

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Huize Holding Limited**  
(Exact name of Registrant as specified in its charter)

Not Applicable  
(Translation of Registrant's name into English)

Cayman Islands  
(State or other jurisdiction of  
incorporation or organization)

6411  
(Primary Standard Industrial  
Classification Code Number)

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

5/F, Building 3-4,  
Shenzhen Animation Park, Yuehai Road, Nanhai Avenue,  
Nanshan District, Shenzhen 518052  
People's Republic of China  
+86 755 3689 9088

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 19711

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

*Copies to:*

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**Approximate date of commencement of proposed sale to the public: as soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-233614

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Proposed maximum aggregate offering price <sup>(3)</sup>	Amount of registration fee
Class A common shares, par value US\$0.00001 per share <sup>(1)(2)</sup>	\$2,432,250.00	\$315.71
(1) American depository shares issuable upon deposit of class A common shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-236288). Each American depository share represents 20 Class A common shares.		
(2) Includes Class A common shares that are issuable upon the exercise of the underwriters' option to purchase additional shares. Also includes Class A common shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These Class A common shares are not being registered for the purpose of sales outside the United States.		
(3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(o) under the Securities Act of 1933.		

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

## EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-233614) initially filed by Huize Holding Limited. (the “Company”) with the United States Securities and Exchange Commission (the “Commission”) on September 4, 2019, which was declared effective by the Commission on February 11, 2020, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

Exhibit Index

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	<a href="#"><u>Opinion of Conyers Dill &amp; Pearman regarding the validity of the Class A common shares being registered</u></a>
23.1	<a href="#"><u>Consent of PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm</u></a>
23.2	<a href="#"><u>Consent of Conyers Dill &amp; Pearman (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Huize Holding Limited (File No. 333-233614) initially filed with the Securities and Exchange Commission on September 4, 2019)</u></a>

## 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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shenzhen, China, on February 12, 2020.

Huize Holding Limited

By: /s/ Cunjun Ma

Name: Cunjun Ma

Title: Chairman of the Board of Directors and Chief  
Executive Officer

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Cunjun Ma</u> Cunjun Ma	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	February 12, 2020
<u>/s/ Tracey Chow</u> Tracey Chow	Co-Chief Financial Officer	February 12, 2020
<u>/s/ Minghan Xiao</u> Minghan Xiao	Co-Chief Financial Officer (Principal Financial and Accounting Officer)	February 12, 2020
<u>*</u> Li Jiang	Director	February 12, 2020
<u>*</u> Xuchun Luo	Director	February 12, 2020
<u>*</u> Andrew Y Yan	Director	February 12, 2020
<u>*</u> Jun Xiong	Director	February 12, 2020
<u>*</u> Bing Xiao	Director	February 12, 2020
*By: <u>/s/ Cunjun Ma</u> Name: Cunjun Ma <i>Attorney-in-fact</i>		February 12, 2020

**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 Huize Holding Limited has signed this registration statement or amendment thereto in Newark, Delaware, United States on February 12, 2020.

Authorized U.S. Representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

12 February 2020

Matter No.:829065  
Doc Ref: 105815806  
[Anna.Chong@conyers.com](mailto:Anna.Chong@conyers.com)  
[Angie.Chu@conyers.com](mailto:Angie.Chu@conyers.com)

Huize Holding Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Dear Sirs,

**Re: Huize Holding 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 F-1 initially filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on September 4, 2019, including all amendments or supplements thereto (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) under the U.S. Securities Act of 1933, as amended, (the “**Securities Act**”), and the related registration statement filed with the Commission pursuant to Rule 462(b) under the Securities Act (the “**Rule 462(b) Registration Statement**”), relating to the registration of class A common shares, par value US\$0.00001 each (the “**Class A Common Shares**”) of the Company.

For the purposes of giving this opinion, we have examined a copy of the Registration Statement and the Rule 462(b) Registration Statement. We have also reviewed copies of (1) the second amended and restated memorandum and articles of association of the Company adopted by the Company on 6 June 2019, (2) unanimous written resolutions of the directors of the Company passed on 4 September 2019, 20 September 2019 and 20 January 2020 respectively and unanimous written resolutions of the members of the Company passed on 4 September 2019, 20 September 2019 and 20 January 2020 respectively (collectively, the “**Resolutions**”), (3) the latest drafts of the third amended and restated memorandum and articles of association as conditionally adopted pursuant to the Resolutions to become effective prior to completion of the Company’s initial public offering of Class A Common Shares represented by American Depositary Shares (the “**Listing M&As**”), (4) a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 10 February 2020 (the “**Certificate Date**”), and (5) 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.

We have assumed (a) 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, (b) 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, (c) the accuracy and completeness of all factual representations made in the Registration Statement and the Rule 462(b) Registration Statement and other documents reviewed by us, (d) that the Listing M&As will become effective prior to the completion of the Company’s initial public offering of Class A Common Shares represented by American Depositary Shares, (e) 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, (f) that upon issue of any Class A Common Shares to be sold by the Company, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, and (g) the validity and binding effect under the laws of the United States of America of the Registration Statement and the Rule 462(b) Registration Statement and that the Registration Statement and the Rule 462(b) Registration Statement will be duly filed with the Commission.

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.

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

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 Law (the “**Law**”), a company is deemed to be in good standing if all fees and penalties under the Law have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Law.
2. When issued and paid for as contemplated by the Registration Statement and the Rule 462(b) Registration Statement, the Class A Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the Rule 462(b) Registration Statement and to the references to our firm under the captions “Enforceability of Civil Liabilities” and “Legal Matters” in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit 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.

We are furnishing this opinion as Exhibit 5.1 and 23.2 to the Rule 462(b) Registration Statement.

Yours faithfully,

/s/ Conyers Dill & Pearman

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**Conyers Dill & Pearman**



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act 1933, of our report dated June 6, 2019 relating to the financial statements, which appears in Amendment No. 5 to the Registration Statement on Form F-1 (No. 333-233614) of Huize Holding Limited. We also consent to the reference to us under the heading “Experts” in Amendment No. 5 to the Registration Statement on Form F-1 (No. 333-233614) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers Zhong Tian LLP  
PricewaterhouseCoopers Zhong Tian LLP

Shenzhen, the People’s Republic of China  
February 12, 2020