
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Huize Holding Limited

(Exact name of registrant as specified in its charter)

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

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

**49/F, Building T1, Qianhai Financial Centre, Linhai Avenue,
Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen 518000
People's Republic of China
+86 755 3689 9088**

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

Third Amended and Restated 2019 Share Incentive Plan
(Full title of the Plan)

Puglisi & Associates
**850 Library Avenue, Suite 204
Newark, Delaware 19711
+1 302-738-6680**

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

Copies to:

Ronald Tam
Huize Holding Limited
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15 Queen's Road Central
Hong Kong
+852 3740 4700

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 Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)
Emerging growth company Smaller reporting 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 is filed by Huize Holding Limited (the “Registrant”) to register additional securities issuable pursuant to the Third Amended and Restated 2019 Share Incentive Plan and consists of only those items required by General Instruction E to Form S-8. In September 2021, May 2023 and November 2023, respectively, the Registrant’s board of directors approved the amendments to the 2019 Share Incentive Plan to increase the maximum number of Class A common shares that may be issued under the 2019 Share Incentive Plan. Under the currently effective Third Amended and Restated 2019 Share Incentive Plan, the maximum aggregate number of Class A common shares that may be issued shall be 187,559,565, plus an annual increase on June 1 of each of 2024, 2025, 2026 and 2027, by (i) 31,351,400 Class A common shares or (ii) such number of Class A common shares as may be determined by the Registrant’s board. The purpose of this Registration Statement is to register 135,856,200 Class A common shares that are authorized for issuance under the Third Amended and Restated 2019 Share Incentive Plan.

In accordance with General Instruction E to Form S-8, the contents of the registration statement on Form S-8 (File No. 333-238148), as filed with the Securities and Exchange Commission (the “Commission”) on May 11, 2020, and the registration statement on Form S-8 (File No. 333-269596), as filed with the Commission on February 6, 2023, 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 previously filed by the “Registrant” with the Commission are incorporated by reference herein:

- (a) The Registrant’s annual report on [Form 20-F](#) (File No. 001-39216) for the year ended December 31, 2023, filed with the Commission on April 19, 2024.
- (b) Not applicable.
- (c) The description of the Registrant’s Class A common shares incorporated by reference in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-39216) filed with the Commission on February 6, 2020, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (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 later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Third Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1 (File No. 333-233614), as amended, initially filed with the Commission on September 4, 2019)</u>
4.2	<u>Registrant's Specimen Certificate for Common Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1 (File No. 333-233614), as amended, initially filed with the Commission on September 4, 2019)</u>
4.3	<u>Deposit Agreement, dated February 12, 2020, among the Registrant, Citibank, N.A., as depository, and the holders and beneficial owners of American Depositary Shares issued thereunder (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8 (File No. 333-238148), filed with the Commission on May 11, 2020)</u>
5.1*	<u>Opinion of Conyers Dill & Pearman regarding the validity of the common shares being registered</u>
10.1	<u>Third Amended and Restated 2019 Share Incentive Plan (incorporated herein by reference to Exhibit 99.2 to the Form 6-K (File No. 001-39216) filed with the Commission on November 20, 2023)</u>
23.1*	<u>Consent of PricewaterhouseCoopers Zhong Tian LLP</u>
23.2*	<u>Consent of Conyers Dill & Pearman (included in Exhibit 5.1)</u>
24.1*	<u>Power 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 Shenzhen, China, on May 31, 2024.

Huize Holding Limited

By: /s/ Cunjun Ma

Name: Cunjun Ma

Title: Chairman of the Board of

Directors and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, Cunjun Ma with full power to act alone, as his true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, 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 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 or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ Cunjun Ma</u> Cunjun Ma	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)	May 31, 2024
<u>/s/ Xuchun Luo</u> Xuchun Luo	Director and Vice President	May 31, 2024
<u>/s/ Bin Wei</u> Bin Wei	Director	May 31, 2024
<u>/s/ Jun Ge</u> Jun Ge	Director	May 31, 2024
<u>/s/ Aaron Xiaolei Hou</u> Aaron Xiaolei Hou	Director	May 31, 2024

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Huize Holding Limited, has signed this registration statement in Newark, Delaware, United States on May 31, 2024.

Authorized U.S. Representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

31 May 2024

Matter No.: 1000291
(852) 2842 9531 / (852) 2842 9549
Anna.Chong@conyers.com / Angie.Chu@conyers.com

Huize Holding Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Dear Sir/ Madam

Re: Huize Holding Limited (the “Company”)

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 filed by the Company with the United States Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto), relating to the registration of an aggregate of 135,856,200 class A common shares with a par value US\$0.00001 each (the “**Shares**”) issuable pursuant to the 2019 Share Incentive Plan adopted on 30 June 2019 and as amended and restated on 8 September 2021, 30 May 2023 and 17 November 2023 (the “**Plan**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

1. DOCUMENTS REVIEWED

For the purposes of giving this opinion, we have examined and relied upon copies of the following documents:

- 1.1. the Registration Statement; and
- 1.2. the Plan.

We have also reviewed:

- 1.3. the third amended and restated memorandum and articles of association of the Company adopted by special resolution on 20 September 2019 with effect from 14 February 2020;
- 1.4. copies of the written resolutions of the directors of the Company passed on 30 June 2019, 8 September 2021, 30 May 2023 and 17 November 2023 respectively and copy of the written resolutions of the shareholders of the Company passed on 30 June 2019 (collectively, the “**Resolutions**”);
- 1.5. a certificate of good standing of the Company dated 28 May 2024 (the “**Certificate Date**”); and
- 1.6. such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

2. ASSUMPTIONS

We have assumed:

- 2.1. the genuineness and authenticity of all signatures and the conformity to the originals of all copies of documents (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken;
- 2.2. that where a document has been examined by us in draft form, it will be or has been executed in the form of that 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 Registration Statement, the Plan and other documents reviewed by us;
- 2.4. that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended;
- 2.5. that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein;
- 2.6. that upon issue of any Shares by the Company, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof;
- 2.7. the number of Shares which may be delivered pursuant to the Plan are within the limit provided under the Plan;
- 2.8. that on the date of issue of any Shares, the Company will have sufficient authorised but unissued Shares in its share capital;
- 2.9. that on the date of issue of any award or Shares under the Plan, the Company is and after issuing any award or Shares under the Plan, will be able to pay its debts;
- 2.10. the Company has not taken any action to appoint a restructuring officer; and
- 2.11. the validity and binding effect under the laws of the United States of America of the Registration Statement and that the Registration Statement will be duly filed with the Commission.

3. QUALIFICATIONS

- 3.1. “Non-assessability” is not a legal concept under Cayman Islands law, but when we describe the Shares herein as being “non-assessable” we mean, subject to any contrary provision in any agreement between the Company and any one of its members holding any of the Shares (but only with respect to such member), that no further sums are payable with respect to the issue of such Shares and no member shall be bound by an alteration in the constitutional documents of the Company after the date upon which it became a member if and so far as the alteration requires such member to take or subscribe for additional Shares or in any way increases its liability to contribute to the share capital of, or otherwise pay money to, the Company.
- 3.2. We express no opinion with respect to the issue of Shares pursuant to any provision of the Plan that purports to obligate the Company to issue Shares following the commencement of a winding up or liquidation.
- 3.3. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issue of the Shares by the Company and is not to be relied upon in respect of any other matter.

4. OPINION

On the basis of and subject to the foregoing, we are of the opinion that:

- 4.1. The Company is duly incorporated and existing under the law of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Act (the “Act”), a company is deemed to be in good standing if all fees and penalties under the Act have been paid and the Registrar of Companies has no knowledge that the company is in default under the Act.
- 4.2. The Shares, when issued and paid for in accordance with the Plan and registered in the register of members of the Company, will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue or holding of such Shares).

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman
Conyers Dill & Pearman

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Huize Holding Limited of our report dated April 19, 2024 relating to the financial statements, which appears in Huize Holding Limited's Annual Report on Form 20-F for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers Zhong Tian LLP

PricewaterhouseCoopers Zhong Tian LLP

Shenzhen, the People's Republic of China

May 31, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Huize Holding Limited
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common shares, par value US\$0.00001 per share	Rule 457(c) and Rule 457(h)	135,856,200 ⁽³⁾⁽⁴⁾	\$0.04	\$5,434,248	\$147.60 per \$1,000,000	\$802.10
Total Offering Amounts					\$5,434,248		\$802.10
Total Fee Offsets							—
Net Fee Due							\$802.10

- (1) These shares may be represented by the Registrant's ADSs, each of which represents twenty Class A common shares. The Registrant's ADSs issuable upon deposit of the Class A common shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-236288).
- (2) Represents Class A common shares issuable upon exercise of options and pursuant to other awards granted under the Third Amended and Restated 2019 Share Incentive Plan (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Plan. Any Class A common shares covered by an award granted under the Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A common shares that may be issued under the Plan.
- (3) These shares represent the common shares to be registered are reserved for future award grants under the Plan. The corresponding proposed maximum offering price per share is estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, based upon US\$0.80 per ADS, the average of the high and low prices for the registrant's ADSs as quoted on the Nasdaq Global Market on May 24, 2024.
- (4) These shares represent the common shares that have been added to the award pool pursuant to the amendment to the original 2019 Share Incentive Plan, which were not previously registered under the registration statements on Form S-8 (File Nos. 333-238148 and 333-269596) that were filed with the Securities and Exchange Commission on May 11, 2020 and February 6, 2023, respectively.