

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

GENERAL INFORMATION

The following table sets forth the key information about our Directors, supervisors and senior management members as of the date of this prospectus.

Directors

Name	Age	Position(s)	Date of Appointment	Date of joining our Group	Roles and responsibilities
<i>Executive Directors</i>					
Mr. Yu Huiyong (余惠勇).	54	Executive Director and chairman of the Board	July 2015	December 2001	Overseeing the implementation of resolutions of shareholders' meetings and formulating the overall strategies of our Group
Ms. Xu Yanlin (徐艷林).	53	Executive Director	May 2019 ⁽¹⁾	August 2002	Overseeing the overall business operation of our Group
Mr. Tian Xiqiu (田錫秋).	48	Executive Director and vice-chairman of the Board	July 2015 ⁽²⁾	December 2001	Assisting in formulating the overall development strategies of our Group
Mr. Jiao Yue (焦岳).	36	Executive Director	May 2019 ⁽¹⁾	July 2016	Overseeing the day-to-day business operation of our Group
Mr. Zhu Qidong (朱啟東).	47	Executive Director	May 2019 ⁽¹⁾	March 2002	Overseeing the procurement, wholesale and sales of our Group
<i>Non-executive Directors</i>					
Mr. Pan Pan (潘攀).	43	Non-executive Director	July 2015 ⁽³⁾	July 2015	Providing strategic advice and making recommendation on the operation and management of our Company
Mr. Hu Qihao (胡祺昊).	44	Non-executive Director	May 2019 ⁽⁴⁾	May 2019	Providing strategic advice and making recommendation on the operation and management of our Company

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Name	Age	Position(s)	Date of Appointment	Date of joining our Group	Roles and responsibilities
<i>Independent non-executive Directors</i>					
Dr. Jiang Yanbo (蔣岩波).	56	Independent non-executive Director	March 2020	March 2020	Providing independent advice on the operation and management of our Company
Mr. Ma Ruiguang (馬瑞光).	49	Independent non-executive Director	March 2020	March 2020	Providing independent advice on the operation and management of our Company
Dr. Wu Zhanchi (吳戰飭).	47	Independent non-executive Director	March 2020	March 2020	Providing independent advice on the operation and management of our Company
Mr. Cheung Yee Tak Jonathan (張以德).	34	Independent non-executive Director	January 2022	January 2022	Providing independent advice on the operation and management of our Company
Ms. Zhu Fang (朱舫).	66	Independent non-executive Director	December 2020	December 2020	Providing independent advice on the operation and management of our Company

Notes:

- (1) Each of Ms. Xu Yanlin, Mr. Jiao Yue and Mr. Zhu Qidong was appointed as a Director in May 2019 and was re-designated as an executive Director in March 2020.
- (2) Mr. Tian Xiqiu first joined our Company in December 2001 and served as a Director of our Company from December 2001 to July 2008. Mr. Tian Xiqiu re-joined us in July 2015 as a Director and was re-designated as an executive Director and vice-chairman of the Board in March 2020.
- (3) Mr. Pan Pan was appointed as a Director in July 2015 and was re-designated as a non-executive Director in March 2020.
- (4) Mr. Hu Qihao was appointed as a Director in May 2019 and was re-designated as a non-executive Director in March 2020.

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Supervisors

Name	Age	Position(s)	Date of Appointment	Date of joining our Group	Roles and responsibilities
Mr. Yang Xiaohu (楊曉虎).	44	Supervisor and chairman of the supervisory board	May 2019 ⁽¹⁾	April 2008	Supervising the performance of duties by the Directors and senior management of our Company
Mr. Zou Feng (鄒峰)	40	Supervisor	March 2020	May 2014	Supervising the performance of duties by the Directors and senior management of our Company
Mr. Su Yan (蘇彥)	40	Supervisor	February 2020	August 2006	Supervising the performance of duties by the Directors and senior management of our Company

Note:

(1) Mr. Yang Xiaohu was appointed as a Supervisor in May 2019 and re-designated as the chairman of the supervisory board in March 2020.

Senior Management

Name	Age	Position(s)	Date of Appointment	Date of joining our Group	Roles and responsibilities
Ms. Xu Yanlin (徐艷林).	53	General manager	August 2015	August 2002	Overseeing the overall business operation of our Group
Mr. Jiao Yue (焦岳)	36	Executive deputy general manager	March 2020	July 2016	Overseeing the day-to- day business operation of our Group
Mr. Zhu Qidong (朱啟東).	47	Deputy general manager	March 2020	March 2002	Overseeing the procurement, wholesale and sales of our Group
Mr. Gong Jianming (龔建明).	53	Deputy general manager	August 2021	June 2016	Overseeing the expansion of our franchise network and the operation of our franchisees

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Name	Age	Position(s)	Date of Appointment	Date of joining our Group	Roles and responsibilities
Mr. Xu Yongjian (徐永劍).	51	Deputy general manager	March 2020 ⁽¹⁾	July 2015	Overseeing the technology development of our Group
Mr. Lai Hin Yeung (賴顯陽).	37	Deputy general manager and finance director	March 2020 ⁽²⁾	January 2019	Overall financial management of our Group
Ms. Fu Xiaoyan (付小艷).	35	Deputy general manager, secretary of the Board and one of the joint company secretaries	March 2020 ⁽³⁾	July 2018	Executing resolutions of our Board

Notes:

- (1) Mr. Xu joined our Group as a vice president in July 2015 and was appointed as a deputy general manager of our Company in March 2020.
- (2) Mr. Lai joined our Company as a senior finance manager in January 2019 and was appointed as the finance director in March 2020 and as a deputy general manager in November 2020.
- (3) Ms. Fu joined our Company as a manager in July 2018, and was appointed as secretary of the Board in March 2020 and a joint company secretary in April 2020 and was further appointed as a deputy general manager in November 2020.

Save for that Mr. Yu is the spouse of Ms. Xu, and Ms. Xu is a sister of Mr. Xu Yongjian, none of our Directors, supervisors and senior management members has any relationship with any other Directors, supervisors or senior management members of our Company or any substantial Shareholders or Controlling Shareholders of our Company.

DIRECTORS

Our Board currently consists of 12 Directors, including five executive Directors, two non-executive Directors and five independent non-executive Directors. Our Board is responsible for and has the general power over the management and operations of our business, including determining our business strategies and investment plans, implementing resolutions passed at our Shareholders' general meetings, and exercising other powers, functions and duties conferred by the Articles of Association.

Pursuant to our Articles of Association, our Directors are elected and appointed by our Shareholders at a Shareholders' meeting for a term of three years which is renewable upon re-election and re-appointment. The functions and powers of our Board include, among other things, convening Shareholders' meetings, reporting on our Board's work at the Shareholders' meetings, implementing the resolutions passed at the Shareholders' meetings, determining business and investment plans, formulating our annual financial budgets and financial statements, formulating proposals for profit distributions and plans on making up losses, formulating proposals for the increase or reduction of registered capital and issue and listing of bonds or other securities of our Company, formulating proposals for material acquisitions,

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repurchase of our Company's Shares and merger, division, dissolving and change in corporate form of our Company, deciding on our Company's basic internal management structure, appointing or dismissing our Company's general managers, the secretaries of the Board, chief financial officers or other senior officers, determining their emoluments, rewards and penalties, and establishing the basic management system of our Company. In addition, our Board is responsible for exercising other powers, functions and duties in accordance with the Articles of Association, and all applicable laws and regulations, including the Listing Rules.

Executive Directors

Mr. Yu Huiyong (余惠勇), aged 54, has been an executive Director and the chairman of our Board since the establishment of our Company. He is also one of the founders of our Group. Mr. Yu has about 30 years of experience in the fresh food industry. With his extensive experience, he is principally responsible for overseeing the implementation of general meeting resolutions and formulating the overall strategies of our Group. In addition, Mr. Yu has also been the (executive) director of certain subsidiaries of our Group, namely Pagoda Seeds, Pagoda Brand, Shenzhen Huilin and Shenzhen Sangeling since July 2020, January 2019, September 2019 and February 2022, respectively. Further, Mr. Yu has also been the chairman of the board of certain subsidiaries of our Group, namely Youguolian and Younongdao since March 2017 and October 2018, respectively.

Mr. Yu had built up extensive experience in the agricultural industry prior to founding our Company. From December 1995 to August 2001, Mr. Yu was a manager at the distribution center of Shenzhen Aidi Green Food Center Co., Ltd.* (深圳市愛地綠色食品總匯有限公司), a company principally engaged in the retail of green food. From July 1991 to April 1994, he was a research fellow in Edible Fungi Institute of Jiangxi Academy of Agricultural Sciences (江西省農業科學院).

In 2016, Mr. Yu was recognized as China Agriculture Leader of the Year 2015 (2015中國年度農業領袖人物) by China Agriculturist Club (中國農業家俱樂部) and Brand Agriculture and Market Magazine (品牌農業與市場雜誌社), and China Fruit Person of the Year 2016 (2016年中國果業年度人物) by China Fruit Marketing Association (中國果品流通協會). In 2017, he was awarded China Chain Store Achievement Award (中國連鎖業成就獎) by China Chain Store & Franchise Association (中國連鎖經營協會) and Guangdong Franchise Leader of Ten Years (廣東特許經營十年領袖人物) by Guangdong Chain Operations Association (廣東省連鎖經營協會). In 2018, he was also conferred China Venture Capital Mangrove Award • Year Innovation Person (中國創投紅樹林獎•年度創新人物) by Chuang Tou Jue Channel (創投決頻道), New Economy (《新經濟》雜誌社), Zhong Guo Gao Xin Ke Ji (《中國高新科技》雜誌社), Shenzhen Economic Daily (深圳商報), Shenzhen News (深圳新聞網), and China Belt and Road Portal (中國網「一帶一路網」). In 2019, Mr. Yu was granted Outstanding Person for Reform and Opening-up of Forty Years in Fruit Industry (改革開放四十年果品行業傑出人物) by China Fruit Marketing Association and Shenzhen Commerce of Forty Year with Meritorious Services (深圳商業四十年十大功勳人物) by Shenzhen Retail Business Association (深圳市零售商業行業協會), Shenzhen Chain Store & Franchise Association (深圳市連鎖經營協會) and Shenzhen Smart Retail Association (深圳市智慧零售協會).

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Mr. Yu received his graduation certificate in horticulture from Jiangxi Agricultural University (江西農業大學), the PRC, in July 1991.

Ms. Xu Yanlin (徐艷林), aged 53, is an executive Director and general manager of our Company. Ms. Xu is principally responsible for overseeing the overall business operation of our Group. Ms. Xu joined our Company in August 2002 as a clerk of the administration department and was promoted to be the general manager of our Company in February 2006.

In addition, Ms. Xu has also been a member of the 6th Chinese People's Political Consultative Conference National Committee of Yantian District, Shenzhen (深圳市鹽田區第6屆政協委員) since October 2021. Since May 2017, Ms. Xu has also been an executive director of Shenzhen Guodao Yunxin Education Consulting Co., Ltd. (深圳果道耘心教育諮詢有限公司), a company principally engaged in the provision of education management consulting services and meeting services, where she is responsible for giving strategic advice, further details of which are set out in the section headed "Relationship with Our Controlling Shareholders."

From June 1989 to September 1997, Ms. Xu worked as an English teacher in Xiangtun School, Dexing City, Shangrao District, Jiangxi Province (江西省上饒地區德興市香屯學校), a public junior high school in China.

Ms. Xu has been granted a number of awards, including the Personal Contribution for Industry Development Award of Year 2015 to 2016 (2015-2016年度支持行業發展個人貢獻獎) and the Extraordinary Contribution Award (2017) (特別貢獻人物獎) by Shenzhen Retail Association and Shenzhen Chain Store & Franchise Association; the Most Influential Female Entrepreneurs Kapok Outstanding Awards in Shenzhen (2018) (首屆深圳最具影響力女企業家深商木棉獎卓越獎) by Shenzhen General Chamber of Commerce (深圳市商業聯合會); the Top 10 China Teaching Entrepreneur (2019) (中國十大教導型企業家) by Chinese Entrepreneur Association Teachings (中國教導型企業家聯合會); Shenzhen Women Entrepreneur Outstanding Awards of Thirty Years (1989-2019) (深圳市女企業家協會三十周年(1989-2019)慶典大會傑出成就獎) by Shenzhen Association of Women Entrepreneurs (深圳市女企業家協會); China Franchise Outstanding Female Golden Peony Award (2019) (中國連鎖業傑出女性金牡丹獎) by China Chain Store & Franchise Association; Industry Achievement Award of Year 2019 (2019產業領袖) by Hurun Report (胡潤百富); and one of the 30 Most Powerful Women of Year 2020 in China (2020年度中國30位最具影響力商界女性) by China Entrepreneur (《中國企業家》).

Ms. Xu received graduate diploma in English from Shangrao Normal University (上饒師範專科學校), the PRC, in July 1989.

Mr. Tian Xiqu (田錫秋), aged 48, is an executive Director and vice-chairman of our Board. Mr. Tian is principally responsible for assisting in formulating the overall development strategies of our Group. Mr. Tian served as a Director of our Company from December 2001 to July 2008 and re-joined us in August 2015 as a Director. He was re-designated as an executive Director and vice-chairman in March 2020. In addition, since July 2015, Mr. Tian is also the chairman of Jiangxi Wangpin, a subsidiary of our Company, where he is responsible for executing resolutions of general meetings and the board.

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In addition to directorship held within our Group, since June 2012, Mr. Tian has been a director of Wangpin Pagoda Industrial Development (Shenzhen) Co., Ltd.* (王品果業實業發展(深圳)有限公司), further details of which are set out in the section headed “Relationship with Our Controlling Shareholders.” Prior to re-joining our Group, Mr. Tian operated his own fruits business from July 2008 to August 2015.

Mr. Tian has also been a representative of the 6th People’s Congress of Yantian District, Shenzhen (深圳市鹽田區第6屆人民代表大會代表) since September 2021.

Mr. Tian Xiqiu attended courses in business administration at Peking University (北京大學), the PRC, from November 2011 to September 2014.

Mr. Jiao Yue (焦岳), aged 36, is an executive Director and executive deputy general manager of our Company. Mr. Jiao is principally responsible for overseeing the day-to-day business operation of our Group. In addition, since April 2019, Mr. Jiao has been the general manager of Pagoda Xinxiang, where he is responsible for overseeing the overall business operation.

Mr. Jiao also held management positions. From May 2015 to September 2016, Mr. Jiao was the chief executive officer of Juxian (Beijing) Technology Co., Ltd.* (聚鮮(北京)科技有限公司), where he was responsible for overseeing the overall business operation. From April 2011 to May 2015, he was the vice president of Youmeng Tongxin (Beijing) Technology Co., Ltd.* (友盟同欣(北京)科技有限公司), a company principally engaged in the development and promotion of computer software and hardware.

Mr. Jiao received a bachelor’s degree in civil engineering from South China University of Technology (華南理工大學), the PRC, in July 2008.

Mr. Zhu Qidong (朱啟東), aged 47, is an executive Director and deputy general manager of our Company. Mr. Zhu is principally responsible for overseeing the procurement, wholesale and sales of our Group. In addition, Mr. Zhu has also been an executive director of certain subsidiaries of our Company, namely Pagoda Investment, Pagoda Supply Chain, Shenzhen Yimiaotong, Shenzhen Yitong, Yuanmou Yuanshengyuan, Hainan Supply Chain, Pagoda Ecological Investment and Baixin Investment since August 2019, December 2018, December 2018, March 2019, May 2020, September 2020, October 2020 and September 2021, respectively. In addition, Mr. Zhu has also been the director of Pagoda Fruit Products and Younongdao since December 2020 and July 2021, respectively. Further, Mr. Zhu has also been the chairman of the board of Pagoda Seeds and Jinnong Supply Chain since July 2020 and May 2021, respectively.

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In addition to directorship held in our Company, since October 2019, Mr. Zhu has been a director of Hainan Shengjie Agricultural Development Co., Ltd.* (海南勝傑農業發展有限公司) (“**Hainan Shengjie**”), a company principally engaged in the production, sales and transportation of agricultural products. Since March 2017, Mr. Zhu has been serving as a director of Shanghai Niuguo Agricultural Technology Co., Ltd.* (上海牛果農業科技有限公司) (“**Shanghai Niuguo**”), a company principally engaged in the provision of agriculture food and relevant technology services.

Prior to joining our Group and from September 1999 to November 2001, Mr. Zhu worked as a business manager of Chengdu Tianyi Exhibition Service Co., Ltd.* (成都市天一展覽服務有限公司), where he was responsible for organizing exhibitions and maintaining client relationships.

Mr. Zhu Qidong attended courses in business administration at Peking University (北京大學), the PRC, from April 2016 to July 2018.

Competing interests of Mr. Zhu Qidong

Hainan Shengjie is a PRC-based limited liability company with a focus on the growing business of melons and as of the Latest Practicable Date, was owned as to 30% by our Company, 63% by Mr. Zhang Kuijie (張葵傑) and 7% by two other individuals, who are all independent third parties. Shanghai Niuguo is a PRC-based limited liability company focusing on the avocado ripening and sales and as of the Latest Practicable Date, was owned as to 33.33% by our Company and 33.33% by each of Shanghai Jiyou Agricultural Products Co., Ltd.* (上海集友農產品有限公司) (an agricultural product retailer) and Mission Produce Asia Limited (a high-quality supplier of avocados), who are all independent third parties.

Mr. Zhu is a director nominated by us to sit on the board of Hainan Shengjie and Shanghai Niuguo and his involvement in the management and operation of Hainan Shengjie and Shanghai Niuguo is minimal and is solely limited to advising on the overall business operation and development of Hainan Shengjie and Shanghai Niuguo. Hainan Shengjie is ultimately controlled and managed by Mr. Zhang Kuijie, the single largest shareholder and chairman of the board of Hainan Shengjie. Shanghai Niuguo is managed by Mr. John Jiang Tao Wang, chairman of the board of Shanghai Niuguo. Mr. Zhu is and will continue to be primarily involved in the day-to-day procurement, wholesale and sales-related matters of our Group.

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Non-executive Directors

Mr. Pan Pan (潘攀), aged 43, is a non-executive Director. He is principally responsible for giving strategic advice and making recommendations on the operation and management of our Group.

In addition, Mr. Pan is also the managing partner of Tiantu Center. Since June 2021, Mr. Pan has been a non-executive director of Nayuki Holdings Limited (奈雪的茶控股有限公司), a well-known teahouse company listed on the Stock Exchange (stock code: 2150). Since June 2016, Mr. Pan has been serving as a non-executive director of Zhou Hei Ya International Holdings Company Limited (周黑鴨國際控股有限公司), a braised food company listed on the Stock Exchange (stock code: 1458). In addition, Mr. Pan has served as the director of Hunan Chayue Cultural Industry Development Group Co., Ltd. (湖南茶悅文化產業發展集團有限公司) (formerly known as Hunan Chayue Catering Management Co., Ltd. (湖南茶悅餐飲管理有限公司)) since February 2019. Moreover, from October 2013 to June 2021, Mr. Pan served as a director of Tvzone Media Co., Ltd. (中廣天擇傳媒股份有限公司), a media company listed on the Shanghai Stock Exchange (上海證券交易所) (stock code: 603721). As director of the above-mentioned companies, Mr. Pan represents investment entities directly or indirectly controlled by Tiantu Capital, which is entitled to appoint a board director due to its investment in such companies.

Mr. Pan obtained a bachelor's degree in finance and a master's degree in finance from Hunan University (湖南大學), the PRC, in June 2002 and December 2004, respectively.

Mr. Hu Qihao (胡祺昊), aged 44, is a non-executive Director of our Group nominated by Bole No. 1 and Baima No. 4. He is principally responsible for giving strategic advice and making recommendations on operation and management of our Group.

Mr. Hu is currently holding directorship in various companies. Since September 2010, Mr. Hu has been an executive director and general manager of Changsha Youhuo Shengya Education Consulting Co., Ltd.* (長沙優活生涯教育諮詢有限公司), an education consulting company. Since October 2014, he has been a managing director of CICC Qianhai Development (Shenzhen) Fund Management Co., Ltd.* (中金前海(深圳)私募股權基金管理有限公司) (formerly known as CICC Qianhai Development (Shenzhen) Fund Management Co., Ltd. (中金前海發展(深圳)基金管理有限公司)).

Mr. Hu worked as a supervisor or director in various entities. From March 2021 to July 2021, Mr. Hu served as a supervisor in Gangxiaoxian Catering Management (Nanjing) Co., Ltd. (港小仙餐飲管理(南京)有限責任公司) (“**Gangxiaoxian**”), a company principally engaged in the provision of catering services. From January 2017 to April 2020, he served as a director of Shenzhen Beethoven Network Technology Co., Ltd.* (深圳貝多芬網絡科技有限公司), a company principally engaged in e-commerce business. From April 2016 to April 2020, Mr. Hu served as a director of China Haihuiyin (Shenzhen) Fund Management Co., Ltd. (中海匯銀(深圳)基金管理有限公司) (“**Haihuiyin**”), an equity investment institution. From July 2008 to June 2016, Mr. Hu worked as a supervisor in Changsha Zhibang Culture Communications Co.,

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Ltd. (長沙智邦文化傳播有限公司) (“**Zhibang Culture**”), a company principally engaged in the provision of advertising consulting services. As a supervisor, Mr. Hu was principally responsible for supervising the performance of duties of senior management, and as a director, he was principally responsible for overseeing the management and operation.

Due to cessation of business operations, Zhibang Culture, Haihuiyin and Gangxiaoxian were revoked or deregistered on June 30, 2016, April 16, 2020 and July 12, 2021, respectively. Mr. Hu confirmed that (i) to the best of his knowledge, information and belief, Zhibang Culture, Haihuiyin and Gangxiaoxian were solvent immediately prior to their revocation or deregistration; (ii) there is no wrongful act on his part leading to the revocation or deregistration of Zhibang Culture, Haihuiyin or Gangxiaoxian; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the revocation or deregistration of Zhibang Culture, Haihuiyin and Gangxiaoxian; and (iv) no misconduct or misfeasance had been involved on his part in the revocation or deregistration of Zhibang Culture, Haihuiyin and Gangxiaoxian.

Mr. Hu received his bachelor’s degree and master’s degree in electrical machinery from Tsinghua University (清華大學), the PRC, in July 2000 and July 2003, respectively. Mr. Hu was recognized as Emerging Venture Investor (新銳創業投資人) by Securities Times (證券時報社) in April 2017.

Independent Non-executive Directors

Dr. Jiang Yanbo (蔣岩波), aged 56, is an independent non-executive Director. He is principally responsible for providing independent advice on the operation and management of our Company.

In addition to directorship held in our Company, since November 2021, Dr. Jiang has been a non-executive director of Mubang High-tech Co., Ltd. (江西沐邦高科股份有限公司) (formerly known as Guangdong Bangbao Yizhi Toys Co., Ltd. (廣東邦寶益智玩具股份有限公司)), a company principally engaged in the manufacture and sale of educational building block toys and is listed on the Shanghai Stock Exchange (stock code: 603398). Since September 2021, Dr. Jiang has been an independent non-executive director of Shenzhen Minkave Technology Co., Ltd. (深圳市名家匯科技股份有限公司), a company principally engaged in the operation of lighting engineering business and is listed on the Shenzhen Stock Exchange (stock code: 300506). Since September 2020, Dr. Jiang has been an independent non-executive director of BYD Company Limited (比亞迪股份有限公司), a company principally engages in the research, development, manufacture and sale of rechargeable batteries and photo voltaic business and is listed on the Shenzhen Stock Exchange (stock code: 002594) as well as the Stock Exchange (stock code: 1211). Since April 2017, Dr. Jiang has been an independent non-executive director of Guangdong Dowstone Technology Co., Ltd. (廣東道氏技術股份有限公司), a technology company listed on the Shenzhen Stock Exchange (深圳證券交易所) (stock code: 300409). As an independent non-executive director or non-executive director, Dr. Jiang is principally responsible for providing independent judgment and advice in relation to the overall management of these companies.

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In addition, from August 2016 to February 2019, Dr. Jiang served as an independent non-executive director of Kangda New Materials (Group) Co., Ltd. (康達新材料(集團)股份有限公司) (formerly known as Shanghai Kangda New Materials Group Co., Ltd (上海康達化工新材料股份有限公司)), a new materials manufacturing company listed on the Shenzhen Stock Exchange (stock code: 002669). Since July 1989, Dr. Jiang has been serving various positions in Jiangxi University of Finance and Economics (江西財經大學) (formerly known as Jiangxi College of Finance and Economics (江西財經學院)), the PRC, and his latest position is professor and lecturer of the law school, where he is primarily responsible for teaching and mentoring master and PHD students of law school and researching on the economic laws.

Dr. Jiang received a bachelor's degree in economics from Jiangxi University of Finance and Economics, the PRC, in July 1987 and another bachelor's degree in law from China University of Political Science and Law (中國政法大學), the PRC, in June 1989. In addition, Dr. Jiang also received a doctor's degree in economics from Jiangxi University of Finance and Economics, the PRC, in January 2008.

Mr. Ma Ruiguang (馬瑞光), aged 49, is an independent non-executive Director. He is responsible for providing independent advice on the operation and management of our Company.

In addition to directorship held in our Company, since April 2019, Mr. Ma has been serving as the chairman of Shenzhen Yima Brand Chain Education Group Limited (深圳市逸馬品牌連鎖教育集團有限公司), a business management consulting and marketing planning provider. Since September 2009, Mr. Ma has been serving as the chairman of Shenzhen Yima Technology Co., Ltd. (深圳市逸馬科技有限公司), a chain service platform in China that offers research, training, consulting, investment and education services. Since July 2004, Mr. Ma has been serving as the chairman of Shenzhen Yima Management Consulting Co., Ltd. (深圳市逸馬管理顧問有限公司) (a business management consulting firm). As the chairman, Mr. Ma is principally responsible for overseeing the overall operation of these companies.

Mr. Ma worked as a supervisor in various entities. From January 2013 to February 2021, Mr. Ma served as a supervisor of the Shanghai Yima Enterprise Management Consulting Co., Ltd. (上海怡馬企業管理諮詢有限公司) (“**Shanghai Yima Enterprise**”), a company principally engaged in the provision of business management consulting services. From November 2014 to November 2020, Mr. Ma served as a supervisor of the Shenzhen Yima Huishang Investment Development Co., Ltd. (深圳市逸馬慧商投資發展有限公司) (“**Yima Huishang**”), a company principally engaged in the provision of investment management consulting services. From November 2005 to January 2009, Mr. Ma served as a supervisor of the Fujian Yima Enterprise Management Consulting Co., Ltd (福建省逸馬企業管理顧問有限公司) (“**Fujian Yima Enterprise**”), a company principally engaged in the provision of business management consulting services. As a supervisor, Mr. Ma was principally responsible for supervising the performance of duties of senior management of those companies.

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Mr. Ma also had various senior management positions in various entities. From December 2014 to May 2021, Mr. Ma served as a chairman of Shenzhen Yima Digital Technology Co., Ltd (深圳市逸馬數字化科技有限公司) (“**Yima Technology**”), a company principally engaged in the provision of internet technology consulting services. From January 2015 to December 2019, Mr. Ma served as a director and general management of Shenzhen SiGe Education Co., Ltd (深圳市思格教育有限公司) (“**SiGe Education**”), a company principally engaged in the development and sales of educational software and equipment. From April 2015 to May 2019, Mr. Ma served as a chairman of Shenzhen Yima Menghui Management Consulting Co., Ltd. (深圳市逸馬區盟會管理諮詢有限公司) (“**Yima Menghui**”), a company principally engaged in the provision of marketing and management consulting services. From September 2013 to May 2019, Mr. Ma served as a director of Yima Pu-Fonda Investment Management (Shenzhen) Co., Ltd. (逸馬普方達投資管理(深圳)有限公司) (“**Yima Pu-Fonda**”), a company principally engaged in the provision of investment management consulting services. From April 2018 to April 2019, Mr. Ma served as a general partner of Shenzhen Wenchuang Management Consulting Partnership (Limited Partnership) (深圳穩創管理諮詢合夥企業(有限合夥)) (“**Wenchuang Management**”), a company principally engaged in the provision of business and management consulting services. As a senior management member of those companies, Mr. Ma was principally responsible for overseeing the management and business operation.

Due to cessation of business operations, Shanghai Yima Enterprise, Yima Huishang, Fujian Yima Enterprise, Yima Technology, SiGe Education, Yima Menghui, Yima Pu-Fonda and Wenchuang Management were revoked or deregistered on February 7, 2021, November 12, 2020, January 15, 2009, May 19, 2021, November 25, 2019, May 31, 2019, May 31, 2019, and April 22, 2019, respectively. Mr. Ma confirmed that (i) to the best of his knowledge, information and belief, Shanghai Yima Enterprise, Yima Huishang, Fujian Yima Enterprise, Yima Technology, SiGe Education, Yima Menghui, Yima Pu-Fonda and Wenchuang Management were solvent immediately prior to their respective revocation or deregistration; (ii) there is no wrongful act on his part leading to their respective revocation or deregistration; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of their revocation or deregistration; and (iv) no misconduct or misfeasance had been involved on his part in the revocation or deregistration of Shanghai Yima Enterprise, Yima Huishang, Fujian Yima Enterprise, Yima Technology, SiGe Education, Yima Menghui, Yima Pu-Fonda and Wenchuang Management.

Mr. Ma received an undergraduate diploma in economics from Inner Mongolia Agricultural University (內蒙古農業大學) (formerly known as Inner Mongolia College of Agriculture and Animal Husbandry (內蒙古農牧學院)), the PRC, in July 1996 and a master’s degree in business administration from China Europe International Business School (中歐國際工商學院), the PRC, in August 2014.

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Dr. Wu Zhanchi (吳戰箴), aged 47, is an independent non-executive Director. He is responsible for providing independent advice on the operation and management of our Company.

Since September 2022, Dr. Wu has been serving as an independent non-executive director of Guangdong Electric Power Development Co., Ltd. (廣東電力發展股份有限公司), a company principally engaged in the investment, construction, and operation management and sale of electric power and which is listed on the Shenzhen Stock Exchange (stock codes: 000539 and 200539).

Since May 2021, Dr. Wu has been serving as an independent non-executive director of Guangzhou Jointas Chemical Co., Ltd. (廣州集泰化工股份有限公司), a company principally engaged in the research, development, production, and sale of sealants and coatings and which is listed on the Shenzhen Stock Exchange (stock code: 002909). Since September 2016, Dr. Wu has been an independent non-executive director of Cosonic Intelligent Technologies Co., Ltd. (佳禾智能科技股份有限公司), an electroacoustic products manufacturing company listed on the Shenzhen Stock Exchange (stock code: 300793). As an independent non-executive director, he is responsible for providing independent judgment and advice in relation to the general management of these companies. Since July 2006, Dr. Wu has been a professor of Jinan University (暨南大學).

In addition, from May 2017 to May 2018, Dr. Wu was an independent non-executive director of Atmvi Professional Co., Ltd. (北京維珍創意科技股份有限公司), a design company listed on the National Equities Exchange and Quotations (全國中小企業股份轉讓系統) (“NEEQ”) (stock code: 430305). From January 2014 to November 2018, Guangdong Ake Technology Co., Ltd. (廣東艾科技術股份有限公司), an equipment manufacturing company listed on the NEEQ (stock code: 871148).

Dr. Wu received a master’s degree in accounting from Hunan University (湖南大學), the PRC, in June 2003 and obtained a doctor’s degree in accounting from Southwestern University of Finance and Economics (西南財經大學), the PRC, in June 2006. Dr. Wu obtained the Chinese Certified Public Accountant qualification in May 2000.

Mr. Cheung Yee Tak Jonathan (張以德), aged 34, is an independent non-executive Director. He is primarily responsible for providing independent advice on the operation and management of our Company.

Mr. Cheung has over ten years of experience in the finance industry. Since March 2021, Mr. Cheung has been an assistant vice president at DBS Asia Capital Limited (星展亞洲融資有限公司), a subsidiary of DBS Group Holdings Ltd (a company listed on the Singapore Exchange (stock code: D05.SI)), where he is primarily responsible for the provision of corporate finance services. Mr. Cheung is also a representative of DBS Asia Capital Limited for its Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO. Since October 2019, Mr. Cheung has been an independent non-executive director of Keen Ocean International Holding Limited (僑

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洋國際控股有限公司), a company principally engaged in the production and sale of certain electronic products and components, which is listed on the GEM Board of the Stock Exchange (stock code: 8070), where he primarily advises on its corporate governance. From July 2019 to August 2020, Mr. Cheung was an associate director of the corporate finance department of Sinolink Securities (Hong Kong) Company Limited (國金證券(香港)有限公司), a company principally engaged in the provision of financial services, and a subsidiary of Sinolink Securities Co., Ltd. (國金證券股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600109)), where he was primarily responsible for the provision of corporate finance services. From February 2016 to July 2019, Mr. Cheung worked at Kingsway Capital Limited (滙富融資有限公司), a company principally engaged in the provision of financial services, and a subsidiary of Sunwah Kingsway Capital Holdings Limited (新華滙富金融控股有限公司) (a company listed on the Main Board of the Stock Exchange (stock code: 188)), where he was primarily responsible for the provision of corporate finance services. His last position was a senior manager. From September 2011 to July 2015, Mr. Cheung worked at PricewaterhouseCoopers (羅兵咸永道會計師事務所), where he primarily provided audit services to external clients. His last position was a senior associate.

In June 2011, Mr. Cheung received his bachelor's degree in commerce from the University of Toronto, Canada. Since January 2015, Mr. Cheung has been a fellow member of the Hong Kong Institute of Certified Public Accountants.

Ms. Zhu Fang (朱舫), aged 66, is an independent non-executive Director. She is primarily responsible for providing independent advice on the operation and management of our Company.

Ms. Zhu has rich experience in the media industry. She has been the chief advisor and vice-chairman of the supervisory committee of China Chain Store & Franchise Association, an organization serving its members of the franchising industries, where she advises on development of the franchising industries since March 2011 and November 2017, respectively. From January 1985 to February 2011, she worked at China Business Herald (中國商報社), a news press, where she was primarily responsible for news reports. Her last position was a deputy editor-in-chief. From August 1982 to December 1984, Ms. Zhu worked at Institute of Economic Research of Commerce Unit (商業部經濟研究所) (formerly known as Chinese Academy of International Trade and Economic Cooperation (商務部國際貿易經濟合作研究院)), where she researched economy.

Ms. Zhu was accredited by the PRC National Press and Publication Administration (中國國家新聞出版署) as an Editor-in-Chief (主任編輯) and an Executive Editor (高級編輯) in 1993 and 2000, respectively. In November 2007, she was awarded the Distinguished Achievement in the Franchising Industry (中國連鎖業突出成就獎) by China Chain Store & Franchise Association.

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Ms. Zhu received her bachelor's degree in journalism from Renmin University (人民大學), PRC, in July 1982.

Except as disclosed in this section and the section headed "Relationship with our Controlling Shareholders" in this prospectus, none of our Directors has any interests in any business which competes or is likely to compete, either directly or indirectly, with our Company.

SUPERVISORS

The PRC Company Law requires a joint-stock limited company to establish a board of supervisors. Our supervisory board currently consists of three supervisors, one of whom is the chairman of our supervisory board. Pursuant to our Articles of Association, at least one-third of our supervisors must be employee representatives elected by our employees. We have one employee representative supervisor elected by our employees and two shareholder representative supervisors elected and appointed by our Shareholders at the Shareholders' meeting. Each of the supervisors is appointed for a term of three years which is renewable upon re-election and re-appointment.

Pursuant to the Articles of Association, the functions and powers of the board of supervisors include, among other things, reviewing the financial management of our Company, supervising the performance of our Directors and senior management members, and monitoring as to whether they comply with the law, administrative stipulations and Articles of Association when performing their duties, requesting Directors and senior management members to rectify actions detrimental to our Company's interests. In addition, our board of supervisors is responsible for exercising other powers, functions and duties in accordance with the Articles of Association, and all applicable laws and regulations.

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Mr. Yang Xiaohu (楊曉虎), aged 44, is a Supervisor and the chairman of the supervisory board of our Company. Mr. Yang is responsible for supervising the performance of duties by the Directors and senior management of our Company. In addition to supervisorship held with our Company, Mr. Yang also holds various positions at our Company and his last and current position is the director of the audit and supervision department of our Company. Further, Mr. Yang also served as a supervisor of Pagoda (Shanghai) Information Technology Co., Ltd. (百果園(上海)信息科技有限公司) (“**Pagoda Information**”) from January 2020 to February 2022 and has also been serving as a supervisor of various subsidiaries of our Group¹.

Mr. Yang joined our Group in April 2008 and except the supervisorship held with our Group, Mr. Yang also held management positions in various entities. From August 2016 to November 2018, Mr. Yang served as a director and general manager of Shenzhen Baiguoyuan Management Consulting Service Co., Ltd. (深圳百果園管理諮詢服務有限公司) (“**Baiguoyuan Management**”), a company principally engaged in the management consulting services. From September 2015 to May 2017, Mr. Yang served as director of Jinhua Dongfangmu Fruit Industry Co., Ltd. (金華市東方木果業有限公司) (“**Dongfangmu Fruit**”), a company principally engaged in the retail of fruit and vegetables. From March 2001 to April 2008, Mr. Yang served as a manager of the fresh procurement department of Shenzhen Renrenle Commerce Co., Ltd. (深圳市人人樂商業有限公司), a company principally engaged in the operation of hypermarkets, boutique supermarkets and online shopping markets in China, and a wholly-owned subsidiary of Renrenle Commercial Group Co., Ltd. (人人樂連鎖商業集團股份有限公司) which is listed on the Shenzhen Stock Exchange (stock code: 002336).

Due to cessation of business operations, Baiguoyuan Management, Dongfangmu Fruit and Pagoda Information were deregistered on November 19, 2018, May 11, 2017 and February 25, 2022, respectively. Mr. Yang confirmed that (i) to the best of his knowledge, information and belief, Baiguoyuan Management, Dongfangmu Fruit and Pagoda Information were solvent immediately prior to their respective deregistration; (ii) there is no wrongful act on his part leading to the deregistration of Baiguoyuan Management, Dongfangmu Fruit and Pagoda Information; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the deregistration of Baiguoyuan Management, Dongfangmu Fruit and Pagoda Information; and (iv) no misconduct or misfeasance had been involved on his part in the deregistration of Baiguoyuan Management, Dongfangmu Fruit and Pagoda Information.

¹ Haiyang Jinchengtai (since March 2019), Shenzhen Yitong (since March 2019), Pagoda Xinxiang (since April 2019), Pagoda Airport (since July 2019), Pagoda Changfeng (since July 2019), Pagoda Investment (since August 2019), Pagoda Wangxi (since October 2019), Pagoda Shulian (since November 2019), Pagoda Commerce (since December 2019), Shenzhen Youxian (since January 2020), Pagoda Supply Chain (since December 2019), Shanghai Pagoda (since March 2020), Baiguo Digital Industrial (since March 2020), Ruian Gangnan (since April 2020), Yuanmou Yuanshengyuan (since May 2020), Pagoda Bajie (since July 2020), Pagoda Seeds (since July 2020), Changzhou Baqianli (since September 2020), Hainan Supply Chain (since September 2020), Changzhou Tianjing (since September 2020) Pagoda Ecological Investment (since October 2020), Baihui Life (since November 2020), Pagoda Fruit Products (since December 2020), Hangzhou Rongxi (since March 2021), Wenzhou Jiawang (since April 2021), Jinnong Supply Chain (since May 2021), Shanghai Biotechnology (since June 2021), Xi’An Yuxing (since July 2021), Xi’An Pagoda (since July 2021), Baixin Investment (since September 2021), Pagoda Home (since November 2021), Shenzhen Sangeling (since February 2022) and Hangzhou Wanggu (since May 2022).

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Mr. Yang received an associate degree in international finance from Hubei University of Economics (湖北經濟學院) (formerly known as Wuhan Financial Academy (武漢金融高等專科學校)), the PRC, in June 2000.

Mr. Zou Feng (鄒峰), aged 40, is a Supervisor. He is responsible for supervising the performance of duties by the Directors and senior management of our Company. He has also been serving as an executive director of Pagoda Preliminary Processing and Shanghai Pagoda since July 2018 and March 2020, respectively, where he is responsible for overseeing the logistics and distribution of fruits.

In addition, from March 2012 to December 2020, Mr. Zhou served as a director and general manager of Weihai Aorun Trading Co., Ltd. (威海奧潤貿易有限公司) (“**Aorun Trading**”), a company principally engaged in clothing trading, where he was principally responsible for overseeing the management and operation. From March 2002 to May 2009, Mr. Zou worked at fresh products processing and distribution center owned by Jiajiayue Group Co., Ltd. (家家悅集團有限公司) (formerly known as Shandong Jiajiayue Group Co., Ltd.* (山東家家悅集團有限公司)), a supermarket operating company listed on the Shanghai Stock Exchange (stock code: 603708).

Due to cessation of business operations, Aorun Trading was deregistered on December 1, 2020. Mr. Zou confirmed that (i) to the best of his knowledge, information and belief, Aorun Trading was solvent immediately prior to their deregistration; (ii) there is no wrongful act on his part leading to the deregistration of Aorun Trading; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the deregistration of Aorun Trading; and (iv) no misconduct or misfeasance had been involved on his part in the deregistration of Aorun Trading.

Mr. Zou received a diploma of secondary vocational school in traffic management from Weihai Traffic School (威海市交通學校), the PRC, in July 2003. He was recognized as the Expertise of China Association of Warehousing and Distribution (中國倉儲與配送協會專家) by China Association of Warehousing and Distribution (中國倉儲與配送協會) in August 2017.

Mr. Su Yan (蘇彥), aged 40, is a Supervisor. He is responsible for supervising the performance of duties by the Directors and senior management of our Company. Mr. Su joined our Company in August 2006 and held various positions such as procurer, marketing manager, e-commerce manager and online operation center director. He is currently also the director of the operation center of our Group. Mr. Su has also been serving as a supervisor of Baiguo Technology and a director of Pagoda Home since December 2015 and November 2021, respectively.

Mr. Su received his bachelor’s degree in English from Huizhou University (惠州學院), the PRC, in June 2005.

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SENIOR MANAGEMENT

Our senior management is responsible for our day-to-day management and business operation. For biographical details of Ms. Xu Yanlin, Mr. Jiao Yue and Mr. Zhu Qidong, see “— Directors — Executive Directors” in this section. A description of the business experience of each other senior management member is set out below.

Mr. Gong Jianming (龔建明), aged 53, is a deputy general manager of our Company. He is primarily responsible for overseeing the expansion of our franchise network and the operation of our franchisees.

In addition, since August 2022, Mr. Gong has been serving as executive director and general manager of Pagoda Commerce, one of our wholly-owned subsidiary. From September 2015 to October 2017, Mr. Gong served as a director and general manager of Nanjing Xianshidai Agricultural Development Co., Ltd. (南京鮮時代農業發展有限公司) (“**Xianshidai Agricultural**”), a company principally engaged in the sales and franchise business of fresh food, where he was primarily responsible for overseeing the business management and operation. From October 1999 to July 2015, he was the general managers of several supermarkets managed by Shanghai Darunfa Company Limited (上海大潤發有限公司), a supermarket chain, where he was mainly responsible for the overall management of the supermarkets. From August 1992 to October 1999, Mr. Gong was an engineer of Nanjing Jingyi Forge Company Limited* (南京精益鑄造有限公司), a manufacturer of hydraulic products.

Due to cessation of business operations, Xianshidai Agricultural was deregistered on October 19, 2017. Mr. Gong confirmed that (i) to the best of his knowledge, information and belief, Xianshidai Agricultural was solvent immediately prior to its deregistration; (ii) there is no wrongful act on his part leading to the deregistration of Xianshidai Agricultural; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the deregistration of Xianshidai Agricultural; and (iv) no misconduct or misfeasance had been involved on his part in the deregistration of Xianshidai Agricultural.

Mr. Gong received his bachelor’s degree in mechanical engineering from Huazhong University of Science and Technology (華中理工大學), PRC, in July 1992.

Mr. Xu Yongjian (徐永劍), aged 51, is the deputy general manager of our Company. Mr. Xu is principally responsible for overseeing the technology development of our Group. In addition, Mr. Xu has also been an executive director of certain subsidiaries of our Company, namely, Beijing Aoxiang, Baiguo Technology, Pagoda Shulian, Baiguo Digital Industrial and Baihui Life, since November 2015, December 2015, November 2019, March 2020 and November 2020, respectively, where he is principally responsible for formulating the overall business development strategy and supervising their business operation. Since January 2020, Mr. Xu has also been the chairman of the board of Shenzhen Youxian, where he is responsible for overseeing the overall business operation.

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From May 2015 to April 2018, Mr. Xu served as a general manager of Shenzhen Yimiaotong, where he was responsible for overseeing the overall business operation. From April 1999 to June 2015, Mr. Xu served in the People's Insurance Company of China (Shenzhen Branch) (中國人民財產保險股份有限公司深圳分公司), a company primarily engaged in the provision of insurance services, and a subsidiary of People's Insurance Company of China (中國人民財產保險股份有限公司) (a company listed on the Main Board of the Stock Exchange (stock code: 2328)), where his last position was the general manager of the information technology department.

Mr. Xu received a bachelor's degree in math from Jiangxi Normal University (江西師範大學), the PRC, in June 1993 and a master's degree in computer application from South China University of Technology (華南理工大學), the PRC, in May 1999.

Mr. Lai Hin Yeung (賴顯陽), aged 37, is the deputy general manager and finance director of our Company. Mr. Lai is principally responsible for the overall financial management of our Group.

From April 2018 to January 2019, he was the financial controller of Alphabet Limited. From December 2013 to April 2018, he worked at PricewaterhouseCoopers, where he was responsible for managing and supervising accounting matters and his last position was manager. From November 2011 to October 2013, Mr. Lai served as an accountant of SHINEWING (HK) CPA Limited (信永中和會計師事務所). From February 2011 to November 2011, he served as an accountant of PKF Hong Kong Limited (大信梁學濂(香港)會計師事務所有限公司). From July 2009 to February 2011, he served as an audit clerk of Kaizen Certified Public Accountants Limited (啓源會計師事務所有限公司).

Mr. Lai received his bachelor's degree in accounting from Macquarie University (麥格理大學), Australia, in July 2009. He is currently a certified accountant of CPA Australia.

Ms. Fu Xiaoyan (付小艷), aged 35, is the deputy general manager, secretary of the Board and one of the joint company secretaries. Ms. Fu joined our Group in July 2018, and she is responsible for executing the resolutions of the Board.

From August 2013 to July 2018, Ms. Fu was a securities representative in Shenzhen Dart Lighting Co., Ltd. (深圳市達特照明股份有限公司), a lighting product manufacturing company listed on the NEEQ (stock code: 832709). From June 2012 to July 2013, Ms. Fu worked at Shenzhen Municipal Longgang District Bantian Sub-district Office* (深圳市龍崗區坂田街道勞動管理辦公室), an agency of the PRC government.

Ms. Fu received a bachelor's degree in law from Shenyang Normal University (瀋陽師範大學), the PRC, in June 2009 and a master's degree in international law from Shenzhen University (深圳大學), the PRC, in June 2012. Ms. Fu obtained the Legal Professional Qualification Certificate (法律職業資格證書) issued by the Ministry of Justice of the PRC (中華人民共和國司法部) in March 2011 and the Qualification Certificate of Board Secretary (董事會秘書資格證書) by the Shenzhen Stock Exchange in January 2016.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Except as disclosed above, none of our Directors, Supervisors and senior management members has been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus, and there is no other information that needs to be disclosed under Rule 13.51(2) of the Listing Rules.

JOINT COMPANY SECRETARIES

Ms. Fu Xiaoyan (付小艷), was appointed as one of the joint company secretaries of our Company on April 25, 2020. Ms. Fu is also the deputy general manager and the secretary of the Board. See the paragraph headed “— Senior Management — Ms. Fu Xiaoyan” in this section for her biography.

Ms. Tam Pak Yu, Vivien (譚栢如), was appointed as a joint company secretary of our Company on May 10, 2021. Ms. Tam currently serves as a manager of SWCS Corporate Services Group (Hong Kong) Limited (方圓企業服務集團(香港)有限公司), a professional services provider specializing in corporate services, and has over seven years of experience in the corporate secretarial field. Ms. Tam has been an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute of the United Kingdom since 2018. Ms. Tam obtained a bachelor’s degree in China studies from Hong Kong Baptist University in 2014 and a master’s degree in professional accounting and corporate governance from City University of Hong Kong (香港城市大學) in 2017.

BOARD COMMITTEES

Audit Committee

Our Company established an audit committee in compliance with Rules 3.21 to 3.23 of the Listing Rules with written terms of reference in compliance with the Corporate Governance Code set forth in Appendix 14 to the Listing Rules. The primary duties of our audit committee are to review our financial statements and disclosure, supervise our internal auditing system and its implementation, review our internal control system and make recommendations on engagement or change of external audit institutions. Members of the audit committee are Dr. Wu Zhanchi, Mr. Ma Ruiguang and Mr. Pan Pan. Dr. Wu Zhanchi is the chairman of the audit committee.

Remuneration Committee

Our Company established a remuneration committee in compliance with Rule 3.25 of the Listing Rules. The remuneration committee reviews and recommends to our Board the remuneration and other benefits paid by us to our Directors and the members of senior management. The remuneration of our Directors and members of senior management is subject to regular monitoring by our remuneration committee to ensure that their remuneration and compensation are appropriate and fair. Members of the remuneration committee are Mr. Ma Ruiguang, Dr. Jiang Yanbo and Ms. Xu Yanlin. Mr. Ma Ruiguang is the chairman of the remuneration committee.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Nomination Committee

Our Company established a nomination committee with written terms of reference in compliance with Appendix 14 to the Listing Rules. The primary responsibilities of our nomination committee are to review the structure and composition of our Board on a regular basis and to consider and recommend to the board of Directors suitable and qualified candidates of Directors and senior management members. Members of the nomination committee are Mr. Yu Huiyong, Mr. Ma Ruiguang and Dr. Jiang Yanbo. Dr. Jiang Yanbo is the chairman of the nomination committee.

Strategic Committee

The primary responsibilities of our strategic committee are to review our Company's long-term development strategies, major investment decisions, and substantial capital operations and assets management projects which require the approval of the Board as stated in the Articles of Association and propose suggestions. The committee also reviews other important matters affecting our Company's development and checks the implementation of the above-mentioned matters and conducts other duties as conferred by the Board. Members of the strategic committee are Mr. Yu Huiyong, Mr. Pan Pan and Ms. Zhu Fang. Mr. Yu Huiyong is the chairman of the strategy committee.

Environmental, Social and Governance Committee or ESG Committee

The ESG committee is primarily responsible for overseeing and guiding our Company's ESG initiatives and policies, assessing potential ESG-related risks of our Group and reporting and making proposals to the Board in relation to ESG issues. The ESG committee is also responsible for reviewing our Company's ESG reports and advising the Board on any ESG-related issues, as well as overseeing any other matters that may affect our Company's expansion strategy and making relevant proposals. Members of the ESG committee are Ms. Xu Yanlin, Mr. Jiao Yue and Ms. Zhu Fang. Ms. Xu Yanlin is the chairperson of the ESG committee.

BOARD DIVERSITY

To enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted the board diversity policy which sets out the objective and approach to achieve and maintain the diversity of our Board. Pursuant to board diversity policy, we seek to achieve board diversity by taking into consideration various factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Our Directors have a balanced mix of knowledge, skills and experience of various industries and practices covering investment, accounting, management, legal, education and fresh and fruit industries. They obtained academic degrees in various majors, including economics, business administration, accounting, law and horticulture. We have five independent non-executive Directors with different industry backgrounds, representing one-third of the members of our Board. Furthermore, our Board has a wide range of ages, ranging from 34 years old to 66 years old. We have also taken steps to and will continue to promote gender diversity at all levels of our Company, including but not limited to the Board and the management levels.

Our Nomination Committee is responsible for ensuring the diversity of our Board members and compliance with relevant codes governing board diversity under the Corporate Governance Code contained in Appendix 14 of the Listing Rules. Our Nomination Committee will review the board diversity policy and our diversity profile (including gender balance) from time to time to ensure its continued effectiveness. We will also disclose in our corporate governance report the implementation of the board diversity policy on an annual basis.

We are also committed to adopting a similar approach to promote diversity, including but not limited to gender diversity, at all other levels of our Company from the Board downwards to enhance the effectiveness of our corporate governance as a whole.

WAIVERS GRANTED BY THE STOCK EXCHANGE

We have applied to the Stock Exchange for, and the Stock Exchange has granted to us, a waiver from strict compliance with the requirement under Rules 8.12 and 19A.15 of the Listing Rules in relation to the requirement of management presence in Hong Kong and a waiver from strict compliance with the requirement under Rules 3.28 and 8.17 of the Listing Rules in relation to the company secretary. For details of the waiver, please see the section headed “Waivers from Compliance with the Listing Rules” in this prospectus.

COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind) of the Directors for the years ended December 31, 2019, 2020 and 2021 and the six month ended June 30, 2022 was approximately RMB4.6 million, RMB4.3 million, RMB5.4 million and RMB2.9 million, respectively.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind) of the Supervisors for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 was approximately RMB1.7 million, RMB1.3 million, RMB1.6 million and RMB0.7 million, respectively.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind) of our senior management members (except Ms. Xu Yanlin, Mr. Jiao Yue and Mr. Zhu Qidong) for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 was approximately RMB2.5 million, RMB2.6 million, RMB3.6 million and RMB1.7 million, respectively.

Save as disclosed in this section and notes 8 to 10 to the section headed “Accountant’s Report” in Appendix I to this prospectus, no other amounts have been paid or are payable by our Group to our Directors, Supervisors and senior management members during the Track Record Period.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind) paid to the five highest paid individuals of our Company, including Directors, for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 was approximately RMB9.7 million, RMB8.7 million, RMB11.5 million and RMB5.3 million, respectively.

No remuneration was paid by us to our Directors, Supervisors, senior management members or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the Track Record Period. Further, none of our Directors, Supervisors nor senior management members waived or agreed to waive any remuneration during the same periods.

Under the arrangements currently in force as of the date of this prospectus, the aggregate amount of remuneration (including benefits in kind and discretionary bonuses) payable to our Directors, Supervisors and senior management members for the year ending December 31, 2022 is estimated to be approximately RMB12.4 million in aggregate.

Following the Listing, our Board will review and determine the remuneration and compensation of our Directors, Supervisors and senior management members taking into consideration their time commitments, experience, responsibilities and performances, the recommendations from the Remuneration Committee and comparable companies.

COMPLIANCE ADVISER

We have appointed Somerley Capital Limited (新百利融資有限公司) as our compliance adviser (the “**Compliance Adviser**”) upon the listing of our H Shares on the Stock Exchange in compliance with Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will provide advice to us when consulted by us in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;

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- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where its business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of our Company under Rule 13.10.

The term of the appointment shall commence on the Listing Date and end on the date on which our Company distributes our annual report in respect of our financial results for the first full financial year commencing after the Listing Date. This appointment may be subject to extension by mutual agreement.