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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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**Genetron Holdings Limited**

(Exact Name of Registrant as Specified in Its Charter)

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

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**1-2/F, Building 11, Zone 1,  
No.8 Life Science Parkway  
Changping District, Beijing, 102206  
People's Republic of China  
+86 10 5090-7500**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**2019 Genetron Health Share Incentive Plan  
2019 Genetron Health Share Incentive Scheme**  
(Full title of the plans)

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**Cogency Global Inc.  
122 East 42nd Street, 18th Floor  
New York, NY 10168  
(800) 221-0102**

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

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**Sizhen Wang**  
**Chief Executive Officer**  
**1-2/F, Building 11, Zone 1**  
**No.8 Life Science Parkway**  
**Changping District, Beijing, 102206**  
**People's Republic of China**  
**+86 10 5090-7500**

**Copy to:**  
**Li He, Esq.**  
**Davis Polk & Wardwell LLP**  
**c/o 18th Floor, The Hong Kong Club**  
**Building**  
**3A Chater Road, Central**  
**Hong Kong**  
**+852 2533-3300**

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**James C. Lin, Esq.**  
**Davis Polk & Wardwell LLP**  
**c/o 18th Floor,**  
**The Hong Kong Club Building**  
**3A Chater Road, Central**  
**Hong Kong**  
**+852 2533-3300**

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  (Do not check if a smaller reporting company) 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.

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered <sup>(1)</sup>	Amount to be Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee <sup>(7)</sup>
Ordinary shares, par value \$0.00002 per share	23,293,767 <sup>(3)</sup>	\$0.03 <sup>(3)</sup>	\$698,813.01	\$76.24
Ordinary shares, par value \$0.00002 per share	2,685,000 <sup>(4)</sup>	\$0.99 <sup>(4)</sup>	\$2,648,752.50	\$288.98
Ordinary shares, par value \$0.00002 per share	28,812,833 <sup>(5)</sup>	\$4.14 <sup>(5)</sup>	\$119,270,722.20	\$13,012.44
<b>Total</b>	<b>54,791,600<sup>(6)</sup></b>	<b>—</b>	<b>\$122,618,287.71</b>	<b>\$13,377.66</b>

- (1) The ordinary shares of Genetron Holdings Limited (the “Registrant”) registered hereunder are represented by the Registrant’s American depositary shares (“ADSs”), with each ADS representing five ordinary shares, par value \$0.00002 per share. The registrant’s ADSs issuable upon deposit of the ordinary shares have been registered under a separate registration statement on Form F-6 (333-235249).
- (2) Represents ordinary shares issuable under the 2019 Genetron Health Share Incentive Plan (the “2019 Plan”) and the 2019 Genetron Health Share Incentive Scheme (the “2019 Scheme”, and together with the 2019 Plan, the “Plans”) 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 ordinary shares which may be offered and issued to prevent dilution resulting from share splits, share dividends or similar transactions as provided in the Plans.
- (3) Represents (i) ordinary shares issuable upon the exercise of outstanding options previously granted, (ii) outstanding restricted shares previously granted, and (iii) ordinary shares issuable in connection with outstanding restricted share units previously granted, each under the 2019 Plan as of the date of this registration statement. The maximum offering price per share represents the average exercise price of the options and the purchase price of restricted share units and restricted shares which have been already granted and are outstanding under the 2019 Plan.
- (4) Represents (i) ordinary shares issuable upon the exercise of outstanding options previously granted, (ii) outstanding restricted shares previously granted, and (iii) ordinary shares issuable in connection with outstanding restricted share units previously granted, each under the 2019 Scheme as of the date of this registration statement. The maximum offering price per share represents the average exercise price of the options and the purchase price of restricted share units and restricted shares which have been already granted and are outstanding under the 2019 Scheme.
- (5) Represents ordinary shares to be issued pursuant to the Plans. 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\$20.70 per ADS, the average of the high and low prices for the Registrant’s ADSs as quoted on the Nasdaq Global Market on January 15, 2021 and adjusted for the ordinary share-to-ADS ratio.
- (6) Any ordinary shares covered by an award granted under the Plans (or portion of an award) that is forfeited, cancelled or otherwise expires for any reason without having been exercised shall be deemed not to have been issued for purposes of determining the maximum aggregate number of ordinary shares which may be issued under the Plans.
- (7) Pursuant to Rule 457(p) under the Securities Act, the Registrant hereby offsets a portion of the registration fee for this registration statement on Form S-8 by US\$4,205.52, which represents the entirety of the registration fee of US\$4,205.52 previously paid with respect to the 12,000,000 unsold securities previously registered on the Registrant’s Registration Statement on Form F-1 (File No. 333- 234805) initially filed by the Registrant with the Securities and Exchange Commission on November 21, 2019 and declared effective on June 18, 2020.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

**ITEM 1. PLAN INFORMATION\***

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION\***

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\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants in the Plans covered by this Registration Statement, as specified by Rule 428(b)(1) under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents previously filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference.

(1) The Registrant's [prospectus](#) filed with the Commission on June 22, 2020 pursuant to Rule 424(b)(4) under the Securities Act (Securities Act File No. 333-234805); and

(2) The description of the Registrant's ordinary shares contained in the Registrant's registration statement on [Form 8-A](#) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") filed on June 15, 2020, as modified by any amendment or report filed for the purpose of updating such description (Exchange Act File No. 001-39328).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment 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 herein and to be a part hereof from the date of filing of such documents.

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 herein, or in any other subsequently filed document which also is incorporated or 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. INTEREST 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 fourth amended and restated memorandum and articles of association provide for indemnification of officers and directors against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such officers and directors, other than by reason of such directors or officers' own dishonesty, willful default or fraud as determined by a court of competent jurisdiction, in or about the conduct of the Registrant's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such directors or officers in defending (whether successfully or otherwise) any civil proceedings concerning the Registrant or its affairs in any court whether in the Cayman Islands or elsewhere.

Pursuant to the indemnification agreements, the form of which was filed as Exhibit 10.3 to the Registrant's registration statement on Form F-1, as amended (File No. 333-234805), the Registrant has agreed to indemnify its directors and officers against, to the fullest extent permitted by applicable law, any and all expenses and liabilities actually and reasonably incurred by reason of such director's or officer's corporate status.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (b) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

## ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

## ITEM 8. EXHIBITS

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

## 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; 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 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.

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<a href="#"><u>Fourth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's registration statement on Form F-1 initially filed on November 21, 2019, as amended).(Securities Act File No. 333-234805)</u></a>
4.2	<a href="#"><u>Registrant's Specimen Certificate for Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the Registrant's registration statement on Form F-1 initially filed on November 21, 2019, as amended).(Securities Act File No. 333-234805)</u></a>
4.3	<a href="#"><u>Form of Deposit Agreement between the Registrant, the depository and holders of the American Depositary Shares (incorporated herein by reference to Exhibit 4.3 to the Registrant's registration statement on Form F-1 initially filed on November 21, 2019, as amended) (Securities Act File No. 333-234805)</u></a>
5.1	<a href="#"><u>Opinion of Walkers (Hong Kong).(filed herewith)</u></a>
10.1	<a href="#"><u>2019 Genetron Health Share Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's registration statement on Form F-1 initially filed on November 21, 2019).(Securities Act File No. 333-234805)</u></a>
10.2	<a href="#"><u>2019 Genetron Health Share Incentive Scheme (incorporated herein by reference to Exhibit 10.2 to the Registrant's registration statement on Form F-1 initially filed on November 21, 2019).(Securities Act File No. 333-234805)</u></a>
23.1	<a href="#"><u>Consent of Walkers (Hong Kong).(included in Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of Independent Registered Public Accounting Firm (filed herewith)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page of this Registration Statement)</u></a>

## Signatures

Pursuant to the requirements of the Securities Act of 1933, 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 PRC, on January 25, 2021.

Genetron Holdings Limited

By: /s/ Sizhen Wang

Name: Sizhen Wang

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sizhen Wang as his true and lawful attorneys-in-fact and agents, 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 attorneys-in-fact and agents, and each of them, 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 attorneys-in-fact and agents, or either of them individually, or their 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 indicated on January 25, 2021.

<u>Signature</u>	<u>Title</u>
<u>/s/ Sizhen Wang</u> Sizhen Wang	Chief Executive Officer, Director (principal executive officer)
<u>/s/ Hai Yan</u> Hai Yan	Director
<u>/s/ Evan Ce Xu</u> Evan Ce Xu	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Weiwu He</u> Weiwu He	Chairman of the Board
<u>/s/ Xia Wu</u> Xia Wu	Director
<u>/s/ Weidong Liu</u> Weidong Liu	Director
<u>/s/ Dian Kang</u> Dian Kang	Director
<u>/s/ Webster Cavenee</u> Webster Cavenee	Director
<u>/s/ Wing Kee Lau</u> Wing Kee Lau	Director

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Genetron Holdings Limited, has signed this registration statement or amendment thereto in New York on January 25, 2021.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President



25 January 2021

Our Ref: JWYL/THTW/G3359-H19501

**Genetron Holdings Limited**

Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

Dear Sirs

**Genetron Holdings Limited**

We have acted as Cayman Islands legal advisers to Genetron Holdings Limited (the “**Company**”) in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), in relation to the registration of 23,293,767 ordinary shares of a nominal or par value of US\$0.00002 each of the Company (“**Ordinary Shares**”) issuable pursuant to the Company’s 2019 Genetron Health Share Incentive Plan (the “**2019 Plan**”), 2,685,000 Ordinary Shares issuable pursuant to the Company’s 2019 Genetron Health Share Incentive Scheme (the “**2019 Scheme**”), and 28,812,833 Ordinary Shares issuable pursuant to the 2019 Plan and the 2019 Scheme (together, the “**Plans**”, and all such Ordinary Shares issuable pursuant to the Plans, the “**Shares**”). The Registration Statement (including the Prospectus) provides for the registration by the Company of American Depositary Shares (the “**ADSs**”) representing the Shares. We are furnishing this opinion as exhibit 5.1 to the Registration Statement.

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or translations of the documents listed in Schedule 1 (the “**Documents**”).

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

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction. Except as explicitly stated herein, we express no opinion in relation to any representation or warranty contained in any of the documents cited in this opinion nor upon matters of fact or the commercial terms of the transactions the subject of this opinion.

Based upon the examinations and assumptions stated herein and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and subject to the qualifications set out in Schedule 3, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability, validly existing under the laws of the Cayman Islands and is in good standing with the Registrar of Companies in the Cayman Islands (the “**Registrar**”).
2. The authorised share capital of the Company is currently US\$50,000 divided into 2,500,000,000 ordinary shares of a nominal or par value of US\$0.00002 each.
3. The issue and allotment of the Shares pursuant to the Plans, has been duly authorised. When allotted, issued and fully paid for as contemplated in the Plans and in accordance with the Resolutions (as defined in the Schedule 1), and when appropriate entries have been made in the Register of Members of the Company, the Shares to be issued by the Company will be validly issued, allotted, fully paid and non-assessable, and there will be no further obligation on the holder of any of the Shares to make any further payment to the Company in respect of such Shares.

We hereby consent to the use of this opinion in, and the filing hereof, 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 Securities Act 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/ WALKERS (HONG KONG)

**WALKERS (HONG KONG)**

## SCHEDULE 1

## LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 9 April 2018, the Fourth Amended and Restated Memorandum and Articles of Association as adopted by special resolution passed on 14 January 2020 and effective conditional and immediately prior to the completion of the Company's initial public offering of American depository shares representing its Ordinary Shares (the "**Memorandum and Articles**") and the Register of Directors of the Company, copies of which have been provided to us by its registered office in the Cayman Islands (together the "**Company Records**").
2. A copy of a Certificate of Good Standing dated 21 January 2021 in respect of the Company issued by the Registrar (the "**Certificate of Good Standing**").
3. Copies of executed written resolutions of the Board of Directors of the Company dated, respectively, 2 July 2019 and 20 November 2019 (the "**Resolutions**").
4. The Registration Statement.

## SCHEDULE 2

## ASSUMPTIONS

1. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the Documents are genuine and are those of a person or persons given power to execute the Documents under the Resolutions or any power of attorney given by the Company to execute the Documents. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals. Any translations are a complete and accurate translation of the original document they purport to translate. The Documents conform in every material respect to the latest drafts of the same produced to us and, where provided in successive drafts, have been marked up to indicate all changes to such Documents.
2. The Memorandum and Articles reviewed by us are the memorandum and articles of association of the Company and are in force at the date hereof.
3. The Company Records are complete and accurate and all matters required by law and the Memorandum and Articles to be recorded therein are completely and accurately so recorded.
4. There are no records of the Company (other than the Company Records), agreements, documents or arrangements other than the documents expressly referred to herein as having been examined by us which restrict the powers and authority of the Directors of the Company in any way or which would affect any opinion given herein.
5. The Resolutions have been duly executed (and where by a corporate entity such execution has been duly authorised if so required) by or on behalf of each Director, and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed.
6. The Resolutions remain in full force and effect and have not been revoked or varied.
7. No resolution voluntarily to wind up the Company has been adopted by the members and no event of a type which is specified in the Memorandum and Articles as giving rise to the winding up of the Company (if any) has in fact occurred.

**SCHEDULE 3****QUALIFICATIONS**

1. Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing issued by the Registrar. The Company shall be deemed to be in good standing under section 200A of the Companies Act on the date of issue of the certificate if all fees and penalties under the Companies Act have been paid and the Registrar has no knowledge that the Company is in default under the Companies Act.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Genetron Holdings Limited of our report dated June 4, 2020 relating to the financial statements, which appears in Genetron Holdings Limited's Amendment No. 3 to the Registration Statement on Form F-1 (File No. 333-234805).

/s/ PricewaterhouseCoopers Zhong Tian LLP

PricewaterhouseCoopers Zhong Tian LLP  
Beijing, the People's Republic of China  
January 25, 2021