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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**Prenetics Global Limited**

(Exact name of registrant as specified in its charter)

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Cayman Islands  
(State or other jurisdiction of  
incorporation or organization)

Not Applicable  
(I.R.S. Employer  
Identification Number)

Unit 701-706, K11 Atelier King's Road 728 King's Road, Quarry Bay

Hong Kong

+852 2210-9588

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2022 Share Incentive Plan

(Full title of the plan)

Cogency Global Inc.

122 East 42nd Street, 18th Floor

New York, NY 10168

+1 800-221-0102

(Name, address, and telephone number, including area code, of agent for service)

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*Copies to:*

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

**Item 1. Plan Information\***

**Item 2. Registrant Information and Employee Plan Annual Information\***

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants covered by the Plans, as specified by Rule 428(b)(1) under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed by Prenetics Global Limited (the “Registrant”) with the U.S. Securities and Exchange Commission (the “Commission”) are incorporated by reference as of their respective dates and deemed to be a part hereof:

- (a) our [prospectus](#) filed pursuant to Rule 424(b) under the Securities Act filed with the Commission on July 1, 2022, relating to the registration statement on [Form F-1](#), as amended (Registration No. 333-265284);
- (b) all other reports filed by us pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the prospectus referred to in (a) above; and
- (c) the description of the Registrant’s ordinary shares as contained in its registration statement on [Form 8-A](#) (File No. 001-41401), filed with the Commission under Section 12(b) of the Exchange Act on May 17, 2022, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

The laws of Cayman Islands do not limit the extent to which a company’s memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, civil fraud or the consequences of committing a crime. The Registrant’s currently effective articles of association provide for indemnification of its officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud or willful default.

The Registrant has also entered into indemnification agreements with each of its directors. Under these agreements, the Registrant has agreed to indemnify its directors against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being a director of the Registrant.

In addition, the Registrant maintains standard policies of insurance under which coverage is provided to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, and to the Registrant with respect to payments which may be made by it to such directors and officers pursuant to the above indemnification provision or otherwise as a matter of law.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is theretofore unenforceable.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**Item 8. Exhibits**

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this registration statement.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 1.1 of the Shell Company Report on Form 20-F filed with the Securities and Exchange Commission on May 27, 2022)</u></a>
4.2	<a href="#"><u>Registrant’s Specimen Certificate for Class A ordinary shares (incorporated herein by reference to Exhibit 4.1 of Amendment No. 3 to the Registration Statement on Form F-4 (Registration No. 333-260928) filed with the Securities and Exchange Commission on December 30, 2021, as amended)</u></a>
5.1*	<a href="#"><u>Opinion of Mourant Ozannes as to validity of the Class A ordinary shares being registered</u></a>
10.1	<a href="#"><u>Prenetics Global Limited 2022 Share Incentive Plan (incorporated herein by reference to Exhibit 4.4 of the Shell Company Report on Form 20-F filed with the Securities and Exchange Commission on May 27, 2022)</u></a>
23.1*	<a href="#"><u>Consent of Marcum LLP</u></a>
23.2*	<a href="#"><u>Consent of KPMG</u></a>
24.1*	<a href="#"><u>Powers of Attorney (included on signature page hereto)</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

**Item 9. Undertakings**

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
    - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
    - (ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and
    - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to that information in the registration statement;  
*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement;
  - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hong Kong, on October 19, 2022.

### **Prenetics Global Limited**

By: /s/ Danny Sheng Wu Yeung

Name: Danny Sheng Wu Yeung

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Danny Sheng Wu Yeung and Lo Hoi Chun, each acting alone, as his or her true and lawful attorney-in-fact and agents, with the power of substitution and re-substitution, for and in such person's name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8, or other appropriate form, and all amendments thereto, including post-effective amendments, of Prenetics Global Limited, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Danny Sheng Wu Yeung</u> Danny Sheng Wu Yeung	Chief Executive Officer and Chairman of the Board of Directors <i>(Principal Executive Officer)</i>	October 19, 2022
<u>/s/ Lo Hoi Chun</u> Lo Hoi Chun	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	October 19, 2022
<u>/s/ Cheng Yin Pan</u> Cheng Yin Pan	Director	October 19, 2022
<u>/s/ Cui Zhanfeng</u> Cui Zhanfeng	Director	October 19, 2022
<u>/s/ Woo Ian Ying</u> Woo Ian Ying	Independent Director	October 19, 2022
<u>/s/ Chiu Wing Kwan Winnie</u> Chiu Wing Kwan Winnie	Independent Director	October 19, 2022

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Prenetics Global Limited has signed this registration statement or amendment thereto in the City of New York, New York on October 19, 2022.

**Cogency Global Inc.**

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President



Mourant Ozannes  
1002-1008  
10/F Gloucester Tower  
Landmark  
15 Queen's Road Central  
Hong Kong

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F + 852 3995 5799

Prenetics Global Limited  
c/o Unit 701-706  
K11 Atelier King's Road  
728 King's Road  
Quarry Bay  
Hong Kong

Date | 19 October 2022

Our ref | 8054020/84747457/1

Dear Sirs and Mesdames

### **Prenetics Global Limited (the Company)**

We have acted as Cayman Islands legal advisers to the Company to provide this legal opinion in connection with the Company's registration statement on Form S-8 filed on 19 October 2022 with the Securities and Exchange Commission (the **Commission**) under the U.S. Securities Act of 1933, as amended, relating to the offering and sale (the **Offering**) of the Company's class A ordinary shares of par value US\$0.0001 each (the **Shares**).

#### **1. Documents Reviewed**

For the purposes of this opinion we have examined a copy of each of the following documents:

- (a) The certificate of incorporation of the Company dated 21 July 2021;
- (b) The amended and restated memorandum and articles of association of the Company as adopted by a special resolution on 15 September 2021 (the **M&A**);
- (c) The Company's register of directors and officers (the **Register of Directors**, together with the M&A, the **Company Records**);
- (d) Written resolutions of the board of directors of the Company dated 22 September 2022 approving (among other things) the allotment of the Shares (the **Resolutions**);
- (e) A certificate of good standing of the Company dated 13 October 2022, issued by the Registrar of Companies (the **Registrar**) in the Cayman Islands (the **Certificate of Good Standing**);
- (f) The registration statement on Form S-8 filed with the Commission on 19 October 2022 in relation to the Company (excluding its exhibits and any documents incorporated by reference into such registration statement) (the **Registration Statement**).

#### **2. Assumptions**

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied upon the following assumptions, which we have not independently verified:

- 2.1 Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.

Paul Christopher | Simon Lawrenson | Danielle Roman | Claire Fulton | Justine Lau

Registered with The Law Society of Hong Kong



- 2.2 That where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of the draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention.
- 2.3 The accuracy and completeness of all factual representations made in the documents reviewed by us.
- 2.4 The genuineness of all signatures and seals.
- 2.5 The Resolutions were duly passed, are in full force and effect and have not been amended, revoked or superseded.
- 2.6 There is nothing under any law (other than the law of the Cayman Islands) which would or might affect the opinions set out below.
- 2.7 That the directors of the Company have not exceeded any applicable allotment authority conferred on the directors by the shareholders.
- 2.8 That upon issue the Company will receive in full the consideration for which the Company agreed to issue the Shares, which shall be equal to at least the par value thereof.
- 2.9 The validity and binding effect under the laws of the United States of America of the Registration Statement and the Registration Statement will be duly filed with the Commission.
- 2.10 Each director of the Company (and any alternate director) has disclosed to each other director any interest of that director (or alternate director) in the transactions contemplated by the Registration Statement in accordance with the M&A.
- 2.11 The Company is not insolvent, will not be insolvent and will not become insolvent as a result of executing, or performing its obligations under the Registration Statement and no steps have been taken, or resolutions passed, to wind up the Company or appoint a receiver in respect of the Company or any of its assets.
- 2.12 The Company Records were and remain at the date of this opinion accurate and complete.
- 2.13 No Share will be issued for a price which is less than its par value.
- 2.14 The Company will have sufficient authorised but unissued share capital to issue each Share.
- 2.15 No change will be made to the Company's memorandum of association or articles of association which will affect the continuing accuracy of this opinion.

### 3. **Opinion**

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing under the laws of the Cayman Islands. The Company is deemed to be in **good standing** on the date of issue of the Certificate of Good Standing if it:
  - (a) has paid all fees and penalties under the Companies Act; and
  - (b) is not, to the Registrar's knowledge, in default under the Companies Act.

- 3.2 Based solely on our review of the M&A, the authorised share capital of the Company is US\$50,000 divided into 500,000,000 shares of US\$0.0001 par value each, of which: (i) 400,000,000 is designated as Class A Ordinary Shares (as defined in the M&A), (ii) 50,000,000 is designated as convertible Class B Ordinary Shares (as defined in the M&A) and (iii) 50,000,000 is designated as shares of such class or classes (however designated) as the board of directors may determine in accordance with M&A.
- 3.3 The issue and allotment of the Shares will be duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders).

#### 4. Qualifications

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

In this opinion the phrase **non-assessable** means, with respect to Shares in the Company, that a member shall not, solely by virtue of its status as a member, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances and subject to the M&A, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

#### 5. Consent

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Mourant Ozannes (Hong Kong) LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Prenetics Global Limited (f/k/a Artisan Acquisition Corp.) on Form S-8 of our report dated March 4, 2022, which includes an explanatory paragraph as to Artisan Acquisition Corp.'s ability to continue as a going concern, with respect to our audit of the financial statements of Artisan Acquisition Corp. as of December 31, 2021, and for the period from February 2, 2021 (inception) through December 31, 2021, appearing in the Annual Report on Form 10-K of Artisan Acquisition Corp. for the period ended December 31, 2021.

We were dismissed as auditors on May 17, 2022 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP  
Boston, MA  
October 19, 2022



**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 30, 2022, with respect to the consolidated financial statements of Prenetics Group Limited, included herein and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG

Hong Kong

October 19, 2022

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Prenetics Global Limited  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
	Future awards under the 2022 Share Incentive Plan (the "2022 Plan") <sup>(2)</sup>						
Equity	Class A Ordinary Shares	Rule 457(c) and Rule 457(h)	19,775,279	\$3.545 <sup>(5)</sup>	\$70,103,364.06	\$0.0001102	\$7,725.39
	Outstanding restricted share units under the 2022 Plan <sup>(3)</sup>						
Equity	Class A Ordinary Shares	Rule 457(c) and Rule 457(h)	29,851,499 <sup>(4)</sup>	\$3.545 <sup>(5)</sup>	\$105,823,563.96	\$0.0001102	\$11,661.76
<b>Total Offering Amounts</b>					\$175,926,928.02		\$19,387.15
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$19,387.15

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (this "Registration Statement") shall also cover any additional Class A ordinary shares (the "Class A Shares") or Class B ordinary shares (the "Class B Shares", and, collectively with the Class A Shares, the "Ordinary Shares"), as applicable, of Prenetics Global Limited (the "Registrant") that become issuable under (i) future awards under the Registrant's Amended and Restated 2022 Share Incentive Plan (the "2022 Plan"), (ii) the currently-outstanding restricted share units ("RSUs") under the 2022 Plan as referenced in footnote 4 below, in each case, by reason of any share dividend, share split, recapitalization or other similar transactions.
- (2) Represents a total of 19,775,279 Ordinary Shares initially reserved for future issuance under the 2022 Plan, which includes (i) 16,479,399 Ordinary Shares initially reserved under the 2022 Plan, which will be increased on the first day of each calendar year beginning in 2023 and continuing until 2032, in an amount equal to the lesser of (A) three percent (3%) of the total number of shares issued and outstanding on an as-converted fully-diluted basis on the last day of the immediately preceding fiscal year and (B) such number of shares determined by the Registrant's board of directors (the "Board"), and (ii) 3,295,880 Ordinary Shares initially reserved under the Employee Share Purchase Program that may be implemented by the Committee (as defined in the 2022 Plan) pursuant to the 2022 Plan, which will be increased on the first day of each calendar year beginning in 2023 and continuing until 2032, in an amount equal to the lesser of (A) one percent (1%) of the Company's fully-diluted share capital on the last day of the immediately preceding calendar year and (B) such number determined by the Committee.
- (3) Represents Ordinary Shares issuable upon settlement of outstanding RSUs awarded in substitution for RSUs that were outstanding immediately prior to the Business Combination (the "Substitute RSUs"). To the extent that any Substitute RSUs expire or are terminated prior to settlement, the shares reserved for issuance pursuant thereto will not become available for issuance under the 2022 Plan.
- (4) Represents (i) 9,860,076 Class A Shares underlying Substitute RSUs and (ii) 19,991,423 Class A Shares issuable upon conversion, on a one-for-one basis, of 19,991,423 Class B Shares underlying Substitute RSUs.
- (5) Estimated in accordance with Rules 457(c) and (h) under the Securities Act, solely for the purpose of computing the amount of the registration fee and is equal to \$3.545, the average of the high and low prices of the Class A Ordinary Shares as reported on the Nasdaq Stock Market on October 13, 2022.