

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**YY Group Holding Limited**

(Exact name of registrant as specified in its charter)

**British Virgin Islands**

(State or other jurisdiction of  
incorporation or organization)

**Not applicable**

(I.R.S. Employer  
Identification No.)

**60 Paya Lebar Road  
#05-43 Paya Lebar Square  
Singapore 409051**

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**

**Name of each exchange on which each class is to be registered**

Class A Ordinary Share, no par value

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-275486**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Class A ordinary shares, no par value, of YY Group Holding Limited (the "Registrant") to be registered hereunder is set forth under the heading "Description of Share Capital" in the Registrant's Registration Statement on Form F-1 (File No. 333-275486) originally filed with the Securities and Exchange Commission on November 13, 2023, as amended by any amendments to such Registration Statement and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information is incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 18, 2024

**YY Group Holding Limited**

By: /s/ Fu Xiaowei

Name: Fu Xiaowei

Title: Chief Executive Officer and Director