdaq Marketplace Rule 5550(a)(2) (the "Minimum Bid Price Rule"), if the closing bid price of the ordinary shares is not equal to or greater than \$1.00 for 30 consecutive business days, Nasdaq will send a deficiency notice to the Company. Based on the closing bid price of the Company's ordinary shares for the 30 consecutive business days from September 11, 2024, to October 22, 2024, the Company no longer met the minimum bid price requirement. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has been provided 180 calendar days, or until April 21, 2025, to regain compliance with Nasdaq Listing Rule 5550(a)(2).

In the event the ordinary shares were to be no longer eligible for continued listing on Nasdaq, the Company could be forced to seek to be traded on the OTC Bulletin Board or in the "pink sheets." These alternative markets are generally considered to be less efficient than, and not as broad as, Nasdaq, and therefore less desirable. Accordingly, the Board of Directors believes delisting of the ordinary shares would likely have a negative impact on the liquidity and market price of the ordinary shares and may increase the spread between the "bid" and "ask" prices quoted by market makers.

The Board of Directors has considered the potential harm to the Company of a delisting from Nasdaq and believes that delisting could, among other things, adversely affect (i) the trading price of the ordinary shares and (ii) the liquidity and marketability of the ordinary shares. This could reduce the ability of holders of the ordinary shares to purchase or sell ordinary shares as quickly and as inexpensively as they have done historically.

Delisting could also adversely affect the Company's relationships with customers, who may perceive the Company's business less favorably, which would have a detrimental effect on the Company's relationships with these entities.

Furthermore, if the ordinary shares were to be no longer listed on Nasdaq, it may reduce the Company's access to capital and cause the Company to have less flexibility in responding to its capital requirements. Certain institutional investors may also be less interested or prohibited from investing in the ordinary shares, which may cause the market price of the ordinary shares to decline.

Registration and Trading of the Company's Ordinary Shares

The Share Consolidation will not affect the registration of the Company's ordinary shares or the Company's obligation to publicly file financial and other information with the U.S. Securities and Exchange Commission. When the Share Consolidation is implemented, the Company's ordinary shares will begin trading on a post-consolidation basis on the effective date that the Company announces such implementation by press release. In connection with the Share Consolidation, the CUSIP number of the Company's ordinary shares (which is an identifier used by participants in the securities industry to identify the Company's ordinary shares) will change.

Fractional Shares

No fractional shares will be issued in connection with the Share Consolidation. Instead, record holders who otherwise would be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the Share Consolidation ratio will automatically be entitled to receive an additional fraction of one share of the relevant class to round up to the next whole share. For those beneficial holders who hold shares through a brokerage firm, the Company intends to round up fractional shares at the participant level. Cash will not be paid for fractional shares.

Authorized Shares

At the time the Share Consolidation is effective, the Company's authorized shares will be consolidated at the same ratio, meaning there will be a reduction in the number of the authorized shares in the Company by a factor of 25 (as set out above under the subheading "General").

Street Name Holders of Ordinary Shares

The Company intends for the Share Consolidation to treat shareholders holding ordinary shares in street name through a nominee (such as a bank or broker) in the same manner as shareholders whose shares are registered in their names. Nominees will be instructed to effect the Share Consolidation for their beneficial holders. However, nominees may have different procedures. Accordingly, shareholders holding ordinary shares in street name should contact their nominees.

Share Certificates

Mandatory surrender of certificates is not required by the Company's shareholders. The Company's transfer agent will adjust the record books of the Company to reflect the Share Consolidation as of the effective date. New certificates will not be mailed to shareholders.

RESOLUTION TO BE VOTED UPON

The full text of the resolution to be proposed is as follows:

RESOLVED, as an ordinary resolution of Shareholders that, with effect from 10:00 a.m. (Eastern Time) on April 28, 2025:

(i) each of the 50,000,000 authorized ordinary shares in the Company of US\$0.001 par value (including all issued ordinary shares and any unissued ordinary shares) each be consolidated on a 25:1 basis, such that the Company's authorized ordinary shares be consolidated from (x) 50,000,000 ordinary shares of US\$0.001 par value each to (y) 2,000,000 ordinary shares of US\$0.025 par value each.

VOTE REQUIRED FOR APPROVAL

The approval of Proposal No. 1 requires an ordinary resolution under Cayman Islands law, being the affirmative vote of at least a simple majority of the votes cast at the Meeting by shareholders who, being present and entitled to vote in person at the Meeting, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorized representatives.

Abstentions and broker non-votes, while considered present for the purposes of establishing a quorum, will not count as a vote cast at the Meeting.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE *FOR*
THE SHARE CONSOLIDATION.

OTHER MATTERS

The Board of Directors is not aware of any other matters to be submitted to the Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board of Directors may recommend.

April 8, 2025

By order of the Board of Directors

/s/ Siping Xu

Siping Xu

Chairman of the Board of Directors

Important Notice Regarding the Availability of Proxy Materials for the Extraordinary General Meeting:

**MDJM LTD
Extraordinary General Meeting of Shareholders
28 April 2025
10:00 am Eastern Time**

**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF MDJM LTD**

The undersigned shareholder of MDJM LTD, a Cayman Islands company (the “Company”), hereby acknowledges receipt of the Notice of Extraordinary General Meeting of the Shareholders (the “Meeting”) and the Proxy Statement, each dated 8 April 2025, and hereby appoints, if no person is specified, the chairman of the Meeting, as proxy, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Meeting to be held on 28 April 2025, at 10:00 am Eastern Time, at Fernie Castle, Letham, Cupar, Fife, KY15 7RU, United Kingdom, or at any adjournment or postponement thereof, and to vote all ordinary shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below (i) as specified by the undersigned below and (ii) in the discretion of any proxy upon such other business as may properly come before the Meeting, all as set forth in the Notice of the Meeting and in the Proxy Statement furnished herewith.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted “FOR” Proposal No.1 and in the discretion of the proxy with respect to such other business as may properly come before the meeting.

Continued and to be signed

VOTE BY INTERNET

www.Transshare.com (click on Vote Your Proxy and enter your control number)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m., Eastern Time, 25 April 2025. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY EMAIL

Please email your signed proxy card to Proxy@Transshare.com.

VOTE BY FAX

Please fax your signed proxy card to +1.727.269.5616.

VOTE BY MAIL

Please sign, date and mail to Proxy Team, Transshare Corporation, 17755 US Highway 19 N, Suite 140, Clearwater FL 33764.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards, and annual reports electronically via e-mail or the Internet. To sign up for

electronic delivery, please provide your email address below and check here to indicate your consent to receive or access proxy materials electronically in future years.

Email Address: _____

THIS PROXY CARD

Please read the explanatory notes overleaf before the completing this form.

I/We, _____, being a member of the Company, appoint the [Chairman of the meeting] [NAME OF PROXY] as my/our proxy to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 28 April 2025 at 10:00 am Eastern Time and at any adjournment of the meeting.

If you wish to appoint multiple proxies, please see note 1 overleaf. If you are appointing more than one proxy, please indicate each of the proxy in the box below and complete the number of shares in relation to which they are authorised to act as proxy. Otherwise, this section can be left blank.

PROXY NAME	NUMBER OF SHARES

The proxy is to vote on the following resolutions as I/we have instructed by making the appropriate box with an “X”.

The Board of Directors recommends voting FOR the following:

		FOR	AGAINST	ABSTAIN
Proposal No.1	each of the 50,000,000 authorised ordinary shares in the Company of US\$0.001 par value (including all issued ordinary shares and any unissued ordinary shares) each be consolidated on a 25:1 basis, such that the Company’s authorised ordinary shares be consolidated from (x) 50,000,000 ordinary shares of US\$0.001 par value each to (y) 2,000,000 ordinary shares of US\$0.025 par value each.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If an entity, please sign in the full entity name, by a duly authorized officer.

Share Owner signs here _____

Co-Owner signs here _____

Date:

Note:

1. As a member of the Company, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement.
 2. This form of proxy confers authority to demand or join in demanding a poll.
 3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
 4. A proxy does not need to be a member of the Company but must attend to the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instruments directly.
 5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple appointments should be returned together in the same envelope.
 6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
 7. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.
 8. To validity appoint a proxy using this form, the form must be:
 - a. Completed and signed. Where the appointer is a corporation then the form must be executed under the hand of an officer duly authorised to do so;
 - b. Sent and delivered in accordance with the methods set forth in the proxy form; and
 - c. Received by the Company no later than forty-eight hours before the time set for the meeting.
 9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
-