

KIWA BIO-TECH PRODUCTS GROUP CORP

Form 8-K

January 11, 2008

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**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**

January 10, 2008

Date of Report (Date of earliest event reported)

**KIWA BIO-TECH PRODUCTS GROUP CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-33167**

(Commission File Number)

**77-0632186**

(I.R.S. Employer Identification  
No.)

**415 West Foothill Blvd, Suite 206, Claremont, California 91711-2766**

(Address of principal executive offices)

**(909) 626-2358**

(Registrant's telephone number, including area code)

**N/A**

(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:

- ☐ 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))
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**Item 1.01 Entry into a Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

On January 10, 2008, the Company entered into an Advance Agreement (“the Agreement”) with Mr. Wei Li (“Mr. Li”), its Chairman of the Board. The Agreement clarified that during the 4<sup>th</sup> quarter of 2007, Mr. Li advanced US\$175,297.91 (“the Advance”) to the Company. The Advance bears interest at 6% per annum starting from the drawing date. Mr. Li agreed that Company could repay the Advance aperiodically when its cash flow circumstances permit. Pursuant to the Advance, Mr. Li was granted the right to purchase up to 876,490 shares of common stock at the price of US\$0.12 per share in the next 24 months. The issuance of the purchase rights to Mr. Li was exemption from registration under the Securities Act of 1933 pursuant to Section 4.2 of the Act.

**Exhibit**

**No. Title**

10.01 Advance  
Agreement

**SIGNATURE**

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

Date: January 10, 2008

By: /s/ Wei Li

Name: Wei Li

Title: Chairman of Board of Directors and Chief Executive Officer

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