

KIWA BIO-TECH PRODUCTS GROUP CORP

Form 8-K

December 04, 2015

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

Date of Report (Date of earliest event reported): November 30, 2015

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

(IRS Employer Identification No.)

310 N. Indian Hill Blvd., #702

Claremont, California

(Address of principal
executive offices)

91711

(Zip code)

(626) 715-5855

(Registrant's telephone
number, including area code)

None.
(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))

Item 1.01 Entry into a Material Definitive Agreement

On November 30, 2015, we entered into an acquisition agreement (the “Agreement”) with the shareholders of Carber Holdings LTD, whose Chinese name is Hong Kong Baina Group Co., Ltd, located in Hong Kong (“Baina Hong Kong”), and Oriental Baina Co. Ltd. (hereinafter referred to as “Baina Beijing”), Baina Hong Kong’s wholly-owned subsidiary in Beijing, China. The Agreement was signed by us and by Jiang Shan Strategic Investment Management Ltd a shareholder of Baina Hong Kong and representative of the other Baina Hong Kong shareholders (together, the “Baina Hong Kong Shareholders”). We entered into the Agreement to expand Kiwa’s bio-fertilizer production base, to build Kiwa’s standardized ecologically-safe agricultural industry chain in China and to utilize the special trade and tax preferential favorable policies such as “Closer Economic Partnership Arrangement” (CEPA) between China and Hong Kong. When this acquisition is completed, Kiwa will rename Baina Beijing to Kiwa Baiao Co. Ltd. Kiwa Baiao Co. Ltd will replace Kiwa’s current subsidiary in China - Kiwa Bio-Tech (Shandong) Co., Ltd (“Kiwa Shandong”) - to operate Kiwa’s bio-fertilizer market expansion and become Kiwa’s platform for future acquisitions of new agricultural-related projects in China. Due to changes in local regulations, Kiwa Shandong can no longer serve in this capacity. In accordance with the terms of the Agreement, Kiwa agreed to pay US\$30,000 to the Baina Hong Kong Shareholders for the acquisition of 100% of the equity of Baina Hong Kong.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

10.1 Acquisition agreement dated November 30, 2015 between the Registrant and Hong Kong Baina Group Co., Ltd.
99.1 Press Release dated November 30, 2015

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: November 30, 2015

KIWA BIO-TECH PRODUCTS GROUP CORPORATION

By: /s/ Jimmy Ji Zhou
Jimmy Ji Zhou
Chief Executive
Officer
