As filed with the Securities and Exchange Commission on September 8, 2026

Registration No. [ ]

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

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

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

Cayman Islands	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

c/o #266A South Bridge Road, #02-01 Singapore (058815)
(Address, including zip code, of Registrant's principal executive offices)

SAI.TECH Global Corporation 2021 Equity Incentive Plan
SAI.TECH Global Corporation 2023 Equity Incentive Plan
(Full title of the plan)

Jianwei Li
SAIHEAT Limited
437 MADISON AVENUE, 27TH FLOOR
NEW YORK, NY 10022
Tel: (732) 910-9692
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Sally Yin, Esq.
Hunter Taubman Fischer & Li LLC
950 Third Avenue, 19th Floor
New York, New York 10022
Tel: (929) 226-4130

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

SAIHEAT Limited (the "Registrant") is filing this Registration Statement on Form S-8 (this "Registration Statement") for the purpose of registering an additional 150,961 Class A ordinary shares, par value US$0.0015 per share of the Registrant (the "Class A Ordinary Shares"), and 216,658 Class A Ordinary Shares, for issuance pursuant to the Registrant's SAI.TECH Global Corporation 2021 Equity Incentive Plan (the "2021 Plan") and SAI.TECH Global Corporation 2023 Equity Incentive Plan (the "2023 Plan"), respectively. Except as noted, the additional shares are being registered because of the operation of the automatic annual increase provision contained in the 2021 Plan and the 2023 Plan, pursuant to which the number of shares available for issuance under the 2021 Plan increases annually on January 1 of each year from 2023 to 2032; the number of shares available for issuance under the 2023 Plan increases annually on January 1 of each year from 2024 to 2033.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

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

* The documents containing the information specified in this Part I of Form S-8 (Plan Information and Registration Information and Employee Plan Annual Information) will be sent or given to recipients of the grants under the 2021 Plan and the 2023 Plan as specified by the U.S. Securities and Exchange Commission (the "Commission") pursuant to Rule 428(b)(1) of the Securities Act. Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b) of the Securities Act, and will include the address and telephone number to which the request is to be directed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3 Incorporation of Documents by Reference.

SAIHEAT Limited (the "Registrant") hereby incorporates by reference into this Registration Statement on Form S-8 (this "Registration Statement") the following documents previously filed with the U.S. Securities and Exchange Commission (the "Commission"):

a. The Registrant's annual report on Form 20-F filed with the Commission on April 30, 2026, which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed;

b. The Registrant's Reports on Form 6-K filed on (except for the portions of such reports deemed to be furnished and not filed) June 5, 2026, August 10, 2026, August 13, 2026 and August 26, 2026;

c. 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") (filed as Exhibit 2.2 to the Registrant's Annual Report on Form 20-F, filed with the Commission on April 19, 2023), and as may be amended by any subsequent amendment or any report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 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 that indicates that all securities offered hereby have been sold or that de-registers all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement 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 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 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 fifth amended and restated memorandum and articles of association adopted by special resolution dated April 24, 2026 provides that every director and officer (which for the avoidance of doubt, shall not include auditors of the Registrant), together with every former director and former officer (each an "Indemnified Person") shall be indemnified out of the assets of the Registrant against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud, wilful neglect or wilful default. No Indemnified Person shall be liable to the Registrant for any loss or damage incurred by the Registrant as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud, wilful neglect or wilful default of such Indemnified Person. No Person shall be found to have committed actual fraud, wilful neglect or wilful default unless or until a court of competent jurisdiction shall have made a finding to that effect. The Registrant intends to purchase 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.

Exhibit Number	Description
4.1	Fifth Amended and Restated Memorandum and Articles of Association of the Company currently in effect (incorporated herein by reference to Exhibit 3.2 to Form 6-K as filed with the Securities and Exchange Commission on April 28, 2026)
5.1	Opinion of Harney Westwood & Riegels as to the legality of the securities being registered.
23.1	Consent of Harney Westwood & Riegels (contained in Exhibit 5.1).
23.2	Consent of Audit Alliance LLP.
23.3	Consent of Assentsure PAC.
24.1	Powers of Attorney (included on the signature page of this Registration Statement).
99.1	SAI.TECH Global Corporation 2021 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.9 to Form F-4/A (File No. 333-260418) as filed with the Securities and Exchange Commission on March 29, 2022)
99.2	SAI.TECH Global Corporation 2023 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to Form 6-K (File No. 001-40368) as filed with the Securities and Exchange Commission on September 14, 2023)
107	Filing Fee Table

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. 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 Filing 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 this Registration Statement or any material change to such information in this 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.

(4) To file a post-effective amendment to the Registration Statement to include any financial statements required by "Item 8.A. of Form 20-F (17 CFR 249.220f)" at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, provided that the Registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements.

(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 into 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 indemnity provisions summarized in Item 6, 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 of 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.

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 Singapore, on September 8, 2026.

SAIHEAT Limited

By: */s/ Jianwei Li*
JIANWEI LI
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jianwei Li as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, and full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her 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 in the capacities and on the dates indicated.

Signature	Date
/s/ Jianwei Li Jianwei Li *Chief Executive Officer, Acting Chief Financial Officer and Chairman of the Board* *(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)*	September 8, 2026
/s/ Hao Ge Hao Ge *Director*	September 8, 2026
/s/ Lulu Zhou Lulu Zhou *Independent Director*	September 8, 2026
/s/ Junfei Ren Junfei Ren *Independent Director*	September 8, 2026
/s/ Tianshi Yang Tianshi Yang *Independent Director*	September 8, 2026

Exhibit 5.1

HARNEYS

Harney Westwood & Riegels
14th Floor, Alexandra House
18 Chater Road
Central
Hong Kong
Tel: +852 5806 7800
Fax: +852 5806 7810

8 September 2026

SAIHEAT Limited
3-212 Governors Square
23 Lime Tree Bay Avenue
P.O. Box 30746, Seven Mile Beach
Grand Cayman KY1-1203
Cayman Islands

Dear Sir or Madam

SAIHEAT Limited (the *Company*)

We are lawyers qualified to practise in the Cayman Islands and have acted as Cayman Islands legal advisers to the Company in connection with the Company's registration statement on Form S-8, including all amendments or supplements thereto, to be filed on or around the date of this opinion with the Securities and Exchange Commission (the ***Commission***) under the United States Securities Act of 1933, as amended (the ***Securities Act***) (the ***Registration Statement***), relating to the registration of 150,961 class A ordinary shares of a par value of US$0.0015 each of the Company (the ***Class A Ordinary Shares***), and 216,658 Class A Ordinary Shares, for issuance pursuant to the 2021 Plan and the 2023 Plan (each as defined in Schedule 1), respectively (the ***Shares***).

We are furnishing this opinion as Exhibit 5.1 and 23.1 to the Registration Statement.

For the purposes of giving this opinion, we have examined the Documents (as defined in Schedule 1) which we regard as necessary in order to issue this opinion. 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 independently verified.

Based solely upon the foregoing examinations and assumptions and upon such searches as we have conducted 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 a company duly incorporated with limited liability, and is validly existing and in good standing under the laws of the Cayman Islands. The Company is a separate legal entity and is subject to suit in its own name.

2 **Valid Issuance of Shares.** The Shares, when authorised to be issued, sold and paid for in the manner described in the 2021 Plan and the 2023 Plan, and in accordance with the Resolutions (as defined in Schedule 1) and, when allotted, issued and fully paid for in accordance with the 2021 Plan, the 2023 Plan, and the Registration Statement, and when the names of the shareholders are entered in the register of members of the Company, will be validly issued, fully paid and non-assessable.

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. Except as specifically stated herein, we express no opinion as to matters of fact.

In connection with the above opinion, we hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ Harney Westwood & Riegels
Harney Westwood & Riegels

SCHEDULE 1

List of Documents and Records Examined

1 A copy of the certificate of incorporation of the Company dated 26 January 2021;

2 A copy of the certificate of incorporation on change of name of the Company dated 29 April 2022;

3 A copy of the certificate of incorporation on change of name of the Company dated 26 August 2024;

4 A copy of the fifth amended and restated memorandum and articles of association of the Company adopted by special resolution dated 24 April 2026;

5 A copy of the register of directors the Company provided to us on 27 August 2026;

6 The Register of Writs and other Originating Process of the Grand Court of the Cayman Islands (the ***Court Register***) via the Court's Digital System (as defined below) from the incorporation date of the Company to 7 September 2026 (the ***Court Search Date***);

7 A copy of the executed unanimous written resolutions of the board of directors of the Company dated 11 October 2022;

8 A copy of the executed unanimous written resolutions of the directors of the Company dated 14 September 2023;

9 A copy of the executed unanimous written resolutions of the board of directors of the Company dated 1 September 2026;

(7 to 9 above are the ***Resolutions***);

10 A copy of the certificate of good standing in respect of the Company issued by the Registrar of Companies in the Cayman Islands dated 4 September 2026;

11 A copy of the certificate from a director of the Company dated 7 September 2026, a copy of which is attached hereto (the ***Director's Certificate***);

12 The Registration Statement filed with the Commission on or about the date of this opinion;

13 A copy of the SAI.TECH Global Corporation 2021 Equity Incentive Plan (the ***2021 Plan***); and

14 A copy of the SAI.TECH Global Corporation 2023 Equity Incentive Plan (the ***2023 Plan***).

(1 to 11 above are the ***Corporate Documents***, and 1 to 14 above are the ***Documents***).

SCHEDULE 2

Assumptions

1 **Authenticity of Documents.** Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals. All original Documents are authentic, all signatures, initials and seals are genuine.

2 **Corporate Documents.** All matters required by law to be recorded in the Corporate 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 as at the date of the passing of the Resolutions.

3 **Director's Certificate**. The contents of the Director's Certificate are true and accurate as at the date of this opinion and there is no information not contained in the Director's Certificate that will in any way affect this opinion.

4 **No Steps to Wind-up**. The directors and shareholders of the Company have not taken any steps to appoint a liquidator of the Company and no receiver has been appointed over any of the Company's property or assets.

5 **Court Search.** The Court Register examined by us for the period from the date of incorporation of the Company to the Court Search Date via the Court's Digital System on the Court Search Date, constitutes a complete record of the proceedings for such period before the Grand Court of the Cayman Islands.

6 **Resolutions.** The Resolutions have been duly executed by or on behalf of the directors, and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed. The Resolutions remain in full force and effect.

7 **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 Registration Statement.

SCHEDULE 3

Qualifications

1 **Foreign Statutes.** We express no opinion in relation to provisions making reference to foreign statutes in the Registration Statement.

2 **Commercial Terms.** 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.

3 **Meaning of Non-Assessable.** In this opinion 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).

4 **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 Law have been paid and the Registrar of Companies in the Cayman Islands has no knowledge that the Company is in default under the Law.

5 **Court Search**. The search of the Court Register 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 such digital system (and/or the Court 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 search of the Court Register would not reveal, amongst other things, any writ, originating summons, originating motion, petition (including any winding-up petition), counterclaim or third party notice (***Originating Process***) filed with the Grand Court of the Cayman Islands which, pursuant to the rules of the Grand Court of the Cayman Islands 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).

6 **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 (Revised).

Exhibit 23.2

AUDIT ALLIANCE LLP®

A Top 18 Audit Firm
10 Anson Road, #20-16 International Plaza, Singapore 079903.

UEN: T12LL1223B GST Reg No: M90367663E Tel: (65) 6227 5428

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 28, 2025, with respect to the consolidated financial statements of SAIHEAT Limited and its subsidiaries, appearing in its Annual Report on Form 20-F for the year ended December 31, 2025.

/s/ Audit Alliance LLP

Singapore
September 8, 2026

Exhibit 23.3

Assentsure PAC
UEN – 201816648N
180B Bencoolen Street #03-01
The Bencoolen Singapore 189648
http://www.assentsure.com.sg

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 30, 2026, with respect to the consolidated financial statements of SAIHEAT Limited and its subsidiaries, appearing in its Annual Report on Form 20-F for the year ended December 31, 2025.

/s/ Assentsure PAC

Singapore
September 8, 2026

CALCULATION OF FILING FEE TABLES

S-8

SAIHEAT Limited

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A ordinary shares, par value $0.0015 per share	(1)	Other	367,619	$ 26.17	$ 9,620,589.23	0.0001381	$ 1,328.61
					Total Offering Amounts:	$ 9,620,589.23		1,328.61
					Total Fee Offsets:			0.00
					Net Fee Due:			$ 1,328.61

Offering Note(s)

(1) This registration statement on Form S-8 (this "Registration Statement") registers Class A ordinary shares, par value of $0.0015 per share (the "Class A Ordinary Shares"), of SAIHEAT Limited (the "Registrant") issuable pursuant to SAI.TECH Global Corporation 2021 Equity Incentive Plan (the "2021 Plan") and SAI.TECH Global Corporation 2023 Equity Incentive Plan (the "2023 Plan," and together with the 2021 Plan, the "Plans"). Pursuant to the Plans, (i) an additional 150,961 Class A Ordinary Shares are issuable under the 2021 Plan, and (ii) an additional 216,658 Class A Ordinary Shares are issuable under the 2023 Plan. In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional securities which may be offered and issued under the Plans to prevent dilution from share splits, share dividends, or similar transactions as provided in the Plans.

Estimated for the sole purpose of computing the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act. The price per share and aggregate offering price are based on the average of the high and low prices of the Registrant's Class A Ordinary Shares on September 4, 2026, as reported on the Nasdaq Capital Market.