

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

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

INTCHAINS GROUP LIMITED

(Exact Name of Registrant as Specified in Its Charter)

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

Not Applicable
(I.R.S. Employer
Identification No.)

c/o Building 16, Lane 999, Xinyuan South Road,
Lin-Gang Special Area,
Pudong, Shanghai, 201306
People's Republic of China
+86 021 58961080

(Address, Including Zip Code, of Principal Executive Offices)

2022 Share Incentive Plan of Intchains Group Limited
(Full Title of the Plan)

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

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Chaowei Yan
Chief Financial Officer
Intchains Group Limited
c/o Building 16, Lane 999, Xinyuan
South Road, Lin-Gang Special Area
Pudong, Shanghai, 201306
People's Republic of China
+86 021 58961080

Ning Zhang, Esq.
Louise L. Liu, Esq.
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15 Queen's Road Central
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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.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the “**Commission**”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents previously filed or furnished by the Registrant with the Commission are incorporated herein by reference in this Registration Statement:

- (a) The Registrant's Annual Report on [Form 20-F](#) for its fiscal year ended December 31, 2023, filed with the Commission on March 18, 2024 (Commission File No. 001-41500);
- (b) The Registrant's current reports on [Form 6-K](#), furnished on February 29, 2024 (Commission File No. 001-41500) under the Exchange Act;
- (c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by its Annual Report referred to in (A) above (other than information deemed to have been "furnished" rather than "filed" in accordance with the SEC's rules); and
- (d) The description of the Registrant's Class A ordinary shares set forth under "Description of Share Capital" in the Registration Statement on Form [F-1 \(Commission File No. 333-265756\)](#), originally filed with the Commission on June 22, 2022 and as subsequently amended and supplemented.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that, unless expressly incorporated into this registration statement, documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is 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, except as so modified or amended, 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 articles of association may provide indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to the public interest, such as providing indemnification against civil fraud or the consequences of committing a crime. The Registrant's amended and restated memorandum and articles of association provides for indemnification of officers and directors to maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their fraud or dishonesty.

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

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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 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 a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent 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 (1)(i) and (1)(ii) do not apply if the information required to be included in the 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 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 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 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.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	<u>Form of Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form F-1 (registration number 333-265756)).</u>
4.2	<u>Registrant's Specimen Certificate for Class A ordinary shares (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form F-1 (registration number 333-265756)).</u>
4.3	<u>Deposit Agreement by and among the Registrant, the Depository and the holders of the American depositary Receipts (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form F-1 (registration number 333-265756)).</u>
5.1*	<u>Opinion of Conyers Dill & Pearman (opinion re legality).</u>
23.1*	<u>Consent of Mazars USA LLP</u>
23.2*	<u>Consent of Conyers Dill & Pearman (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included in this Registration Statement under "Signatures").</u>
99.1	<u>2022 Share Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form F-1 (registration number 333-265756)).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on March 25, 2024.

Intchains Group Limited

By: /s/ Qiang Ding

Name: Qiang Ding

Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Qiang Ding as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, 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, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with 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 and about the premises, as fully to 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 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 below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
By: <u>/s/ Qiang Ding</u> Qiang Ding	Chairman and Chief Executive Officer (Principal Executive Officer)	March 25, 2024
By: <u>/s/ Chaohua Sheng</u> Chaohua Sheng	Chief Technology Officer and Director	March 25, 2024
By: <u>/s/ Chaowei Yan</u> Chaowei Yan	Chief Financial Officer (Principal Financial Officer)	March 25, 2024
By: <u>/s/ Conway Kong-Wai Lee</u> Conway Kong-Wai Lee	Independent Director	March 25, 2024
By: <u>/s/ Qingyang Gu</u> Qingyang Gu	Independent Director	March 25, 2024
By: <u>/s/ Weiping Ma</u> Weiping Ma	Independent Director	March 25, 2024

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this registration statement in Newark, Delaware on March 25, 2024.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Donald J. Puglisi
Managing Director

CONYERS

CONYERS DILL & PEARMAN

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25 March, 2024

Matter No.: 838334

(852) 2842 9556

Christopher.Bickley@conyers.com

Intchains Group Limited

Building 16, Lane 999
Xinyuan South Road
Lin-Gang Area
Pudong, Shanghai, 201306
People's Republic of China

Dear Sirs,

Re: Intchains Group Limited (the "Company")

We have acted as special legal counsel in the Cayman Islands to the Company in connection with a registration statement on Form S-8 (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 U.S. Securities Act of 1933, as amended, (the "**Securities Act**") of 524,874 ordinary shares of par value US\$0.000001 each of the Company (the "**Shares**") issuable pursuant to the Company's 2022 Share Incentive Plan (the "**Share Incentive Plan**").

1. DOCUMENTS REVIEWED

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

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

We have also reviewed copies of:

- 1.3 the memorandum and articles of association of the Company;
- 1.4 the unanimous written resolutions of the directors of the Company dated as of 12 July, 2022 and the written resolutions of all of the shareholders of the Company dated as of 12 July, 2022 (collectively, the "**Resolutions**");

- 1.5 a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 20 March, 2024 (the “**Certificate Date**”); and
- 1.6 such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

2. ASSUMPTIONS

We have assumed:

- 2.1 the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken;
- 2.2 that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention;
- 2.3 the accuracy and completeness of all factual representations made in the Registration Statement and the Share Incentive Plan and other documents reviewed by us;
- 2.4 that the Resolutions were passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended;
- 2.5 that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein;
- 2.6 that there is no provision of any award agreement, incentive share option, non-qualified share option, restricted shares, restricted share units, performance award or other types of awards otherwise granted pursuant to the Share Incentive Plan which would have any implication in relation to the opinions expressed herein;
- 2.7 that upon issue of the Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof;
- 2.8 that on the date of issuance of any of the Shares, the Company will have sufficient authorised but unissued Shares;
- 2.9 that on the date of issuing of any awards under the Share Incentive Plan, the Company is able to pay its liabilities as they become due;
- 2.10 the issue of any Shares are made in accordance with the terms and conditions of the Share Incentive Plan; and

2.11 the number of Shares which may be delivered pursuant to the Share Incentive Plan are within the limit provided under the Share Incentive Plan.

3. QUALIFICATIONS

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

4. OPINION

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

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

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

Yours faithfully,

/s/ Conyers Dill & Pearman
Conyers Dill & Pearman

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement of Intchains Group Limited on Form S-8 of our report dated March 18, 2024 on the consolidated financial statements of Intchains Group Limited as of December 31, 2023 and 2022 and for each of the years in the three-year period ended December 31, 2023, which appears in the Annual Report on Form 20-F of Intchains Group Limited for the year ended December 31, 2023.

/s/ Mazars USA LLP
New York, New York
March 25, 2024

Calculation of Filing Fee Tables

S-8
(Form Type)

Intchains Group Limited
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽²⁾ ⁽⁴⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Class A ordinary shares, par value US\$0.000001 per share	457 (c) and (h)	524,874 ⁽³⁾	US\$4.54 ⁽³⁾	US\$2,382,927.96	US\$147.60 per US\$1,000,000	US\$351.72
Total Offering Amounts					US\$2,382,927.96		US\$351.72
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							US\$351.72

- (1) The Class A ordinary shares of Intchains Group Limited (the “**Registrant**”) registered hereunder are represented by the Registrant’s American depositary shares (“**ADSs**”), each representing two Class A ordinary shares, par value US\$0.000001 per share. The registrant’s ADSs issuable upon deposit of the Class A ordinary shares have been registered under a separate registration statement on Form F-6 (333-267154).
- (2) Represents Class A ordinary shares which are issuable under the 2022 Share Incentive Plan of the Registrant. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this registration statement is deemed to cover an indeterminate number of Class A ordinary shares which may be offered and issued to prevent dilution resulting from share splits, share dividends or similar transactions as provided in the 2022 Share Incentive Plan.
- (3) Represents Class A ordinary shares to be issued pursuant to the 2022 Share Incentive Plan. The 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 US\$9.08 per ADS, the average of the high and low prices for the Registrant’s ADSs as quoted on the Nasdaq Capital Market on March 20, 2024.
- (4) Any Class A ordinary share covered by an award granted under the 2022 Share Incentive Plan (or portion of an award) that is forfeited, canceled or otherwise expired for any reason without having been exercised shall be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A ordinary shares which may be issued under the 2022 Share Incentive Plan.