

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

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

**CONNECT BIOPHARMA HOLDINGS LIMITED**

(Exact Name of Registrant as Specified in Its Charter)

**Cayman Islands**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**Not Applicable**  
(IRS Employer  
Identification No.)

**12265 El Camino Real, Suite 350  
San Diego, CA 92130**  
(Address of Principal Executive Offices and Zip Code)

**2021 Stock Incentive Plan  
2021 Employee Share Purchase Plan**  
(Full Title of the Plans)

**Connect Biopharm LLC  
12265 El Camino Real, Suite 350  
San Diego, CA 92130  
Tel: +1 858 344 1036**  
(Name and Address of Agent for Service)

**+1 858 344 1036**  
(Telephone Number, including Area Code, of Agent for Service)

*Copies to:*

**Cheung Ying (Cathy) Yeung, Esq.  
Latham & Watkins LLP  
18th Floor, One Exchange Square  
8 Connaught Place, Central  
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+852 2912 2500**

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Latham & Watkins LLP  
12670 High Bluff Drive  
San Diego, CA 92130  
+1 858 523 5400**

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  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 registers the offer and sale of an additional 10,000,000 ordinary shares, par value \$0.000174 per share (“Ordinary Shares”), of Connect Biopharma Holdings Limited (the “Registrant”) that are issuable or may become issuable under the following employee benefit plans: (i) the Connect Biopharma Holdings Limited 2021 Stock Incentive Plan (the “2021 Plan”) and (ii) the Connect Biopharma Holdings Limited 2021 Employee Share Purchase Plan (the “2021 ESPP”) pursuant to the provisions of those plans providing for an automatic increase in the number of Ordinary Shares reserved for issuance under such plans. The securities to be registered hereby may be represented by American depositary shares (“ADSs”) of the Registrant. Each ADS represents one Ordinary Share. The Registrant’s ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-254215).

In accordance with Instruction E to Form S-8, the contents of the prior registration statement on Form S-8, File No. 333-254524, filed with the Securities and Exchange Commission (“SEC”) on March 19, 2021, previously filed with respect to the 2021 Plan and 2021 ESPP, are hereby incorporated by reference.

**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 of the Form S-8 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 introductory note to Part I of Form S-8. The documents containing information specified in this Part I of Form S-8 will be separately provided to the participants covered by the Plans, as specified by Rule 428(b)(1) under the Securities Act.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference herein:

- a) our Annual Report on [Form 20-F](#) (File No. 001-40212) filed with the SEC for the fiscal year ended December 31, 2021, filed with the SEC on March 31, 2022; and
- b) the description of our Ordinary Shares contained in our registration statement on [Form 8-A](#), filed with the SEC on March 12, 2021, and any amendment or report filed with the SEC for the purpose of updating the description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and certain Reports on Form 6-K furnished by the Registrant to the Commission (which indicate that they are incorporated herein by reference) subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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

**Item 8. Exhibit Index.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Registrant's registration statement on Form F-1 (File No. 333-253631) filed with the Commission on March 12, 2021)</u></a>
4.2	<a href="#"><u>Specimen Ordinary Share Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's registration statement on Form F-1 (File No. 333-253631) filed with the Commission on March 12, 2021)</u></a>
4.3	<a href="#"><u>Deposit Agreement dated March 18, 2021, among the Registrant, the depository, and the holders and beneficial owners of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 to the Registrant's registration statement on Form S-8 (File No. 333-254524) filed with the Commission on March 19, 2021.</u></a>
5.1*	<a href="#"><u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the ordinary shares being registered</u></a>
10.1	<a href="#"><u>2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to Amendment No. 1 to the Registrant's registration statement on Form F-1 (File No. 333-253631) filed with the Commission on March 12, 2021)</u></a>
10.2	<a href="#"><u>2021 Employee Share Purchase Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 1 to the Registrant's registration statement on Form F-1 (File No. 333-253631) filed with the Commission on March 12, 2021)</u></a>
23.1*	<a href="#"><u>Consent of PricewaterhouseCoopers Zhong Tian LLP</u></a>
23.2*	<a href="#"><u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page hereto)</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the City of San Diego, State of California, on July 1, 2022.

**CONNECT BIOPHARMA HOLDINGS LIMITED**

By: /s/ Zheng Wei, Ph.D.

Name: Zheng Wei, Ph.D.

Title: Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Zheng Wei, Ph.D. and Steven Chan and each of them, individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, in connection with this registration statement, including to sign in the name and on behalf of the undersigned, this registration statement and any and all amendments thereto, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, or his substitute, 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 on July 1, 2022 in the capacities indicated:

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Zheng Wei, Ph.D.</u> Zheng Wei, Ph.D.	Chief Executive Officer and Member of the Board (Principal Executive Officer)	July 1, 2022
<u>/s/ Steven Chan</u> Steven Chan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 1, 2022
<u>/s/ Wubin (Bill) Pan, Ph.D.</u> Wubin (Bill) Pan, Ph.D.	President and Chairman of the Board	July 1, 2022
<u>/s/ Derek DiRocco, Ph.D.</u> Derek DiRocco, Ph.D.	Member of the Board	July 1, 2022
<u>/s/ Kan Chen, Ph.D.</u> Kan Chen, Ph.D.	Member of the Board	July 1, 2022
<u>/s/ Jean Liu</u> Jean Liu	Member of the Board	July 1, 2022
<u>/s/ Karen J. Wilson</u> Karen J. Wilson	Member of the Board	July 1, 2022
<u>/s/ Kleanthis G. Xanthopoulos, Ph.D.</u> Kleanthis G. Xanthopoulos, Ph.D.	Member of the Board	July 1, 2022

**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Connect Biopharma Holdings Limited, has signed this registration statement on July 1, 2022.

By: /s/ Zheng Wei, Ph.D.

Name: Zheng Wei, Ph.D.

Title: Authorized Signatory



**Our Ref** RDS/752487-000003/20807032v1  
**Direct tel** +852 2971 3046  
**Email** [richard.spooner@maples.com](mailto:richard.spooner@maples.com)

Connect Biopharma Holdings Limited  
Science and Technology Park  
East R&D Building, 3rd Floor  
6 Beijing West Road, Taicang  
Jiangsu Province, China 215400

1 July 2022

Dear Sir or Madam

**Connect Biopharma Holdings Limited (the “Company”)**

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the “**Commission**”) on 1 July 2021 (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 under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of 10,000,000 ordinary shares, par value US\$0.000174 per share, in the capital of the Company (the “**Shares**”), issuable by the Company pursuant to the Company’s 2021 Stock Incentive Plan and 2021 Employee Share Purchase Plan (together, the “**Plans**”, 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).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed copies of the Fifth Amended and Restated Memorandum and Articles of Association of the Company as adopted by a special resolution passed on 12 March 2021 and effective immediately prior to the completion of the initial public offering of the Company’s American Depositary Shares represented its Ordinary Shares (the “**Memorandum and Articles**”), the written resolutions of the members of the Company passed on 12 March 2021 (the “**Shareholder Resolutions**”), the minutes of the meeting of the board of directors of the Company held on 9 March 2021 (the “**Board Minutes**”).

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

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorised.
2. When issued and paid for in accordance with the terms of the Plans and in accordance with the Shareholder Resolutions and the Board Minutes, and when appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.

In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, 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).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands (the “**Companies Act**”), the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These 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. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Shareholder Resolutions and the resolutions set out in the Board Minutes were duly passed in the manner prescribed in the memorandum and articles of association of the Company in force at the relevant time and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out above, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out above, and (h) upon the issue of any Shares, the Company will receive consideration which shall be not less than the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Connect Biopharma Holdings Limited of our report dated March 31, 2022 relating to the financial statements, which appears in Connect Biopharma Holdings Limited's Annual Report on Form 20-F for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers Zhong Tian LLP  
Beijing, the People's Republic of China  
July 1, 2022

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Connect Biopharma Holdings Limited  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title <sup>(1)</sup>	Fee Calculation or Carry Forward Rule	Amount Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
<b>Newly Registered Securities</b>												
Fees to be paid	Equity	Ordinary shares, par value US\$0.000174 per share (1)	Rules 457(c) and 457(h)	8,500,000 <sup>(3)</sup>	US\$0.87 <sup>(3)</sup>	US\$7,480,000	.0000927	US\$693.40				
Fees to be paid	Equity	Ordinary shares, par value US\$0.000174 per share (1)	Rules 457(c) and 457(h)	1,500,000 <sup>(4)</sup>	US\$0.87 <sup>(4)</sup>	US\$1,320,000	.0000927	US\$122.36				
<b>Carry Forward Securities</b>												
Carry Forward Securities	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A	N/A
	Total Offering Amounts							US\$8,800,000	US\$815.76			
	Total Fees Previously Paid							N/A				
	Total Fee Offsets							N/A				
	Net Fee Due							US\$815.76				

- (1) The securities to be registered hereby may be represented by American depository shares, or ADSs, of Connect Biopharma Holdings Limited (the “Registrant”). Each ADS represents one ordinary share, par value of US\$0.000174 per share, of the Registrant (“Ordinary Share”). The Registrant’s ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-254215).
- (2) This registration statement on Form S-8 (this “Registration Statement”) registers Ordinary Shares issuable pursuant to the Registrant’s 2021 Stock Incentive Plan (“2021 Plan”) and 2021 Employee Share Purchase Plan (the “2021 ESPP”, together with the 2019 Plan and 2021 Plan, the “Plans”). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (this “Registration Statement”) also covers an indeterminate number of additional securities which may be offered and issued under the Plans to prevent dilution from stock splits, stock dividends or similar transactions as provided in the Plans.
- (3) The amount to be registered represents the Ordinary Shares available for future issuance or which may become available for issuance under the 2021 Plan in accordance with its terms. The corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices of the Registrant’s ADSs as reported on The Nasdaq Global Market on June 30, 2022.
- (4) The amount to be registered represents the Ordinary Shares available for future issuance or which may become available for issuance under the 2021 ESPP in accordance with its terms. The corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices of the Registrant’s ADSs as reported on The Nasdaq Global Market on June 30, 2022.