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

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

Prenetics Global Limited
(Exact name of registrant as specified in its charter)

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

(Zip Code)

Not Applicable
(I.R.S. Employer
Identification No.)

Unit 701-706, K11 Atelier King's Road, 728 King's Road, Quarry Bay, Hong Kong
(Address of 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)

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.

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed by Prenetics Global Limited (the “Registrant”) to register additional securities issuable pursuant to the 2022 Share Incentive Plan (the “Plan”) and consists of only those items required by General Instruction E to Form S-8. Pursuant to Section 3.1(a) of the Plan (hereinafter referred to as the “evergreen provisions”), the number of ordinary shares with respect to which awards may be granted under the Plan will be increased on the first day of each calendar year beginning in 2023, in accordance with a formula set forth in the Plan. Based on the foregoing, the additional securities registered hereby consist of 5,557,230 ordinary shares that are added to the award pool of the Plan, effective from January 1, 2023, pursuant to the Plan’s evergreen provisions, which were not previously registered under the registration statement on Form S-8 (File No. 333-267956) filed with the U.S. Securities and Exchange Commission (the “Commission”) on October 20, 2022 (the “Prior Registration Statement”).

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference as of their respective dates and deemed to be a part hereof:

- (a) our Annual Report on [Form 20-F](#) (File No. 001-41401) for the year ended December 31, 2022 filed with the Commission on May 1, 2023;
- (b) 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 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

Exhibit Number	Description
4.1	<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>
4.2	<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>
5.1*	<u>Opinion of Mourant Ozannes as to validity of the Class A ordinary shares being registered</u>
10.1	<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>
23.1*	<u>Consent of KPMG</u>
23.2*	<u>Consent of KPMG</u>
24.1*	<u>Powers of Attorney (included on signature page hereto)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

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 May 1, 2023.

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>)	May 1, 2023
<u>/s/ Lo Hoi Chun</u> Lo Hoi Chun	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	May 1, 2023
<u>/s/ Cheng Yin Pan</u> Cheng Yin Pan	Director	May 1, 2023
<u>/s/ Cui Zhanfeng</u> Cui Zhanfeng	Director	May 1, 2023
<u>/s/ Ian Ying Woo</u> Ian Ying Woo	Independent Director	May 1, 2023
<u>/s/ Chiu Wing Kwan Winnie</u> Chiu Wing Kwan Winnie	Independent Director	May 1, 2023

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 May 1, 2023.

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President



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

Date | 1 May 2023

Our ref | 8054020/86196329/2

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 1 May 2023 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 1 May 2023 approving (among other things) the allotment of the Shares (the **Resolutions**);
- (e) A certificate of good standing of the Company dated 17 April 2023, issued by the Registrar of Companies (the **Registrar**) in the Cayman Islands (the **Certificate of Good Standing**); and
- (f) The registration statement on Form S-8 filed with the Commission on 1 May 2023 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:

Paul Christopher | Simon Lawrenson | Danielle Roman | Claire Fulton | Justine Lau | James Broad | Jessica Lee | Michael Popkin | Paul Trewartha

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- 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.
- 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



Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated May 1, 2023, with respect to the consolidated financial statements of Prenetics Global Limited, incorporated herein by reference.

/s/ KPMG

Hong Kong

May 1, 2023



Consent of Independent Auditors

We consent to the use of our report dated May 1, 2023, with respect to the consolidated financial statements of ACT Genomics Holdings Company Limited, incorporation herein by reference, which report appears in the Form 20-F of Prenetics Global Limited dated May 1, 2023.

/s/ KPMG

Hong Kong

May 1, 2023

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 ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Ordinary Shares	Rule 457(c) and Rule 457(h)	5,557,230 ⁽²⁾	\$0.8175 ⁽³⁾	\$4,543,035.53	\$0.0001102	\$500.64
Total Offering Amounts					\$4,543,035.53		\$500.64
Total Fee Offsets							—
Net Fee Due							\$500.64

- (1) Represents Class A ordinary shares or Class B ordinary shares underlying awards reserved for future grants under the 2022 Share Incentive Plan (the “Plan”). 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 securities which may be offered and issued to prevent dilution resulting from any share dividend, share split, recapitalization or other similar transactions as provided in the Plan.
- (2) Represents 5,557,230 ordinary shares that have been added to the award pool under the Plan, effective from January 1, 2023, pursuant to the evergreen provisions, which were not previously registered under the Prior Registration Statement.
- (3) 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 \$0.8175, the average of the high and low prices of the Class A Ordinary Shares as reported on the Nasdaq Stock Market on April 25, 2023.