

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

## FORM S-8

## REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**FANHUA INC.**

(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)

60/F, Pearl River Tower  
No.15 West Zhujiang Road  
Tianhe District, Guangzhou 510623  
People's Republic of China  
(Address of Principal Executive Offices and Zip Code)

**FANHUA Inc. Share Incentive Plan**  
(Full title of the plan)

**COGENCY GLOBAL INC.**  
**122 East 42nd Street, 18th Floor**  
**New York, NY 10168**  
**Tel: (800) 221-0102**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐  
Non-accelerated filer ☐

Accelerated filer ☒  
Smaller reporting company ☐  
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

*Copies to:*

**Yihan Hu**  
**Chief Executive Officer**  
**FANHUA Inc.**  
**60/F, Pearl River Tower**  
**No.15 West Zhujiang Road**  
**Tianhe District Guangzhou, Guangdong 510623**  
**People's Republic of China**  
**(86 20) 8388-6888**

**David T. Zhang, Esq.**  
**Kirkland & Ellis**  
**26th Floor, Gloucester Tower**  
**The Landmark**  
**15 Queen's Road Central**  
**Hong Kong S.A.R., China**  
**(852) 3761-3300**

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this registration statement on Form S-8 in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the share incentive plan covered by this registration statement as specified by Rule 428(b)(1) under the Securities Act.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

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

- (a) The Registrant’s annual report on [Form 20-F](#) for the fiscal year ended December 31, 2022 filed with the Commission on April 25, 2023 (the “Form 20-F”), as amended by Amendment No. 1 to the [Form 20-F](#) filed with the Commission on May 22, 2023;
- (b) The Registrant’s reports on Form 6-K furnished to the Commission on [February 7, 2023](#), [February 8, 2023](#), [March 14, 2023](#), [May 30, 2023](#), [July 3, 2023](#), [August 29, 2023](#) and [September 1, 2023](#); and
- (c) The description of the Registrant’s ordinary shares contained in its registration statement on [Form 8-A](#) filed with the Commission on October 25, 2007 as modified by the description of the Registrant’s ordinary shares contained in [Exhibit 2.4](#) to the Registrant’s annual report on [Form 20-F](#) for the fiscal year ended December 31, 2021 filed with the Commission on April 29, 2022.

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.

#### 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 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 civil fraud or the consequences of committing a crime. The Registrant’s amended and restated memorandum and articles of association provide, to the fullest extent permitted by law, every director and officer of the Company for the time being and from time to time shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him in connection with the execution or discharge of his duties, powers, authorities or discretions as a director or officer of the Company, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere. The Registrant’s amended and restated memorandum and articles of association also provide that no such director or officer of the Company shall be liable to the Company for any loss or damage unless such liability arises through the willful neglect or default of such director or officer.

Pursuant to the indemnification agreement, the form of which was filed as Exhibit 10.3 to the Registrant’s Registration Statement on Form F-1 (file No. 333-146605) filed with the Commission on October 10, 2007, the Registrant has agreed to indemnify its directors and officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being directors or officers of the Registrant.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See the Index to Exhibits attached hereto.

**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; 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 that information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in 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 this 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 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 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 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 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 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, 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 Guangzhou, Guangdong Province, China, on September 11, 2023.

### FANHUA Inc.

By: /s/ Yinan Hu

Name: Yinan Hu

Title: Co-Chairman and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby authorizes and appoints Mr. Yinan Hu, with full power to act alone, as his or her 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 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact 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.

Signature	Title	Date
<u>/s/ Yinan Hu</u> Yinan Hu	Co-Chairman and Chief Executive Officer (principal executive officer)	September 11, 2023
<u>/s/ Ben Lin</u> Ben Lin	Co-Chairman and Chief Strategy Officer (principal executive officer)	September 11, 2023
<u>/s/ Peng Ge</u> Peng Ge	Director and Chief Financial Officer (principal financial officer)	September 11, 2023
<u>/s/ Yunxiang Tang</u> Yunxiang Tang	Director	September 11, 2023
<u>/s/ Stephen Markscheid</u> Stephen Markschied	Director	September 11, 2023
<u>/s/ Allen Warren Lueth</u> Allen Warren Lueth	Director	September 11, 2023
<u>/s/ Mengbo Yin</u> Mengbo Yin	Director	September 11, 2023

**Signature of Authorized U.S. Representative of Registrant**

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of FANHUA Inc., has signed this registration statement or amendment thereto in New York, New York on September 11, 2023.

**Authorized U.S. Representative**

COGENCY GLOBAL INC.

By: /s/ Collen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President on behalf of Cogency Global Inc.

## EXHIBIT INDEX

Exhibit Number	Description
4.1	<a href="#"><u>Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the registration statement of the Registrant on Form F-1, as amended (File No. 333-146605))</u></a>
4.2	<a href="#"><u>Amendments to the Articles of Association adopted by the shareholders of the Registrant on December 18, 2008 (incorporated by reference to Exhibit 99.2 to the report of the Registrant on Form 6-K furnished to the Commission on December 22, 2008)</u></a>
4.3	<a href="#"><u>Amendments to the Articles of Association adopted by the shareholders of the Registrant on December 06, 2016 (incorporated by reference to Exhibit 1.3 to the annual report of the Registrant on Form 20-F furnished to the Commission on April 19, 2017)</u></a>
4.4	<a href="#"><u>Form of Deposit Agreement among the Registrant, the depositary, and owners and beneficial owners of American Depositary Receipts (incorporated by reference to Exhibit 99.1 to the registration statement of the Registrant on Form F-6 (File No. 333-146765))</u></a>
4.5	<a href="#"><u>Amendments to the Form of Deposit Agreement among the Registrant, the depositary, and owners and beneficial owners of American Depositary Receipts effective November 28, 2017 (incorporated by reference to Exhibit 99.A to the registration statement of the Registrant on Form F-6, as amended (File No. 333-146765))</u></a>
4.6	<a href="#"><u>Amendments to the Form of Deposit Agreement among the Registrant, the depositary, and owners and beneficial owners of American Depositary Receipts effective November 16, 2022 (incorporated by reference to Exhibit 99.A to the registration statement of the Registrant on Form F-6, as amended (File No. 333-146765))</u></a>
5.1*	<a href="#"><u>Opinion of Maples and Calder (Hong Kong) LLP, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered</u></a>
23.1*	<a href="#"><u>Consent of Deloitte Touche Tohmatsu Certified Public Accountants 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>
99.1	<a href="#"><u>2022 Share Incentive Plan (incorporated by reference to Exhibit 4.10 to the annual report on Form 20-F of the Registrant filed with the Commission on April 25, 2023)</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

## [MAPLES AND CALDER LETTERHEAD]

Ref:1YCU/628018-000001/27366578v2

Fanhua Inc.  
60/F, Pearl River Tower  
No. 15 West Zhujiang Road  
Guangzhou, Guangdong 510623  
People's Republic of China

11 September 2023

Dear Sirs

**Fanhua Inc. (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 September 11 2023 (the “**Registration Statement**”) relating to the registration under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of 161,143,768 ordinary shares, par value US\$0.001 per share (the “**Shares**”), issuable by the Company pursuant to the Company’s 2022 Share Incentive Plan (the “**Plan**”).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the amended and restated memorandum and articles of association of the Company adopted by special resolution passed on 6 December 2016 (the “**Memorandum and Articles**”), and the written resolutions of the board of directors of the Company dated 12 August 2022 and 5 September 2023 (the “**Resolutions**”).

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 authorized.
2. When issued and paid for in accordance with the terms of the Plan and in accordance with the Resolutions, 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).

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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 Resolutions were duly passed in the manner prescribed in the Memorandum and Articles 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, and (g) upon the issue of any Shares, the Company will receive consideration which shall be equal to at least the par value of such Shares.

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

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this registration statement on Form S-8 of our reports dated April 25, 2023, relating to the financial statements of FANHUA Inc. (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 20-F of FANHUA Inc. for the year ended December 31, 2022.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shenzhen, the People’s Republic of China

September 11, 2023

## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)

**FANHUA Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title <sup>(1)</sup>	Fee Calculation Rule	Amount Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, par value US\$0.001 per share	Other <sup>(3)</sup>	161,143,768	\$ 0.3480 <sup>(3)</sup>	\$ 56,078,031	\$ 0.0001102	\$ 6,179.80
<b>Total Offering Amounts</b>					<b>\$ 56,078,031</b>		<b>\$ 6,179.80</b>
<b>Total Fee Offsets</b>							<b>—</b>
<b>Net Fee Due</b>							<b>\$ 6,179.80</b>

- (1) These shares may be represented by the Registrant's American depositary shares, or ADSs, each of which represents twenty ordinary shares. The Registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-146765).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from share splits, share dividends, or similar transactions as provided in the Registrant's 2022 Share Incentive Plan (the "2022 Plan"). Any ordinary shares covered by an award granted under the 2022 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 ordinary shares that may be issued under the 2022 Plan.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act solely for the purposes of calculating the registration fee on the basis of the average of the high and low prices for the Registrant's ADSs, as reported on the Nasdaq Global Select Market on September 7, 2023., adjusted for ADS to ordinary share ratio.