

S-1/A 1 ea143829-s1a1\_bimiinternati.htm AMENDMENT NO. 1 TO FORM S-1

As filed with the Securities and Exchange Commission on July 7, 2021

Registration No. 333-257479

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

**FORM S-1/A  
Amendment No. 1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BIMI International Medical Inc.**  
(Exact name of Registrant as specified in its charter)

<b>Delaware</b>	<b>3490</b>	<b>02-0563302</b>
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

No. 10, Huasheng Road, Floor 21  
Yuzhong District, Chongqing, P. R. China, 404100  
(+86) 0411-8220-9211

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Puglisi & Associates  
850 Library Avenue, Suite 204  
P.O. Box 885  
Newark, Delaware 19715  
Tel. (302) 738-6680

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*  
Steven J. Glusband, Esq.  
Pang Zhang-Whitaker, Esq.  
Guy Ben-Ami, Esq.  
Carter Ledyard & Milburn LLP  
2 Wall Street  
New York, NY 10005  
Tel: 212-238-8605  
Fax: 212-732-3232

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act of 1934.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**

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## EXPLANATORY NOTE

This Amendment No. 1 (“Amendment No. 1”) to Form S-1 (File No. 333-257479) of BIM International Medical Inc. (the “Registration Statement”) is being filed solely to correct a typographical error in Exhibit 23.2. Other than the foregoing exhibit, no part of the Registration Statement is being amended. This Amendment No. 1 is not intended to revise other information presented in the Registration Statement as originally filed and all such other information in the original filing remains unchanged.

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## PART II - INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 16. Exhibits

The exhibits listed in the accompanying Exhibit Index are filed (except where otherwise indicated) as part of this registration statement.

#### EXHIBIT INDEX

*(a) Exhibits*

The following exhibits are being filed with this Registration Statement:

Exhibit Number	Description	Incorporated by Reference to
3.1	<a href="#">Certificate of Incorporation</a>	Exhibits with the corresponding numbers filed with our registration statement on Form 10-SB filed January 17, 2003.(File No. 000-50155)
3.2	<a href="#">Certificate of Amendment</a>	Exhibits submitted with our registration statement on Form 10-SB filed January 17, 2003.(File No. 000-50155)
3.3	<a href="#">Certificate of Amendment to Certificate of Incorporation</a>	Company's Definitive Information Statement on Schedule 14C, filed July 23, 2009
3.4	<a href="#">Certificate of Amendment to Certificate of Incorporation</a>	Company's Current Report on Form 8-K, dated September 16, 2010
3.5	<a href="#">Certificate of Amendment to Certificate of Incorporation</a>	Company's Current Report on Form 8-K dated December 18, 2019
3.6	<a href="#">Certificate of Amendment to Certificate of Incorporation</a>	Company's Current Report on Form 8-K dated June 25, 2021
3.7	<a href="#">Bylaws</a>	Exhibits submitted with our registration statement on Form 10-SB filed January 17, 2003. (File No. 000-50155)
4.1	<a href="#">Description of Securities Registered Under Section 12 of the Exchange Act</a>	Company's Annual Report on Form 10-K for year December 31, 2019
5.1*	<a href="#">Opinion of Carter Ledyard &amp; Milburn LLP</a>	

10.1	<a href="#">Securities Purchase Agreement by and between the Registrant and Yongquan Bi, dated March 12, 2018</a>	Company's Annual Report on Form 10-K for year December 31, 2019
10.2	<a href="#">Executive Employment Agreement (Song Tiewei) dated October 1, 2019</a>	Company's Current Report on Form 8-K dated October 4, 2019
10.3	<a href="#">Form of Securities Purchase Agreement dated May 18, 2020</a>	Company's Current Report on Form 8-K dated May 18, 2020
10.4	<a href="#">Form of Secured Convertible Promissory Note dated May 2020</a>	Company's Current Report on Form 8-K dated May 18, 2020
10.5	<a href="#">Form of Warrant dated May 2020</a>	Company's Current Report on Form 8-K dated May 18, 2020
10.6	<a href="#">Form of Shareholder Pledge Agreement dated May 2020</a>	Company's Current Report on Form 8-K dated May 18, 2020
10.7	<a href="#">Form of Voting Agreement dated May 2020</a>	Company's Current Report on Form 8-K dated May 18, 2020
10.8	<a href="#">Form of Registration Rights Agreement dated May 2020</a>	Company's Current Report on Form 8-K dated May 18, 2020
10.9	<a href="#">Prepayment and Amendment Agreement dated November 20, 2020</a>	Company's Current Report on Form 8-K dated November 20, 2020
10.10	<a href="#">Form of Waiver Agreement dated November 23, 2020</a>	Company's Current Report on Form 8-K dated November 23, 2020
10.11	<a href="#">Stock Purchase Agreement dated December 7, 2020</a>	Company's Current Report on Form 8-K dated December 7, 2020
10.12	<a href="#">Stock Purchase Agreement dated December 11, 2020</a>	Company's Current Report on Form 8-K dated December 11, 2020
10.13	<a href="#">Stock Purchase Agreement dated December 14, 2020</a>	Company's Current Report on Form 8-K dated December 14, 2020
10.14	<a href="#">Form of Amendment dated February 24, 2021</a>	Company's Current Report on Form 8-K dated February 24, 2021
10.15	<a href="#">Amendment Agreement dated April 6, 2021</a>	Company's Current Report on Form 8-K dated April 12, 2021
10.16	<a href="#">Amendment Agreement dated April 6, 2021</a>	Company's Current Report on Form 8-K dated April 12, 2021
10.17	<a href="#">Stock Purchase Agreement dated April 9, 2021</a>	Company's Current Report on Form 8-K dated April 13, 2021
10.18	<a href="#">Amendment Agreement dated April 16, 2021</a>	Company's Current Report on Form 8-K dated April 22, 2021
14.1	<a href="#">Code of Ethics of the Registrant</a>	Company's Annual Report on Form 10-K, filed on March 30, 2018
21.1	<a href="#">Subsidiaries of the Registrant</a>	Company's Annual Report on Form 10-K, filed on March 31, 2021
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm, Audit Alliance LLC</a>	
23.2	<a href="#">Consent of Independent Registered Public Accounting Firm,</a>	

[HHC](#)

32.1\* [Consent of Carter Ledyard & Milburn LLP \(included in Exhibit 5.1\)](#)

99.1\* [Power of Attorney \(included on signature page\)](#)

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\*Previously filed.





**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of BIM I International Medical Inc., has signed this amended registration statement on July 7, 2021.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director