

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

iFresh Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

449538 107

(CUSIP Number)

Dengrong Zhou

136-20 38th AVE, Apt 9C, Flushing, NY 11354

Qiang Ou

412 Argyle Rd, Mineola, NY 11501

Kairui Tong

38 Liemashan Lane, Shiliutan Road

Xian'an District, Xianning City, Hubei, China 437000

Hao Huang

53 10th Street, Dangui Xiangdi

Xian'an District, Xianning City, Hubei, China 437000

Fei Zhang

No. 136-30, Yue Jin Village, Da Du Kou District

Chong Qing City, China 400080

Meng Liu

No. 1402, Building 4, San Yuan Li Bei Xiao Street

Chaoyang District, Beijing, China 100027

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/12/2021

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

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| CUSIP No. | 449538 107 |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Dengrong Zhou | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) OO | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION People's Republic of China | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 1,031,679 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 1,031,679 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,031,679 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.84% ⁽¹⁾ | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) IN | |

(1) Based on a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2021. The calculation is based on the Issuer's disclosure in its registration statement on Form S-1, filed with the SEC on December 22, 2020, stating that 30,230,383 shares of Common Stock were outstanding as of December 21, 2020 and subsequent disclosures in its Current Report on Form 8-K, filed with the SEC on January 8, 2021, stating that the Issuer issued 6,043,054 shares of Common Stock to Mr. Long Deng on January 6, 2021.

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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Qiang Ou | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) OO | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 751,488 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 751,488 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 751,488 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.07% ⁽¹⁾ | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) IN | |

(1) Based on a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2021. The calculation is based on the Issuer's disclosure in its registration statement on Form S-1, filed with the SEC on December 22, 2020, stating that 30,230,383 shares of Common Stock were outstanding as of December 21, 2020 and subsequent disclosures in its Current Report on Form 8-K, filed with the SEC on January 8, 2021, stating that the Issuer issued 6,043,054 shares of Common Stock to Mr. Long Deng on January 6, 2021.

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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Kairui Tong | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) SC | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION People's Republic of China | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,311,423 |
| | 8 | SHARED VOTING POWER None |
| | 9 | SOLE DISPOSITIVE POWER 2,311,423 |
| | 10 | SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,311,423 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.37% ⁽¹⁾ | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) IN | |

(1) Based on a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2021. The calculation is based on the Issuer's disclosure in its registration statement on Form S-1, filed with the SEC on December 22, 2020, stating that 30,230,383 shares of Common Stock were outstanding as of December 21, 2020 and subsequent disclosures in its Current Report on Form 8-K, filed with the SEC on January 8, 2021, stating that the Issuer issued 6,043,054 shares of Common Stock to Mr. Long Deng on January 6, 2021.

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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hao Huang | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) SC | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION People's Republic of China | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 1,540,949 |
| | 8 | SHARED VOTING POWER None |
| | 9 | SOLE DISPOSITIVE POWER 1,540,949 |
| | 10 | SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,540,949 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.25% ⁽¹⁾ | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) IN | |

(1) Based on a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2021. The calculation is based on the Issuer's disclosure in its registration statement on Form S-1, filed with the SEC on December 22, 2020, stating that 30,230,383 shares of Common Stock were outstanding as of December 21, 2020 and subsequent disclosures in its Current Report on Form 8-K, filed with the SEC on January 8, 2021, stating that the Issuer issued 6,043,054 shares of Common Stock to Mr. Long Deng on January 6, 2021.

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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fei Zhang | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) SC | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION People's Republic of China | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 4,532,668 |
| | 8 | SHARED VOTING POWER None |
| | 9 | SOLE DISPOSITIVE POWER 4,532,668 |
| | 10 | SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,532,668 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.50% ⁽¹⁾ | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) IN | |

(1) Based on a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2021. The calculation is based on the Issuer's disclosure in its registration statement on Form S-1, filed with the SEC on December 22, 2020, stating that 30,230,383 shares of Common Stock were outstanding as of December 21, 2020 and subsequent disclosures in its Current Report on Form 8-K, filed with the SEC on January 8, 2021, stating that the Issuer issued 6,043,054 shares of Common Stock to Mr. Long Deng on January 6, 2021.

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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Meng Liu | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) SC | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION People's Republic of China | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 503,630 |
| | 8 | SHARED VOTING POWER None |
| | 9 | SOLE DISPOSITIVE POWER 503,630 |
| | 10 | SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 503,630 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.39% ⁽¹⁾ | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) IN | |

(1) Based on a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2021. The calculation is based on the Issuer's disclosure in its registration statement on Form S-1, filed with the SEC on December 22, 2020, stating that 30,230,383 shares of Common Stock were outstanding as of December 21, 2020 and subsequent disclosures in its Current Report on Form 8-K, filed with the SEC on January 8, 2021, stating that the Issuer issued 6,043,054 shares of Common Stock to Mr. Long Deng on January 6, 2021.

Explanatory Note

This Amendment No. 1 (“Amendment No. 1”) amends and supplements the Schedule 13D filed on January 12, 2020 (the “Original Schedule 13D”) by Dengrong Zhou, Qiang Ou, Kairui Tong, and Hao Huang. This Amendment No. 1 is being jointly filed by Dengrong Zhou, Qiang Ou, Kairui Tong, Hao Huang, Fei Zhang, and Meng Liu (collectively, the “Reporting Persons”) to update certain information with respect to the “group” status. As of September 16, 2020, the Reporting Persons have been acting as a “group” within the meaning of Section 13(d)(3) of the Exchange Act. As of the date of this Amendment No. 1, HK Xu Ding Co., Limited (“Xu Ding”), HK Suixin Co., Limited (“HK Suixin”), Lin Wang (“Ms. Wang”) and Baofeng Pan (“Mr. Pan”) (collectively, the “Xu Ding Filers”) became members of that group. The Xu Ding Filers will separately file an amendment to their own Schedule 13D originally filed on February 21, 2019, as amended by Amendment No.1 on September 5, 2019 and Amendment No.2 on January 12, 2020, to report their participation in the new group with the Reporting Persons. Collectively, the newly formed group owns 18,966,826 shares of Common Stock of iFresh, Inc. (the “Issuer”), comprising 52.29% of a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2020. Unless otherwise stated, the information set forth in the Original Schedule 13D remains accurate in all respects.

Item 2. Identity and Background

Item 2 is hereby amended and supplemented as follows:

- “(a) The persons filing this statement include Fei Zhang (“Mr. Zhang”) and Meng Liu (“Ms. Liu”).
- (b) Mr. Zhang’s address is No. 136-30, Yue Jin Village, Da Du Kou District, Chong Qing City, China 400080. Ms. Zhang’s present occupation is entrepreneur. Ms. Liu’s address is No. 1402, Building 4, San Yuan Li Bei Xiao Street, Chaoyang District, Beijing, China. Ms. Liu’s present occupation is entrepreneur.
- (c) During the last five years, neither Mr. Zhang nor Ms. Liu has been convicted in any criminal proceedings.
- (d) During the last five years, neither Mr. Zhang nor Ms. Liu has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.
- (e) Mr. Zhang is a citizen of People’s Republic of China. Ms. Liu is a citizen of People’s Republic of China.”

Item 3. Source and Amount of Funds or Other Considerations

Item 3 is hereby amended and supplemented as follows:

“On August 6, 2020, Mr. Zhang entered into a Purchase Agreement with the Issuer, pursuant to which he acquired 4,532,668 shares of Common Stock of the Issuer and 900 shares of the Issuer’s Series C Convertible Preferred Stock (the “Series C Preferred Stock”) in exchange for the Issuer’s acquisition of Mr. Zhang’s 90% equity interest in Jiuxiang Blue Sky Technology (Beijing) Co., Ltd. Pursuant to the Purchase Agreement, the Issuer also purchased a 10% interest in Jiuxiang Blue Sky Technology (Beijing) Co., Ltd. from Meng Liu, who acquired 503,630 shares of Common Stock of the Issuer and 100 shares of the Issuer’s Series C Preferred Stock. As a result, Jiuxiang Blue Sky Technology (Beijing) Co., Ltd became an indirect wholly-owned subsidiary of the Issuer. None of the consideration for the shares Mr. Zhang or Ms. Liu acquired under the Purchase Agreement was represented by borrowed funds.”

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

“Pursuant to a written consent executed by the holders of a majority of the stock of the Issuer entitled to vote on the election of directors and dated as of January 12, 2020 (the “Consent”), the Reporting Persons, along with the Xu Ding Filers, adopted resolutions pursuant to Section 228 and 141(k) of the Delaware General Corporation Law to remove and replace certain members of the Board of Directors of the Issuer and to amend the Amended and Restated By-Laws of the Issuer to provide that vacancies in the board of directors may be filled only by the affirmative vote of the holders of shares representing a majority of the voting power of the Issuer’s capital stock entitled to vote for the election of directors and not be filled by the board of directors unless the vacancy is not filled by shareholder action. Such change in the board of directors, effective immediately upon the effectiveness of the resolutions, (1) removed Long Deng and Mark Feng as directors without cause, and (2) elected Qiang Ou and Jiandong Xu as directors to fill the resulting vacancies.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Consent, which is incorporated by reference in its entirety into this Item 4. The foregoing is not intended to limit the matters previously disclosed in Item 4 of this Schedule 13D.”

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

“(a) - (b)The aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons (based upon a total of 36,273,437 shares of Common Stock, par value \$0.0001 per share, issued and outstanding as of January 6, 2021. The calculation is based on the Issuer’s disclosure in its registration statement on Form S-1, filed with the SEC on December 22, 2020, stating that 30,230,383 shares of Common Stock were outstanding as of December 21, 2020 and subsequent disclosures in its Current Report on Form 8-K, filed with the SEC on January 8, 2021, stating that the Issuer issued 6,043,054 shares of Common Stock to Mr. Long Deng on January 6, 2021) are as follows:

Fei Zhang

| | | |
|------|--|--------------------|
| a) | Amount beneficially owned: 4,532,668 | Percentage: 12.50% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 4,532,668 |
| ii. | Shared power to vote or to direct the vote: | 0 |
| iii. | Sole power to dispose or to direct the disposition of: | 4,532,668 |
| iv. | Shared power to dispose or to direct the disposition of: | 0 |

Meng Liu

| | | |
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| a) | Amount beneficially owned: 503,630 | Percentage: 1.39% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 503,630 |
| ii. | Shared power to vote or to direct the vote: | 0 |
| iii. | Sole power to dispose or to direct the disposition of: | 503,630 |
| iv. | Shared power to dispose or to direct the disposition of: | 0 |

- (c) None of the Reporting Persons has effected any transactions of the Common Stock during the 60 days preceding the date of this report, except as described in Item 6 of this Schedule which information is incorporated herein by reference.
- (d) The Reporting Persons have the right to receive dividends from, and the proceeds from the sale of, the shares of the Common Stock covered by this Schedule. To the best knowledge of the Reporting Persons, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of shares of the Common Stock of the Issuer reported herein as beneficially owned by the Reporting Persons.
- (e) Not applicable.”

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented as follows:

“The information set forth in Item 4 of this Amendment No. 1 is incorporated by reference into this Item 6.”

Item 7. Material to Be Filed as Exhibits

Item 7 is hereby amended and restated in its entirety as follows:

“The following exhibits are filed as exhibits hereto:

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| Exhibit 99.1 | Joint Filing Agreement, dated as of January 21, 2021, by and among Dengrong Zhou, Qiang Ou, Kairui Tong, Hao Huang, Fei Zhang and Meng Liu. |
| Exhibit 99.2 | iFresh, Inc. Resolution Adopted by Written Consent of Stockholder, dated as of January 12, 2021. |
| Exhibit 99.3 | Purchase Agreement, dated as of August 6, 2020, by and among iFresh Inc., Meng Liu, and Fei Zhang, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on August 7, 2020 |

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 21, 2021

/s/ Dengrong Zhou
Dengrong Zhou

/s/ Qiang Ou
Qiang Ou

/s/ Kairui Tong
Kairui Tong

/s/ Hao Huang
Hao Huang

/s/ Fei Zhang
Fei Zhang

/s/ Meng Liu
Meng Liu

Exhibit 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing, along with all other such undersigned, on behalf of the Reporting Persons (as defined in the joint filing), of a statement on Schedule 13D (including amendments thereto) with respect to the common stock, par value \$0.0001 per share, of iFresh, Inc., and that this agreement be included as an Exhibit 99.1 to such joint filing. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument. The undersigned acknowledge that each shall be responsible for the timely filing of any amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others.

IN WITNESS WHEREOF, each of the undersigned hereby executes this agreement as of this 21st day of January, 2021.

/s/ Dengrong Zhou

Dengrong Zhou

/s/ Qiang Ou

Qiang Ou

/s/ Kairui Tong

Kairui Tong

/s/ Hao Huang

Hao Huang

/s/ Fei Zhang

Fei Zhang

/s/ Meng Liu

Meng Liu

IFRESH, INC.

RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER

WHEREAS: Section 228 of the Delaware General Corporation Law (the “DGCL”) and Article II, Section 6 of the Amended and Restated By-laws (the “Bylaws”) of iFresh, Inc., a Delaware corporation (the “Company”), provide that stockholders of the Company may act by written consent without a meeting if such stockholders hold the number of shares representing not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted;

WHEREAS: Section 141(k) of the DGCL provides in relevant part that “[a]ny director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors” and the Amended and Restated Certificate of Incorporation of the Company and the Bylaws contain no provisions for a classified board or cumulative voting;

WHEREAS: and Article III, Section 12 of the Bylaws provides that “[s]ubject to any provisions of applicable law, any or all of the directors may be removed by vote of the stockholders[;]”

WHEREAS: Sections 223(a) and 223(d) of the DGCL provides that rights with respect to filling vacancies of the board of directors of the Company (the “Board”) may be provided for in the Bylaws;

WHEREAS: Article III, Section 3 of the Bylaws currently provides that “[v]acancies and newly created directorships resulting from any increase in the number of directors may be filled by a majority of the directors then in office, though less than a quorum, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify. A vacancy created by the removal of a director by the stockholders may be filled by the stockholders[;]”

WHEREAS: Article IX, section 1 of the Bylaws currently provides that “[t]hese by-laws may be altered, amended, supplemented or repealed or new by-laws may be adopted (a) at any regular or special meeting of stockholders at which a quorum is present or represented, by the affirmative vote of the holders of a majority of the shares entitled to vote, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting, or (b) by a resolution adopted by a majority of the whole board of directors at any regular or special meeting of the board. The stockholders shall have authority to change or repeal any by-laws adopted by the directors[;]”

WHEREAS: Section 109(a) of the DGCL provides in relevant part that “the power to adopt, amend or repeal bylaws shall be in the stockholders entitled to vote” and the Amended and Restated Certificate of Incorporation of the Company contains no restrictions on the Company’s stockholders’ power to amend the Bylaws;

WHEREAS: It is deemed necessary and desirable to amend the Bylaws to provide that any and all vacancies on the Board shall be filled by stockholders owning a majority of stock entitled to vote generally in the election of directors;

WHEREAS: It is deemed necessary and desirable to remove Long Deng, Mark Fang as directors of the Company; and

WHEREAS: It is deemed necessary and desirable to fill all of the vacancies on the Board resulting from the removal of Long Deng and Mark Fang with Qiang Ou and Jiandong Xu.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that, effective immediately, Article III, Section 3 of the Bylaws be, and the same hereby is deleted in its entirety and replaced with the following:

“Subject to the rights of the holders of any series of Preferred Stock or any other class of capital stock of the corporation then outstanding (other than Common Stock), vacancies in the board of directors occurring as a result of (i) stockholder action to remove directors or to increase the number of authorized directors or (ii) for any other reason shall be filled only by the affirmative vote of the holders of record of the outstanding shares representing at least a majority of all the aggregate voting power of outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, and shall not be filled by the board of directors; provided that in the case of a vacancy referred to in clause (ii) above, such vacancy may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, if not filled by stockholder action within thirty days of the occurrence of such vacancy. The directors so chosen shall hold office until their death, resignation or removal or until their successors are duly elected and qualified.”

RESOLVED FURTHER: that, effective immediately after the effectiveness of the foregoing resolution amending Article III, Section 3 of the Bylaws, Long Deng and Mark Fang are hereby removed, without cause, as directors of the Company pursuant to Article III, Section 12 of the Bylaws;

RESOLVED FURTHER: that, effective immediately after the effectiveness of the foregoing resolution removing certain directors, Qiang Ou and Jiandong Xu are hereby appointed and elected as directors of the Company pursuant to Article III, Section 3 of the Bylaws, as hereby amended, to serve until their death, resignation or removal or until their successors are duly elected and qualified;

RESOLVED FURTHER: that, effective immediately, any provision of or amendment to the Bylaws adopted by the Board without stockholder approval after January 12, 2021, be, and the same hereby is, repealed.

RESOLVED FURTHER, that this special corporation action may be executed in counterparts, all of which if taken together shall constitute one original document.

[Signature Page Follows]

Stockholder Signature Page

IN WITNESS WHEREOF, the undersigned have executed this Resolutions Adopted By Written Consent of Stockholder for the purpose of consenting thereto as of January 12, 2021. By extorting this Signature Page, the undersigned hereby represents and warrants that the undersigned beneficially owns (with the sole power to time and dispose of same) the number of shares of Common Stock set forth below, including the number of shares of Common Stock held of record by such Stockholder set forth below.

HK Xu Ding Co., Limited

Number of shares of Common beneficially owned by the Stockholder (including 8,294,989 shares of Common Stock held of record by such Stockholder):

By: /s/ Lin Wang

Name: Lin Wang

Title: Sole Director

Date: January 12, 2021

/s/ Dengrong Zhou

Dengrong Zhou

Date: January 12, 2021

Number of shares of Common beneficially owned by the Stockholder (including 1,031,679 shares of Common Stock held of record by such Stockholder):

/s/ Qiang Ou

Qiang Ou

Date: January 12, 2021

Number of shares of Common beneficially owned by the Stockholder (including 751,488 shares of Common Stock held of record by such Stockholder):

/s/ Hao Huang

Hao Huang

Date: January 12, 2021

Number of shares of Common beneficially owned by the Stockholder (including 1,540,949 shares of Common Stock held of record by such Stockholder):

/s/ Kairui Tong

Kairui Tong

Date: January 12, 2021

Number of shares of Common beneficially owned by the Stockholder (including 2,311,423 shares of Common Stock held of record by such Stockholder):

/s/ Fei Zhang

Fei Zhang

Date: January 12, 2021

Number of shares of Common beneficially owned by the Stockholder (including 4,532,668 shares of Common Stock held of record by such Stockholder):

/s/ Meng Liu

Meng Liu

Date: January 12, 2021

Number of shares of Common beneficially owned by the Stockholder (including 503,630 shares of Common Stock held of record by such Stockholder):

Attorney Attestation

“IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER”

This is to certify that the "IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER" dated January 12, 2021 is signed by Lin Wang herself. The signature is genuine and reliable.

Hereby certify.

Attorney Name: Huang Zhiwei

/s/ Huang Zhiwei

Title: Attorney

Tel: 086-137 3815 6754

Email: huangzhiwei@tclawfirm.com

Attorney License Number: 13301201910081159

Date: January 12, 2021

Attorney Name: Chang Lu

/s/ Chang Lu

Title: Attorney

Tel: 086-132 8218 7923

Email: changlu@tclawfirm.com

Attorney License Number: 13301201911142228

Date: January 12, 2021

Attorney Attestation

“IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER”

This is to certify that the "IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER" dated January 12, 2021 is signed by Hao Huang himself. The signature is genuine and reliable.

Hereby certify.

Attorney Name: Andi Lin

Attorney Name: Wei Tong

/s/Andi Lin

/s/Wei Tong

Title: Attorney

Title: Attorney

Tel: 13277151189

Tel: 17507240712

Email: 857766979@qq.com

Email: 758870058@qq.com

Attorney License Number: 14212201810036266

Attorney License Number: 14212201810036266

Date: January 12, 2021

Date: January 12, 2021

Attorney Attestation

“IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER”

This is to certify that the "IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER" dated January 12, 2021 is signed by Kairui Tong himself. The signature is genuine and reliable.

Hereby certify.

Attorney Name: Andi Lin

Attorney Name: Wei Tong

/s/Andi Lin

/s/Wei Tong

Title: Attorney

Title: Attorney

Tel: 13277151189

Tel: 17507240712

Email: 857766979@qq.com

Email: 758870058@qq.com

Attorney License Number: 14212201810036266

Attorney License Number: 14212201810036266

Date: January 12, 2021

Date: January 12, 2021

Attorney Attestation

“IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER”

This is to certify that the "IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER" dated January 12, 2021 is signed by Fei Zhang himself. The signature is genuine and reliable.

Hereby certify.

Attorney Name: Andi Lin

Attorney Name: Wei Tong

/s/Andi Lin

/s/Wei Tong

Title: Attorney

Title: Attorney

Tel: 13277151189

Tel: 17507240712

Email: 857766979@qq.com

Email: 758870058@qq.com

Attorney License Number: 14212201810036266

Attorney License Number: 14212201810036266

Date: January 12, 2021

Date: January 12, 2021

Attorney Attestation

“IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER”

This is to certify that the "IFRESH, INC. RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF STOCKHOLDER" dated January 12, 2021 is signed by Meng Liu herself. The signature is genuine and reliable.

Hereby certify.

Attorney Name: Andi Lin

Attorney Name: Wei Tong

/s/Andi Lin

/s/Wei Tong

Title: Attorney

Title: Attorney

Tel: 13277151189

Tel: 17507240712

Email: 857766979@qq.com

Email: 758870058@qq.com

Attorney License Number: 14212201810036266

Attorney License Number: 14212201810036266

Date: January 12, 2021

Date: January 12, 2021