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About Us 关于我们

**Business Description 业务描述**

We, Baiya International Group Inc. (“Baiya”), are an offshore holding company incorporated in the Cayman Islands. We are not a Chinese operating company, but an offshore holding company incorporated in the Cayman Islands. As a holding company, we have no material operations and conduct all of our operations in China through the VIE, Shenzhen Gongwuyuan Network Technology Co., Ltd. (“Gongwuyuan”), and its subsidiaries, collectively, “PRC operating entities”. 柏雅国际集团有限公司（“柏雅”）是一家在开曼群岛注册成立的离岸控股公司。 我们不是一家中国运营公司，而是一家在开曼群岛注册成立的离岸控股公司。 作为一家控股公司，我们在中国没有重大业务，所有业务均通过 VIE、深圳市工务园网络技术有限公司（“工务园”）及其子公司（统称为“中国运营实体”）进行。

Gongwuyuan started to provide job matching services in 2017. In November 2019, Gongwuyuan began developing its cloud-based internet platform to provide one-stop crowdsourcing recruitment and SaaS-enabled HR solutions on the “Gongwuyuan Platform to supplement its offline job matching services, and started to position itself as a SasS-enabled HR technology company by introducing its Gongwuyuan Platform in the flexible employment marketplace. We have been and will continue to strategically develop and improve the Gongwuyuan Platform with product features that work together with our traditional offline service model to improve the job matching and HR related services in the flexible employment marketplace.工务园于2017年开始提供职位匹配服务。2019年11月，工务园开始开发基于云的互联网平台，在“工务园平台”上提供一站式众包招聘和基于SaaS的人力资源解决方案，以补充其线下职位匹配服务，以及 通过在灵活用工市场推出工务园平台，开始将自己定位为SasS支持的人力资源科技公司。 我们一直并将继续战略性地开发和完善工务园平台，其产品功能与我们传统的线下服务模式相结合，以改善灵活就业市场中的职位匹配和人力资源相关服务。

Currently our business focuses on four (4) primary services: (i) job matching services; (ii) entrusted recruitment services; (iii) project outsourcing services; and (iv) labor dispatching services in the flexible employment market within China, primarily in the core manufacturing regions including the Pearl River Delta and Yangtze River Delta region. With respect to labor dispatching services, however, we are strategically reducing this service, considering the negative gross profit historically. Gongwuyuan plans to pursue its business growth by continuing to supplement its existing offline service model by introducing and integrating its Gongwuyuan Platform to provide better services in the flexible employment market throughout China. In addition, we plan to improve our services by continuing to develop and integrate digital technologies including crowdsourcing, big data and artificial intelligence to enhance the Gongwuyuan Platform. We believe these efforts will allow us to provide sufficient job matching and one-stop SaaS-enabled HR solutions to Customers, Employing Companies and workers in the flexible employment marketplace throughout China. 目前，我们的业务专注于四 (4) 项主要服务：(i) 匹配服务； (ii) 委托招聘服务； (iii) 项目外包服务； (iv) 中国境内灵活用工市场的劳务派遣服务，主要集中在珠江三角洲和长三角地区等核心制造业地区。 然而，在劳务派遣服务方面，考虑到历史毛利为负的情况，我们正在战略性地减少该服务。工务园计划通过引入和整合工务园平台，继续补充现有的线下服务模式，为全国灵活就业市场提供更好的服务，从而实现业务增长。 此外，我们计划通过继续开发和整合包括众包、大数据和人工智能在内的数字技术来改善我们的服务，以增强工务园平台。 我们相信这些努力将使我们能够为中国灵活用工市场的客户、用人公司和员工提供充足的职位匹配和一站式SaaS人力资源解决方案。

**Business Models 商业模式**

Job matching service 匹配服务

Under job matching service model, the Company connects the Employing Companies and the HR Service Companies based on the quantity and the duration of the blue-collar labor the Employing Company plans to recruit. Once the contract between the Employing Companies and HR Service Companies were signed, the Company charges the service fee to the Employing Company by the quantity of labor recruited at the pre-determined rate per capita per month designated in the contract between the Company and the Employing Companies. The Company considers that the customers simultaneously receive and consume the benefit in the service period designated by the contract term and therefore recognizes the revenue over time since blue-collar labor starts to work for the Employing Companies. 在职业匹配服务模型下，公司基于雇主公司计划招聘的蓝领劳动力的数量和持续时间，连接雇主公司和人力资源服务公司。一旦雇主公司与人力资源服务公司签署了合同，公司将按照合同中公司与雇主公司约定的每人每月预定率计费，根据招聘的劳动力数量向雇主公司收取服务费。公司认为客户在合同期限内同时获得和消耗服务期间的利益，因此从蓝领劳动力开始为雇主公司工作时起，逐渐确认收入。

Entrusted recruitment service 委托招聘服务

Under entrusted recruitment service model, the Employing Companies and HR Service Companies are both confidential to each other, the Employing Companies select the labor candidates provided by us (and directly with the HR Service Companies, and HR Service Companies are not allowed to contact the Employing Companies). The Employing Companies directly submit recruitment requests to the Company for their recruitment needs, which typically include the number of blue-collar workers needed, work hours, the preferred and required skill sets, etc. (the “Overall Work Arrangement”). 在委托招聘服务模型下，雇主公司和人力资源服务公司相互保密，雇主公司通过我们提供的劳动力候选人进行选择（并直接与人力资源服务公司联系，人力资源服务公司不得与雇主公司联系）。雇主公司直接向公司提交招聘需求，通常包括所需蓝领工人的数量、工作小时、首选和必需的技能组合等（“总体工作安排”）。

Once the overall work arrangement is established, the Company confirms the information regarding employment needs of the Employing Company. Subsequently, the Company negotiates with the labor service company to organize blue-collar workers. The labor service companies provide information of the workers and registers basic personal information of the workers for the Company. During the execution of the contract between the Company and the Employing Companies, the Company regularly communicates with the Employing Company to resolve issues and collect feedback on the performance of the blue-collar workers. The Company is responsible for briefing the workers for the Employing Companies’ culture, rules and regulations, worker’s job responsibilities, code of conduct, and provides short term vocation training if needed. The Company considers that the customers simultaneously receive and consume the benefit in the service period designated by the contract term and the Company recognizes the revenue over time since such blue-collar labor started to work for the Employing Companies. 一旦总体工作安排确定，公司会确认雇主公司的用工需求信息。随后，公司与劳务公司进行协商，组织蓝领工人。劳务公司提供工人的信息并为公司注册工人的基本个人信息。在公司与雇主公司之间的合同执行期间，公司定期与雇主公司沟通，解决问题并收集有关蓝领工人表现的反馈。公司负责向工人介绍雇主公司的文化、规章制度、工作职责、行为准则，并在需要时提供短期职业培训。公司认为客户在合同期限内同时接受和消耗服务期间的利益，因此自蓝领工人开始为雇主公司工作以来，公司逐渐确认收入。

Project outsourcing service 项目外包服务

Under project outsourcing service model, the Company provide services to the Customers in order to fulfill their outsourced labor assignments, such as daily express delivery assignment for China Post. The primary focus of this service is to complete and address the particular quantity and quality needs of the Customers. 在项目外包服务模型下，公司向客户提供服务，以完成其外包的劳动任务，比如为中国邮政提供的日常快递服务。这项服务的主要焦点是满足客户特定的数量和质量需求。

Once the contract for project outsourcing is finalized, the Company makes arrangements with the HR Service Companies for the blue-collar workers for the assignments. The Company assumes liabilities, obligations and performance standards of the outsourced assignments, which includes the criteria on quality and quantity set up by the Customers. The Company confirms the service fee based on the work quantity and performance of the specific day with the Customers on daily basis. The Company receives the service fee from Customers based on the accumulated assignment accomplished of the month. The Company consider that the customers simultaneously receive and consume the benefit as well as the completion of daily outsourcing assignments. 一旦项目外包合同敲定，公司会与人力资源服务公司安排蓝领工人执行相应的任务。公司承担外包任务的责任、义务和绩效标准，其中包括客户设定的质量和数量标准。公司根据每天的工作数量和绩效与客户确认服务费用，并在每月根据完成的任务累积收取客户的服务费用。公司认为客户在每日外包任务完成时同时接受和消耗了服务期间的利益。

Labor dispatching service 劳务派遣服务

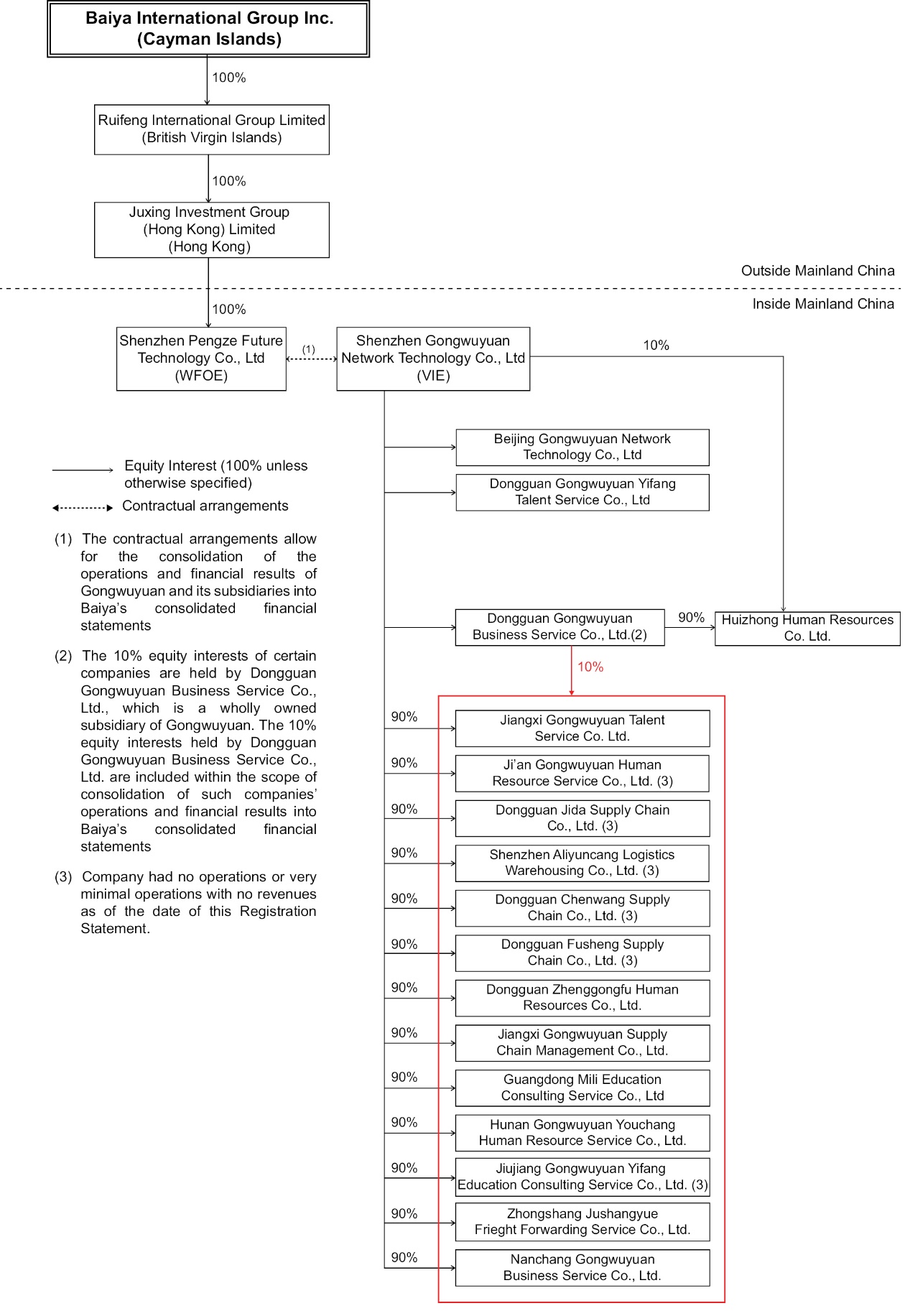
Under labor dispatching service model, the Customers submit their labor needs and the Company dispatches its employees directly to the Customers. The Company is responsible for the payment of wages to the dispatched workers, and charges service fee to the Customers based upon the total number of working hours of the dispatched employees of the Company. The Company considers that the Customers simultaneously receive and consume the benefit as well as the dispatch services. The Company controls the specified service before that service is performed for a customer. Due to the negative gross profit of labor dispatching service, we determined not to expand this business line but strategically reduce the labor dispatching service.在劳务派遣服务模型下，客户提交他们的劳务需求，公司直接向客户派遣员工。公司负责支付派遣工人的工资，并根据公司派遣员工的总工时向客户收取服务费用。公司认为客户在派遣服务期间同时接受和消耗了服务的利益。公司在服务提供给客户之前控制特定的服务。由于劳务派遣服务的毛利润为负，我们决定不扩展该业务线，而是战略性地减少劳务派遣服务。

As of June 30, 2023, Gongwuyuan has cooperated and partnered with 15 corporate clients, including 7 agency recruitment clients, 8 outsourcing business clients, in core manufacturing regions such as the Pearl River Delta and Yangtze River Delta regions. As of June 30, 2023, there are over 4,992 labor companies and 3,142 enterprises registered on the Gongwuyuan Platform. Gongwuyuan believes that it will be able to convert 10% of such potential customers in the future, which will increase the number of clients that it cooperates and partners with by over 700. 截至2023年6月30日，工务远已与15家企业客户合作伙伴关系，其中包括7家代理招聘客户和8家外包业务客户，主要涵盖珠江三角洲和长江三角洲等核心制造业区域。截至2023年6月30日，工务远平台上已注册超过4,992家劳务公司和3,142家企业。工务远认为，在未来将能够转化其中10%的潜在客户，从而将与其合作伙伴关系的客户数量增加超过700家。

**Our Mission 我们的使命**

Integrated Human Resources Solutions: Reshaping Labor Models, Sharing Industry Value. 人力资源综合解决方案：重塑劳动模式，共享行业价值。

**Corporation Structure 公司架构**



**Team and Board 团队和董事会**

Weilai Zhang, Director and Chairman 张未来 董事长

Mr. Zhang has been our director since August 2022 and will be appointed as the Chairman of our Board upon the effectiveness of this prospectus. Mr. Zhang is responsible for our overall strategic planning. He has extensive experience in business management and marketing, has incubated a series of fast-growing financial technology companies, and successfully invested in many start-up companies. 张先生自 2022 年 8 月起担任我们的董事，并将在本招股说明书生效后被任命为我们的董事会主席。 张先生负责我们的整体战略规划。 拥有丰富的企业管理和营销经验，孵化了一系列快速成长的金融科技公司，并成功投资了多家初创公司。

Siyu Yang, Chief Executive Officer and Director 杨思羽 CEO

Ms. Yang has been our Chief Executive Officer and director since October 2021 and is responsible for our overall strategic development. Ms. Yang has extensive knowledge in the investment field, as well as a solid foundation of business practice experience and professional skills. Before joining the Company, Ms. Yang, as the founder of Sichuan Xinhaisheng Labor Service Co., Ltd., served as that company’s Chief Executive Officer responsible for the strategy and project management of business output. She also served as a senior executive of a cultural communication company and was responsible for the national vocational education promotion and former vocational skills retraining. In addition, Ms. Yang has held key senior management positions throughout the company. 杨女士自 2021 年 10 月起担任我们的首席执行官兼董事，负责我们的整体战略发展。 杨女士在投资领域拥有丰富的知识，以及扎实的商业实践经验和专业技能。 加入本公司前，杨女士作为四川新海盛劳务有限公司创始人，担任该公司首席执行官，负责业务输出的战略和项目管理。 她还曾担任一家文化传播公司的高管，负责国家职业教育推广和前职业技能再培训。 此外，杨女士还在整个公司担任重要的高级管理职务。

Bin Tan, Chief Operating Officer 谭斌 COO

Mr. Tan has served as our Chief Operating Officer since October 2021 and is responsible for the overall operation of our Internet platform. At the same time, Mr. Tan is also the vice president of our holding subsidiary Shenzhen Gongwuyuan Network Technology Co., Ltd. Before joining our company, Mr. Tan served as the general manager of the business unit in Shenzhen Diexun Technology Co., Ltd. from 2015 to 2018. Before that, Mr. Tan served as the general manager of the business department in Shenzhen Huanan Chengwang E-Commerce Co., Ltd. from 2012 to 2015. From 2007 to 2012, Mr. Tan served as the Director of Product Operations in Shenzhen Penghaiyun Electronic Data Interchange Co., Ltd. 谭先生自 2021 年 10 月起担任我们的首席运营官，负责我们互联网平台的整体运营。 同时，谭先生还担任我们的控股子公司深圳市工物源网络科技有限公司的副总裁。在加入本公司之前，谭先生曾担任深圳市蝶讯科技有限公司业务部总经理， 2015年至2018年，谭先生担任深圳市华南诚旺电子商务有限公司业务部总经理。2012年至2015年，谭先生担任深圳市华南诚旺电子商务有限公司业务部总经理。2007年至2012年，谭先生担任深圳市华南诚旺电子商务有限公司业务部总经理。 深圳市鹏海云电子数据交换有限公司产品运营总监

Dian Zhang, Chief Financial Officer 张典 CFO

Mr. Zhang has served as our Chief Financial Officer since June 2022. Before joining our company, Mr. Zhang worked as a headquarter analyst at Eaton Square M&A Advisory Firm in Australia from 2014 to 2020. Before that period, Mr. Zhang worked as an auditor at ShineWing Certified Public Accountants from 2009 to 2013. Mr. Zhang holds a Bachelor Degree of Management Accounting from Aston University, a Master Degree of Banking and Finance from Monash University, and a Master Degree of Financial Management from the Australian National University. In addition, Mr. Zhang is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. 张先生自 2022 年 6 月起担任我们的首席财务官。在加入我们公司之前，张先生于 2014 年至 2020 年在澳大利亚伊顿广场并购咨询公司担任总部分析师。在此之前，张先生曾担任 2009年至2013年担任信永中和会计师事务所审计师。张先生拥有阿斯顿大学管理会计学士学位、莫纳什大学银行与金融硕士学位、澳大利亚国立大学财务管理硕士学位。 此外，张先生还是英国特许公认会计师公会资深会员。

Huashu Yuan, Director 袁华抒 董事

Ms. Yuan will join the Company upon the effectiveness of this prospectus as an independent director. Ms. Yuan has extensive professional knowledge in the media field, as well as a solid foundation of business practice experience and professional skills. Before joining as a director, Ms. Yuan, as the social media specialist, worked for WG Empire in New York. Ms. Yuan received a Bachelor’s Degree in Communication and Rhetoric Studies at University of Wisconsin-Madison, and a Master Degree of Emerging Media Studies at Boston University. 袁女士将于本招股说明书生效后加入公司，担任独立董事。 袁女士在媒体领域拥有丰富的专业知识，以及扎实的业务实践经验和专业技能。 在加入担任董事之前，袁女士曾在纽约 WG Empire 担任社交媒体专家。 袁女士在威斯康星大学麦迪逊分校获得传播与修辞研究学士学位，在波士顿大学获得新兴媒体研究硕士学位。

Zicen Liao, Director 廖梓岑 董事

Ms. Liao will join the Company upon the effectiveness of this prospectus as an independent director. Ms. Liao is a professional investment manager with over 5 years of experience in conducting industry, market and company-specific research and financial due diligence, with a focus on start-up and growth companies. Ms. Liao is currently an investment manager in the M&A Department of Antelope Enterprise Holdings Limited (NASDAQ: AEHL) since 2021. Ms. Liao was previously a project manager in Transaction Advisory Services at Grant Thornton Advisory (Beijing Office, China) from 2016 to 2020, with over 3.5 years of experience in conducting financial due diligence. Ms. Liao holds two Bachelor degrees in Mathematics and Finance from Indiana University Bloomington, Indiana State, USA. 廖女士将于本招股说明书生效后加入公司，担任独立董事。 廖女士是一位专业投资经理，在进行行业、市场和公司特定研究以及财务尽职调查方面拥有超过 5 年的经验，重点关注初创企业和成长型公司。 廖女士自 2021 年起担任羚羊企业控股有限公司（纳斯达克股票代码：AEHL）并购部的投资经理。廖女士曾于 2016 年至 2016 年担任均富咨询（中国北京办事处）交易咨询服务项目经理。 2020 年，拥有超过 3.5 年的财务尽职调查经验。 廖女士拥有美国印第安纳州印第安纳大学伯明顿分校数学和金融两个学士学位。

Xiaoyue Zhang, Director 张潇月 董事

Ms. Zhang will join the Company upon the effectiveness of this prospectus as an independent director. Ms. Zhang has been an investment manager with Antelope Enterprise Holdings Ltd. since May 2021. Prior to that, Ms. Zhang served as a securities affairs representative with Hiseas International Tourism Group from 2019 to 2021. Ms. Zhang was previously an auditor with BDO China Shu Lun Pan Certified Public Accountants LLP from 2018 to 2019. Ms. Zhang received a Bachelor of Accounting from University of Adelaide.张女士将于本招股说明书生效后加入公司，担任独立董事。 张女士自 2021 年 5 月起担任羚羊企业控股有限公司的投资经理。此前，张女士于 2019 年至 2021 年担任远海国际旅游集团的证券事务代表。张女士此前曾担任 BDO 的审计师 2018年至2019年担任中国立信会计师事务所（特殊普通合伙）。张女士获得阿德莱德大学会计学学士学位。

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name** | **Type of Director** | **Audit Committee** | **Compensation Committee** | **Nomination Committee** |
| Weilai Zhang | Director, Chairman of the Board |  |  |  |
| Siyu Yang | Chief Executive Officer and director |  |  |  |
| Bin Tan | Chief Operating Officer |  |  |  |
| Dian Zhang | Chief Financial Officer |  |  |  |
| Huashu Yuan | Independent Director | Member | Member | Chair |
| Zicen Liao | Independent Director | Chair | Member | Member |
| Xiaoyue Zhang | Independent Director | Member | Chair | Member |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **姓名** | **职位** | **审计委员会** | **薪酬委员会** | **提名委员会** |
| Weilai Zhang | 董事长 |  |  |  |
| Siyu Yang | CEO |  |  |  |
| Bin Tan | COO |  |  |  |
| Dian Zhang | CFO |  |  |  |
| Huashu Yuan | 董事 | 成员 | 成员 | 主席 |
| Zicen Liao | 董事 | 主席 | 成员 | 成员 |
| Xiaoyue Zhang | 董事 | 成员 | 主席 | 成员 |

Investor Relations 投资者关系

Investor Overview 投资者概览

Baiya International Group Inc. (“Baiya”, or the “Company”) was incorporated on October 18, 2021, under the laws of the Cayman Islands with limited liability. As a holding company with no material operations of its own, Baiya conducts all of the operations in mainland China of People’s Republic of China (“PRC” or “China”) through the contractual arrangements (the “Contractual Arrangements”), with Shenzhen Gongwuyuan Network Technology Co., Ltd. (“Gongwuyuan”), which is a variable interest entity (the “VIE”), and its subsidiaries, or collectively, “PRC operating entities”. The PRC operating entities mainly engaged in providing job matching service, entrusted recruitment service, project outsourcing service and labor dispatching service to business enterprises and organizations in the flexible employment market within China, primarily in the core manufacturing regions including the Pearl River Delta and Yangtze River Delta region. Baiya International Group Inc.（“柏雅”或“公司”）成立于2021年10月18日，根据开曼群岛的法律以有限责任形式注册。作为一家没有实质性经营活动的控股公司，柏雅通过合同安排（“合同安排”）与深圳市工务园网络科技有限公司（“工务园”），即一家可变利益实体（“VIE”），以及其子公司，合称为“中国经营实体”，来执行其在中国大陆的所有运营活动。

中国经营实体主要从事向中国灵活就业市场的企业和组织提供职业匹配服务、委托招聘服务、项目外包服务和劳务派遣服务。这些服务主要集中在中国的核心制造区域，包括珠江三角洲和长江三角洲地区。尽管作为一家控股公司，柏雅本身并没有实质性的经营活动，但通过与工务远及其子公司的合同安排，百亚对这些服务的管理和执行拥有控制权和监督权。

Financials 财务数据

【请将附件Financial Statement 2022放入超链接以下载】

Governance 公司治理

*Code of Business Conduct and Ethics 商业行为和道德准则*

【请将附件Baiya - Code of Business Conduct and Ethics(71609000.1)放入超链接以下载】

*Audit Committee Charter 审计委员会章程*

【请将附件*Baiya - Audit Committee Charter(71925797.2)*放入超链接以下载】

*Compensation Committee Charter 薪酬委员会章程*

【请将附件*Baiya - Compensation Committee Charter(71544869.1)*放入超链接以下载】

*Nominating and Corporate Governance Committee Charter 提名和公司治理委员会章程*

【请将附件*Baiya - Nominating and Corporate Governance Committee Charter (72412018.1)*放入超链接以下载】

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地址：Yifang Capital Industrial Park  
No. 33 Pingshan Industrial Road, Building A, 16F  
Tangxia, Dongguan, Guangdong, China  
联系电话： +86 0769-88785888