

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

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

SAI.TECH GLOBAL CORPORATION
(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 No.)

#01-05 Pearl's Hill Terrace
Singapore, 168976
(Address of principal executive offices, Zip Code)

SAI.TECH Global Corporation 2021 Equity Incentive Plan
(Full title of the plans)

Winston & Strawn LLP
800 Capital Street, Suite 2400
Houston, TX 77002
Tel: 713-651-2600
(Name, address and telephone number, including area code, of agent for service)

With copies to:

Michael J. Blankenship
Douglas C. Lionberger
Winston & Strawn LLP
800 Capitol Street, Suite 2400
Houston, TX 77002
Tel: 713-651-2600

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

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

- * SAI.TECH Global Corporation, a Cayman Islands corporation (the "Registrant"), shall deliver the document(s) containing the information in Part I of this Registration Statement on Form S-8 (the "Registration Statement") to each participant in the SAI.TECH Global 2021 Equity Incentive Plan (the "Plan") as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission"). In each case, such document and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Registrant, are incorporated by reference into this Registration Statement:

- (i) The [prospectus](#) dated March 31, 2022, filed by the Registrant pursuant to Rule 424(b) under the Securities Act, relating to the registration statement on [Form F-4](#), originally filed with the Commission on October 22, 2021, as amended (File No. 333-260418) (other than those portions of such proxy statement/prospectus not deemed to be “filed” with the SEC);
- (ii) The Registrant’s Annual Report on [Form 20-F](#), filed with the Commission on May 31, 2022 (File No. 001-40368);
- (iii) The Registrant’s Reports on Form 6-K furnished to the Commission on [May 2, 2022](#), [May 6, 2022](#), [May 31, 2022](#), [August 3, 2022](#), and [August 17, 2022](#); and
- (iv) The description of the Registrant’s Class A Ordinary Shares, registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “[Exchange Act](#)”) (incorporated by reference to [Exhibit 2.2](#) to the Registrant’s Annual Report on Form 20-F, filed with the Commission on May 31, 2022 (File No. 001-40368)), and as amended by any subsequent amendment or any report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, and all reports on Form 6-K, or portions thereof, subsequently filed by the Registrant which state that they are incorporated by reference herein, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been 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 a 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 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, 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.

Cayman Islands law does 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 amended and restated memorandum and articles of association provides 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, willful default or willful neglect. The Registrant has entered into agreements with its directors and officers to provide contractual indemnification in addition to the indemnification provided for in its amended and restated memorandum and articles of association. The Registrant has purchased a policy of directors' and officers' liability insurance that insures our officers and directors against the costs of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our officers and directors.

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

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

Exhibit No.	Description
4.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 1.1 to Form 6-K, filed with the Commission on May 6, 2022 (File No. 001-40368)).
4.2	SALTECH Global Corporation 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to Form F-4/A, filed with the Commission on March 29, 2022 (File No. 333-260418)).
4.3	Specimen Class A Ordinary Share Certificate (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-1, filed with the Commission on April 22, 2021 (File No. 333-253849)).
4.4	Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1, filed with the Commission on April 22, 2021 (File No. 333-253849)).
5.1*	Opinion of Harney Westwood & Riegels L.P.
23.1*	Consent of Marcum Asia CPAs LLP
23.2*	Consent of Friedman LLP
23.3*	Consent of Audit Alliance LLP
23.4*	Consent of Harney Westwood & Riegels L.P. (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
107*	Filing Fee Table.

* 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 the 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 the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 such information in the Registration Statement; provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic 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 the 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 Section 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 the 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 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Singapore, on October 19, 2022.

SALTECH Global Corporation

By: /s/ Risheng Li

Name: Risheng Li

Title: Chief Executive Officer and Chairman

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Risheng Li, as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 of the Registrant and any subsequent registration statements filed thereto pursuant to Instruction E to Form S-8 (and all further amendments, including post-effective amendments thereto), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and generally to do all such things in their names and behalf in their capacities as officers and directors, as applicable, to enable the Registrant to comply with the provisions of the Securities Act and all requirements of the Commission, granting unto 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 in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact 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, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Risheng Li</u> Risheng Li	Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>	October 19, 2022
<u>/s/ Ian Chow</u> Ian Chow	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	October 19, 2022
<u>/s/ Hao Ge</u> Hao Ge	Director	October 19, 2022
<u>/s/ Yao Shi</u> Yao Shi	Director	October 19, 2022
<u>/s/ Yusen Chen</u> Yusen Chen	Director	October 19, 2022
<u>/s/ Jinlong Zhu</u> Jinlong Zhu	Director	October 19, 2022

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of SAI.TECH Global Corporation, has signed this registration statement or amendment thereto in the City of Houston, State of Texas, on October 19, 2022.

WINSTON & STRAWN LLP

By: /s/ Michael J. Blankenship

Name: Michael J. Blankenship

Title: Authorized Representative

HARNEYS

Harney Westwood & Riegels
3rd Floor, Harbour Place
103 South Church Street
PO Box 10240
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Grand Cayman Cayman Islands
Tel: +1 345 949 8599
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19 October 2022

philip.graham@harneys.com
+1 284 852 2551
PRG/GYW/056136.0001

SAI.TECH Global Corporation
#01-05 Pearl's Hill Terrace
Singapore
168976

Dear SAI.TECH Global Corporation

SAI.TECH Global Corporation (the “Company”)

We are lawyers qualified to practise in the Cayman Islands and have been asked to provide this legal opinion to you with regard to the laws of the Cayman Islands in relation to the Company's S-8 Registration Statement, as may be amended from time to time (the “**Statement**”), and the registration of 1,812,663 Class A Ordinary Share, par value \$0.0001 (the “**Shares**”) that are to be issued to certain individuals in accordance with the Company's 2021 Equity Incentive Plan (the “**Equity Plan**”).

In this opinion the “**Companies Act**” means the Companies Act (2022 Revision) of the Cayman Islands.

For the purposes of giving this opinion, we have examined the Documents (as defined in Schedule 1). We have not examined any other documents, official or corporate records or external or internal registers and have not undertaken or been instructed to undertake any further enquiry or due diligence in relation to the transaction which is the subject of this opinion.

In giving this opinion we have relied upon the assumptions set out in Schedule 2 which we have not verified.

Based solely upon the foregoing examinations and assumptions and having regard to legal considerations which we deem relevant, and subject to the qualifications set out in Schedule 3, we are of the opinion that under the laws of the Cayman Islands:

- 1 **Existence and Good Standing.** The Company is an exempted company duly incorporated with limited liability and is validly existing and in good standing under the laws of the Cayman Islands. It is a separate legal entity and is subject to suit in its own name.

On 19 July 2021 the firm converted to a limited liability partnership pursuant to the Limited Liability Partnership Act 2017 of the laws of the Cayman Islands. Prior to re-registration the name of the firm was Harney Westwood & Riegels. A list of partners is available for inspection at our offices.

Anguilla | Bermuda | British Virgin Islands | Cayman Islands
Cyprus | Hong Kong | London | Luxembourg | Montevideo
São Paulo | Shanghai | Singapore | Vancouver
harneys.com

- 2 **Authorised Capital.** The authorised share capital of the Company is US\$35,000 divided into 330,369,366 Class A Ordinary Shares of par value US\$0.0001 each, 9,630,634 Class B ordinary shares of par value US\$0.0001 each and 10,000,000 preference shares of par value US\$0.0001 each.
- 3 **Capacity and Power.** The execution and delivery of the Statement by the Company and the performance of its obligations thereunder are within the corporate capacity and power of the Company and have been duly authorised and approved by all necessary corporate action of the Company.
- 4 **Shares.** The Shares, as contemplated by the Statement, have been duly authorised by all necessary corporate action of the Company and upon the issue of the Shares (by the entry of the name of the relevant registered owner in the register of members of the Company (the **Register of Members**) confirming that such Shares have been issued credited as fully paid), delivery and payment therefor by the purchaser in accordance with the memorandum and articles of association of the Company (the **Memorandum & Articles**) and the Equity Plan, the Shares will have been validly issued, 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.

This opinion is confined to the matters expressly opined on herein and given on the basis of the laws of the Cayman Islands as they are in force and applied by the Cayman Islands courts at the date of this opinion. We have made no investigation of, and express no opinion on, the laws of any other jurisdiction. We express no opinion as to matters of fact.

This opinion is rendered for your benefit and the benefit of your legal counsel (in that capacity only). Notwithstanding the above we hereby consent to the filing of this opinion letter as an exhibit to the Statement.

Yours faithfully

Harney Westwood & Riegels

Harney Westwood & Riegels

SCHEDULE 1

List of Documents Examined

- 1 The certificate of incorporation dated 26 January 2021 and the amended and restated memorandum and articles of association of the Company as adopted on 29 April 2022.
- 2 A Certificate of Good Standing in respect of the Company issued by the Registrar of Companies dated 27 September 2022.
- 3 A certificate from a director of the Company, a copy of which is attached to this opinion letter (the *Director's Certificate*).
- 4 A copy of the unanimous written resolutions of the board of directors of the Company dated 11 October 2022 (the *Resolutions*).
- 5 The Equity Plan.
- 6 The Statement.

(1 to 6 above are the *Documents*).

SCHEDULE 2

Assumptions

- 1 **Authenticity of Documents.** All original Documents are authentic, all signatures, initials and seals are genuine, all copies of Documents are true and correct copies.
- 2 **Documents.** All matters required by law to be recorded in the Documents are so recorded, and all corporate minutes, resolutions, certificates, documents and records which we have reviewed are accurate and complete, and all facts expressed in or implied thereby are accurate and complete.
- 3 **Director's Certificate.** We have relied upon the statements and representations made in the Director's Certificate as to factual matters.
- 4 **Consideration.** The Company will have received consideration in money or money's worth for each Class A Ordinary Share offered by the Company when issued at the agreed issue price, such issue price in any event not being less than the stated par or nominal value of each Class A Ordinary Share.
- 5 **Minutes.** The Minutes remain in full force and effect.
- 6 **Unseen Documents.** Save for the Documents provided to us there are no resolutions, agreements, documents or arrangements which materially affect, amend or vary the transactions envisaged in the Documents and, in particular, that the entry into and performance of the any of the Documents will not cause any of the parties thereto to be in breach of any agreement or undertaking.
- 7 **No Steps to Wind-up.** The directors and shareholders of the Company have not taken any steps to have the Company struck off or placed in liquidation, no steps have been taken to wind up the Company and no receiver has been appointed over any of the property or assets of the Company.
- 8 **Solvency.** The Company was on the date of execution of this opinion able to pay its debts as they fall due.
- 9 **Foreign Laws.** There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect any opinion given herein.

SCHEDULE 3

Qualifications

- 1 **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 and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, 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).
- 2 **Court Search.** The search of the Register of Writs and other Originating Process of the Grand Court of the Cayman Islands has been undertaken on a digital system made available through the Grand Court of the Cayman Islands (the “*Court’s Digital System*”), and through inadvertent errors or delays in updating the digital system (and/or the Register from which the digital information is drawn) may not constitute a complete record of all proceedings as at the Court Search Date and in particular may omit details of very recent filings. The Court Search of the Court Register would not reveal, amongst other things, an Originating Process filed with the Grand Court which, pursuant to the Grand Court rules or best practice of the Clerk of the Courts’ office, should have been entered in the Court Register but was not in fact entered in the Court Register (properly or at all), or any Originating Process which has been placed under seal or anonymised (whether by order of the Court or pursuant to the practice of the Clerk of the Courts’ office).
- 3 **Good Standing.** The Company shall be deemed to be in good standing at any time if all fees (including annual filing fees) and penalties under the Companies Act have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Companies Act.
- 4 **Sanctions.** The obligations of the Company may be subject to restrictions pursuant to United Nations and United Kingdom sanctions as implemented under the laws of the Cayman Islands.
- 5 **Economic Substance.** We have undertaken no enquiry and express no view as to the compliance of the Company with the International Tax Co-operation (Economic Substance) Act (2020 Revision).



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of SAI.TECH Global Corporation on Form S-8 of our report dated October 15, 2021, with respect to our audits of the consolidated balance sheets of SAITECH Limited as of December 31, 2019 and 2020, and the related consolidated statements of operations and comprehensive (loss)/income, changes in shareholders' equity/(deficit) and cash flows for the period from March 28, 2019 (inception) through December 31, 2019 and for the year ended December 31, 2020, which report appears in the Amendment No. 6 to Form F-4 of TradeUP Global Corporation filed with the SEC on March 29, 2022, and annual report on Form 20-F of SAI.TECH Global Corporation filed with the SEC on May 31, 2022. We were dismissed as auditor on March 29, 2022 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such annual report for the year ended December 31, 2021 and periods after the date of our dismissal.

/s/ Marcum Asia CPAs LLP

Marcum Asia CPAs LLP (Formerly Marcum Bernstein & Pinchuk LLP)

New York, NY

October 19, 2022

NEW YORK OFFICE • 7 Penn Plaza • Suite 830 • New York, New York • 10001

Phone 646.442.4845 • Fax 646.349.5200 • www.marcumasia.com

FRIEDMAN LLP®

ACCOUNTANTS AND ADVISORS

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of SAI.TECH Global Corporation on Form S-8 of our report dated February 18, 2022, with respect to our audit of the financial statements of TradeUP Global Corporation as of December 31, 2021 and for the period from January 26, 2021 (inception) through December 31, 2021, which report appears in SAI.TECH Global Corporation's Annual Report on Form 20-F (File No. 001-40368) and Registration Statement on Form F-4 (File No. 333-260418).

/s/ Friedman LLP

New York, New York
October 19, 2022

One Liberty Plaza, 165 Broadway, 21st Floor, New York, NY 10006 p 212.842.7000

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation in this Registration Statement of SAI.TECH Global Corporation on Form S-8 of our report dated May 31, 2022 with respect to the consolidated financial statements of SAITECH Limited.

We also consent to the reference to our Firm under the heading “Experts” in such Prospectus.

/s/ Audit Alliance LLP

Audit Alliance LLP

Singapore
October 19, 2022

Calculation of Filing Fee Tables

S-8
(Form Type)

SAI.TECH Global Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule (1)	Amount Registered (2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Ordinary Shares, \$0.0001 par value per share	Other	1,812,663	\$ 3.38	\$ 6,126,800.94	\$ 0.00011020	\$ 675.18
Total Offering Amounts					\$ 6,126,800.94		\$ 675.18
Total Fee Offsets							\$ —
Net Fee Due							\$ 675.18

- (1) Fee calculated in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended (the “Securities Act”).
- (2) 1,812,663 Class A Ordinary Shares of SAI.TECH Global Corporation, a Cayman Islands exempted company (the “Registrant”) covered by this Registration Statement on Form S-8 (the “Registration Statement”) are authorized and reserved for issuance under the SAI.TECH Global Corporation 2021 Equity Incentive Plan (the “Plan”). In accordance with Rule 416(a) under the Securities Act, this Registration Statement shall be deemed to cover any additional shares of the Registrant’s Class A Ordinary Shares that become issuable under the Plan as the result of a stock split, stock dividend or similar adjustment of the outstanding Class A Ordinary Shares of the Registrant.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act. Such computation is based on the average of the high and low prices of the Registrant’s Class A Ordinary Shares on the Nasdaq Capital Market on October 17, 2022, a date within five business days of the date of this Registration Statement.