

8-K 1 ea139356-8k\_boqiinternation.htm CURRENT REPORT

**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

April 6, 2021  
Date of Report  
(Date of earliest event reported)

**BOQI International Medical Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50155**  
(Commission File Number)

**02-0563302**  
(IRS Employer  
Identification No.)

Room 3601, Building A, Harbour View Place, No. 2 Wuwu Road,  
Zhongshan District, Dalian, Liaoning Province, P. R. China, 116000

(Address of principal executive offices and zip code)

(8604) 1182209211

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant 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))

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.

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, \$0.001 par value	BIMI	The NASDAQ Capital Market



**Item 1.01 Entry into a Material Definitive Agreement.**

On April 6, 2021, the Registrant entered into an Amendment Agreement (the “Guoyitang Amendment”) to amend the Stock Purchase Agreement (the “Original Guoyitang SPA”) dated as of December 7, 2020 by and among the Registrant, Chongqing Guoyitang Hospital Co., Ltd., a company organized under the laws of the People’s Republic of China (the “PRC”), Jia Song, a citizen of the PRC and Nanfang Xiao, citizen of the PRC, whereby the Original Guoyitang SPA was amended to replace each reference to “Gross Profit” with a reference to “Net Profit.”

On April 6, 2021, the Registrant entered into an Amendment Agreement (the “Zhongshan Amendment”) to amend the Stock Purchase Agreement (the “Original Zhongshan SPA”) dated as of December 15, 2020 by and among the Registrant, Chaohu Zhongshan Minimally Invasive Hospital, a company organized under the laws of the PRC and Mr. Yu Xiang, a citizen of the PRC, whereby the Original Zhongshan SPA was amended to replace each reference to “Gross Profit” with a reference to “Net Profit.”

The foregoing description of the Guoyitang Amendment and the Zhongshan Amendment does not purport to be complete and is qualified in its entirety by references to the Guoyitang Amendment and the Zhongshan Amendment, respectively, which are filed as Exhibits 4.1 and 4.2 hereto, and are incorporated herein by reference.

The information in this Current Report on Form 8-K may contain forward-looking statements based on management’s current expectations and projections, which are intended to qualify for the safe harbor of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements contained herein that are not historical facts are considered “forward-looking statements.” Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as “believes,” “expects,” “may,” “will,” “should,” or “anticipates” or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. In particular, statements regarding the efficacy of investment in research and development are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the effect of political, economic, and market conditions and geopolitical events; legislative and regulatory changes that affect our business; the availability of funds and working capital; the actions and initiatives of current and potential competitors; investor sentiment; and our reputation. The Registrant not undertake any responsibility to publicly release any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of this report. The factors discussed herein are expressed from time to time in the Registrant’s filings with the Securities and Exchange Commission available at <http://www.sec.gov>.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

<b>Exhibit</b>	<b>Description</b>
4.1	<a href="#">Amendment Agreement dated April 6, 2021</a>
4.2	<a href="#">Amendment Agreement dated April 6, 2021</a>

**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.

Date: April 12, 2021

BOQI International Medical Inc.  
(Registrant)

By: /s/ Tiewei Song

Tiewei Song  
Chief Executive Officer