

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

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

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

British Virgin Islands

(State or Other Jurisdiction of
Incorporation or Organization)

N/A

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

**60 Paya Lebar Road,
#09-13/14/15/16/17
Paya Lebar Square
Singapore**

(Address of Principal Executive Offices)

409051

(Zip Code)

YY Group Holding Limited 2023 Share Incentive Plan
(Full Title of the Plan)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
(Name and Address of Agent for Service)

+1 (800) 221-0102
(Telephone Number, Including Area Code, of Agent for Service)

Copy To:
Shuo "Shawn" Chen, Esq.
Chen Chen & Associates PLLC
37-20 Prince Street, STE 3F
Flushing, NY 11354
Tel: +1-718-888-9300
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

EXPLANATORY NOTE

This registration statement (this “Registration Statement”) is filed by YY Group Holding Limited, a British Virgin Islands company to register securities issuable pursuant to the YY Group Holding Limited 2023 Share Incentive Plan (as amended and restated, “the 2023 Share Incentive Plan”). The securities registered hereby consist of 3,300,000 class A ordinary shares, each with no par value (this “Class A Ordinary Shares”), of the Registrant, which represent the number of Class A Ordinary Shares that were authorized under the 2023 Share Incentive Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the 2023 Share Incentive Plan. Any Class A Ordinary Shares covered by an award granted under the 2023 Share Incentive Plan (or portion of an award) that terminates, expires, lapses or repurchased for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A Ordinary Shares that may be issued under the 2023 Share Incentive Plan.

PART I

INFORMATION REQUIRED IN THE 10(A) PROSPECTUS

The documents containing the information specified in “Item 1. Plan Information” and “Item 2. Registrant Information and Employee Plan Annual Information” of Part I of Form S-8 will be sent or given to the participants in the 2023 Share Incentive Plan as specified by Rule 428(b)(1) of the Securities Act. Such documents are not required to be, and are not, filed with the U.S. Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference herein pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 1. Plan Information.

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, and all documents we subsequently file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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 shall be deemed to be a part hereof from the date of the filing of such documents:

- (1) Our Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2023, filed with the Commission on May 14, 2024;
- (2) Our Reports on Form 6-K, filed with the Commission on [April 24, 2024](#), [May 2, 2024](#), [May 29, 2024](#), [May 30, 2024](#), [May 31, 2024](#), [June 4, 2024](#), [August 30, 2024](#), [September 10, 2024](#), [September 16, 2024](#), [September 24, 2024](#), [October 2, 2024](#), [October 4, 2024](#), [October 21, 2024](#), [October 22, 2024](#), and [November 6, 2024](#);
- (3) The description of our Class A Ordinary Shares incorporated by reference in Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2023, filed with the Commission on May 14, 2024; and
- (4) all reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the report referred to in (1) above.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed modified or superseded for purposes of this Registration Statement. In addition, this Registration Statement will incorporate by reference all other documents subsequently filed by the Registrant under Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or deregistering all securities then remaining unsold. All those documents will be considered a part of this Registration Statement from the respective dates the Registrant files them. 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 the statement. Any statement modified or superseded will not be deemed, except as 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.

Under British Virgin Islands law, each of our directors and officers, in performing his or her functions, is required to act honestly and in good faith with a view to our best interests and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. British Virgin Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the British Virgin Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime.

Under our memorandum and articles of association, we may indemnify our directors, officers and liquidators against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with civil, criminal, administrative or investigative proceedings to which they are party or are threatened to be made a party by reason of their acting as our director, officer or liquidator. To be entitled to indemnification, these persons must have acted honestly and in good faith with a view to the best interest of the company and, in the case of criminal proceedings, they must have had no reasonable cause to believe their conduct was unlawful. Such limitation of liability does not affect the availability of equitable remedies such as injunctive relief or rescission. These provisions will not limit the liability of directors under United States federal securities laws.

We may indemnify any of our directors or anyone serving at our request as a director of another entity against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings. We may only indemnify a director if he or she acted honestly and in good faith with the view to our best interests and, in the case of criminal proceedings, the director had no reasonable cause to believe that his or her conduct was unlawful. The decision of our board of directors as to whether the director acted honestly and in good faith with a view to our best interests and as to whether the director had no reasonable cause to believe that his or her conduct was unlawful, is in the absence of fraud sufficient for the purposes of indemnification, unless a question of law is involved. The termination of any proceedings by any judgment, order, settlement, conviction or the entry of no plea does not, by itself, create a presumption that a director did not act honestly and in good faith and with a view to our best interests or that the director had reasonable cause to believe that his or her conduct was unlawful. If a director to be indemnified has been successful in defense of any proceedings referred to above, the director is entitled to be indemnified against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred by the director or officer in connection with the proceedings.

We may purchase and maintain insurance in relation to any of our directors or officers against any liability asserted against the directors or officers and incurred by the directors or officers in that capacity, whether or not we have or would have had the power to indemnify the directors or officers against the liability as provided in our amended and restated memorandum and articles of association.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Reference is hereby made to the Exhibit Index, which 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:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(b) 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

(c) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(a) and (1)(b) 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.

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 of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Singapore on this 29th day of November 2024.

YY Group Holding Ltd.

By: /s/ Fu Xiaowei
Name: Fu Xiaowei
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, the undersigned hereby constitute and appoint Fu Xiaowei and Jason Phua Zhi Yong or either of them, his true and lawful attorney-in-facts and agent, each with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) or supplements to this Registration Statement, or any related registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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/ Fu Xiaowei</u> Fu Xiaowei	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	November 29, 2024
<u>/s/ Zhang Fan</u> Zhang Fan	Business Development Director and Executive Director	November 29, 2024
<u>/s/ Jason Phua Zhi Yong</u> Jason Phua Zhi Yong	Chief Financial Officer (Principal Financial and Accounting Officer)	November 29, 2024
<u>/s/ Rachel Xu Lin Pu</u> Rachel Xu Lin Pu	Chief Human Resource Officer	November 29, 2024
<u>/s/ Teng Sin Ken</u> Teng Sin Ken	Chief Information Officer	November 29, 2024
<u>/s/ Chan Yong Xian</u> Chan Yong Xian	Director	November 29, 2024
<u>/s/ Cheong Hai Poh</u> Cheong Hai Poh	Director	November 29, 2024
<u>/s/ Lai Wai Kit</u> Lai Wai Kit	Director	November 29, 2024

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933 as amended, the undersigned, the duly authorized representative in the United States of America, has signed this registration statement thereto in New York, NY on November 29, 2024.

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President

EXHIBIT INDEX

Exhibit No.	Description
3.1	<u>Amended and Restated Memorandum and Articles of Association of YY Group Holding Limited (incorporated by reference to Exhibit 3.1 to our registration statement on Form F-1 (File No. 333-275486), as amended, initially filed with the SEC on March 25, 2024)</u>
5.1*	<u>Opinion of Mourant Ozannes regarding the validity of the securities being registered</u>
10.1	<u>The 2023 Share Incentive Plan of YY Group Holding Limited (incorporated by reference to Exhibit 10.13 to our registration statement on Form F-1 (File No. 333-275486), as amended, initially filed with the SEC on March 25, 2024)</u>
23.1*	<u>Consent of Mourant Ozannes (included in its opinion filed as Exhibit 5.1)</u>
23.2*	<u>Consent of MarcumAsia CPAs, LLP</u>
24.1*	<u>Power of Attorney (included on the signature page to this Registration Statement)</u>
107*	<u>Filing fee table</u>

* Filed herewith



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5th Floor
Waters Edge Building
Meridian Plaza
Road Town
Tortola, British Virgin Islands

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YY Group Holding Limited
60 Paya Lebar Road,
#09-13/14/15/16/17
Paya Lebar Square
Singapore

29 November 2024

Our ref: 8070574/252014913/3

Dear Addressee

YY Group Holding Limited (the Company)

We have acted as the Company's British Virgin Islands legal advisers in connection with the registration statement on Form S-8 (the **Registration Statement**) which has been filed on or around to the date of this opinion with the U.S. Securities and Exchange Commission (the **SEC**) under the U.S. Securities Act of 1933 (as amended) (the **Securities Act**).

We are providing this opinion as Exhibits 5.1 and 23.1 to the Registration Statement.

1. Documents, searches and definitions

1.1 We have reviewed a copy of each of the following documents for the purposes of this opinion:

- (a) the Registration Statement;
- (b) the 2023 share incentive plan of the Company (**2023 Share Plan**) approved and adopted by the Company under the Director Resolutions;
- (c) the Company's certificate of incorporation (the **Certificate of Incorporation**) and memorandum and articles of association (the **M&A**) obtained from the Company Search (defined below);
- (d) a copy of the Company's register of directors (the **Register of Directors**) which was affixed to the Registered Agent's Certificate;
- (e) a copy of the Company's shareholder list dated 22 November 2024 (the **Register of Members**) that was provided to us by the Company;
- (f) the resolutions in writing of the directors of the Company passed on 2 November 2023 (**Director Resolutions**);
- (g) a certificate of the Company's registered agent dated 27 November 2024 (the **Registered Agent's Certificate**); and
- (h) a certificate of good standing for the Company dated 28 November 2024 (the **Certificate of Good Standing**) issued by the Registrar (defined below).

Mourant Ozannes is a British Virgin Islands partnership

1.2 We have carried out the following searches (together, the **Searches**) in relation to the Company:

- (a) a search of the records maintained by the Registrar that were on file and available for public inspection at 9:00am BVI time on 28 November 2024 (the **Company Search**); and
- (b) a search of the records of proceedings in the BVI Courts (defined below) available for public inspection contained in the judicial enforcement management system (the electronic register of proceedings) maintained at the registry of the High Court of Justice of the Virgin Islands (the **High Court**) at 9:00am BVI time on 28 November 2024 (the **High Court Search**).

1.3 In this opinion:

- (a) **agreement** includes an agreement, deed or other instrument;
- (b) **BVI** means the territory of the British Virgin Islands;
- (c) **BVI Courts** means the Eastern Caribbean Supreme Court, Court of Appeal (Virgin Islands) and the High Court (Civil and Commercial Divisions), and BVI Court means any of them;
- (d) **Companies Act** means the BVI Business Companies Act, 2020 (Revised Edition);
- (e) **Company Records** means the M&A, the Certificate of Incorporation, the Register of Directors, the Register of Members, the Certificate of Good Standing and the Registered Agent's Certificate;
- (f) **Documents** means the Registration Statement and the 2023 Share Plan, and **Document** means either of them;
- (g) **execute** and its other grammatical forms mean (unless the context requires otherwise) that a document has been signed, dated and unconditionally delivered;
- (h) **Insolvency Act** means the Insolvency Act, 2003 (as amended);
- (i) **non-assessable** means, in relation to a SIP Share, that the purchase price for which the Company agreed to issue that SIP Share has been paid or satisfied in full to the Company and that no further sum is payable to the Company in respect of that SIP Share;
- (j) **Prospectus** means the prospectus that forms part of the Registration Statement;
- (k) **Registrar** means the Registrar of Corporate Affairs appointed under the Companies Act;
- (l) **signed** means that a document has been duly signed or sealed; and
- (m) **SIP Shares** means up to 3,300,000 Class A Ordinary Shares of no-par value in the Company to be issued in accordance with the terms of the Registration Statement (each a **SIP Share**).

2. Assumptions

We have assumed (and have not independently verified) that:

- 2.1 each document examined by us:
 - (a) whether it is an original or copy, is (along with any date, signature, initial, stamp or seal on it) genuine and complete, up-to-date and (where applicable) in full force and effect; and
 - (b) was (where it was executed or filed after we reviewed it) executed or filed in materially the same form as the last draft of that document examined by us;
- 2.2 where we have only been sent a copy of the signed signature pages of any Document, each party to that Document has unconditionally delivered the entire document (including its signed signature page) in materially the same form as the last draft of that Document examined by us;
- 2.3 in causing the Company to enter into each Document, and to issue each SIP Share, each director of the Company:
 - (a) acted honestly, in good faith and in what the director believed to be the best interests of the Company;
 - (b) exercised the director's powers as a director for a proper purpose; and
 - (c) exercised the care, diligence and skill that a reasonable director would exercise in the same circumstances;
- 2.4 each director of the Company (and any alternate director) has disclosed to each other director any interest of that director (or alternate director) in the transactions contemplated by each Document in accordance with the M&A and the Companies Act;
- 2.5 the Director Resolutions were duly passed, are in full force and effect and have not been amended, revoked or superseded and any meeting at which the Director Resolutions were passed was duly convened, held and quorate throughout;
- 2.6 each document examined by us that has been signed by the Company:
 - (a) has been signed by the person(s) authorised by the Company to sign it;
 - (b) (where any signatory is a body corporate) it has been signed in accordance with that body corporate's constitution and then current signing authorities; and
 - (c) has been dated and unconditionally delivered by the Company;
- 2.7 there are no documents or arrangements to which the Company is party or resolutions of the Company's directors or shareholders that conflict with, or would be breached by, or which prohibit the Company's entry into, or performance of its obligations under, each Document or the issuance of each SIP Share;
- 2.8 when each SIP Share is issued, there will be no documents or arrangements to which the Company is party, or resolutions of the Company's directors or shareholders that conflict with, that issuance of that SIP Share;
- 2.9 the Company is not insolvent (as defined in the Insolvency Act) and will not become insolvent as a result of executing, or performing its obligations under, any Document or in connection with the issuance of a SIP Share and no steps have been taken (or will have been taken at the time that SIP Share is issued), or resolutions passed, to appoint a liquidator of the Company or appoint a receiver in respect of the Company or any of its assets;
- 2.10 at all times the affairs of the Company have been conducted in accordance with the Companies Act and the M&A;

- 2.11 the Company is not carrying on any **financial services business** (as defined in the Financial Services Commission Act 2001);
- 2.12 the Company is not, nor is it owned or controlled directly or indirectly by, a state or sovereign entity;
- 2.13 neither the Company nor any of its subsidiaries has an interest in any land in the BVI or in any shares, debt obligations or other securities of any body corporate which has an interest in land in the BVI;
- 2.14 each party to each Document (other than, as a matter of the laws of the British Virgin Islands, the Company) has:
- (a) the capacity and power;
 - (b) taken all necessary action; and
 - (c) obtained or made all necessary agreements, approvals, authorisations, consents, filings, licences, registrations and qualifications (whether as a matter of any law or regulation applicable to it or as a matter of any agreement binding upon it),
- to execute and perform its obligations under that Document;
- 2.15 each Document has been authorised and executed by each party to it (other than, as a matter of the laws of the British Virgin Islands, the Company);
- 2.16 the obligations of each party under each Document are legal, valid, binding and enforceable under all applicable laws other than the laws of the British Virgin Islands;
- 2.17 none of our opinions will be affected by the laws or public policy of any foreign jurisdiction;
- 2.18 the choice of the governing law of each Document was made in good faith;
- 2.19 no recipient of a SIP Share will carry out any of its obligations under any Document in, or from within, the BVI;
- 2.20 in relation to the Searches:
- (a) all public records of the Company we have examined are complete and accurate;
 - (b) all filings required to be made in relation to the Company with the Registrar have been made and there was no information which had been filed that did not appear on the records of the Company at the time of the Company Search; and
 - (c) the information disclosed by the Searches was at the time of each search, and continues to be, accurate and complete;
- 2.21 the Company Records were and remain at the date of this opinion accurate and complete;
- 2.22 no SIP Share will be issued for a price which is less than its par value;
- 2.23 the SIP Shares will be unconditionally issued and awarded to the recipients of SIP Shares in accordance with the terms of the 2023 Share Plan; and
- 2.24 no monies paid to or for the account of any person in relation to any SIP Share or property received or disposed of by any person in relation to any SIP Share (including under each Document), represent or will represent proceeds of criminal conduct (as defined in the Proceeds of Criminal Conduct Act, 1997 (as amended)).

3. **Opinion**

Subject to the assumptions, observations, qualifications and limitations set out in this opinion, and to matters not disclosed to us, we are of the following opinion.

3.1 **Status:** the Company is registered under the Companies Act, validly exists under the laws of the BVI and, on the date of issue of the Certificate of Good Standing, is of good standing with the Registrar.

3.2 **Issuance of SIP Shares:**

- (a) the Company has duly authorised the issuance of each SIP Share; and
- (b) when (i) the terms of the issuance of SIP Shares have been duly established in conformity with the M&A, the Companies Act and the 2023 Share Plan, (ii) those SIP Shares have been issued and delivered as contemplated by the Registration Statement, the Prospectus (and the relevant prospectus supplement) and the 2023 Share Plan, (iii) the Company has received the consideration provided for (and to be credited in respect of) those SIP Shares, and (iv) the name of the relevant shareholder(s) is entered in the Company's register of members, such SIP Shares will be validly issued, fully paid and non-assessable.

3.3 **Indemnification of directors:** the statements under the heading "*Indemnification of Directors and Officers*" in the Registration Statement, to the extent that they constitute statements of British Virgin Islands law, are accurate in all material respects.

3.4 **No liquidator or receiver:** neither the Company Search nor the High Court Search shows any evidence of any current:

- (a) order or resolution for the appointment of a liquidator of the Company; or
- (b) notice of the appointment of a receiver in respect of the Company or any of its assets.

3.5 **High Court Search:** the High Court Search does not show any actions or petitions pending against the Company in the BVI Courts at the time of our search.

4. **Qualifications and observations**

This opinion is subject to the following qualifications and observations.

4.1 This opinion is subject to all laws relating to bankruptcy, dissolution, insolvency, re-organisation, liquidation, moratorium, court schemes and other laws and legal procedures of general application affecting or relating to the rights of creditors.

4.2 Where a director fails, in accordance with the Companies Act, to disclose an interest in a transaction entered into by a BVI company, the transaction is voidable.

4.3 Under the Companies Act, a company is of **good standing** if the Registrar is satisfied that it:

- (a) is listed on the register of companies maintained by the Registrar;
- (b) has paid to the Registrar all fees, annual fees and penalties due and payable;

- (c) has, where applicable, filed its annual return (as defined in the Companies Act) in accordance with section 98A of the Companies Act or it is not yet due to file its annual return; and
- (d) has filed with the Registrar a copy of its register of directors which is complete (to the satisfaction of the Registrar as to the requisite information relating to each director and is properly filed) or is not yet due to file its register of directors with the Registrar.

4.4 The BVI Courts may

- (a) hold that despite any term of an agreement to the contrary:
 - (i) any certificate, calculation, determination or designation of any party to the agreement is not conclusive, final and/or binding;
 - (ii) any person exercising any discretion, judgment or opinion under the agreement must act in good faith and in a reasonable manner; and
 - (iii) any power conferred by the agreement on one party to require another party to execute any documents or do any things the first party requires must be exercised reasonably; and
- (b) imply terms (for example, good faith between parties in relation to the performance of obligations) into an agreement governed by BVI.

4.5 Where a foreign law is expressly selected to govern an agreement:

- (a) matters of procedure upon enforcement of the agreement and assessment or quantification of damages will be determined by the BVI Courts in accordance with BVI law;
- (b) the proprietary effects of the agreement may be determined by the BVI Courts in accordance with the domestic law of the place where the relevant property is taken to be located;
- (c) the mode of performance of the agreement may be determined by the BVI Courts in accordance with the law of the place of performance; and
- (d) that law may not be applied by the BVI Courts to non-contractual obligations arising out of the agreement (even if it is expressly selected to do so).

4.6 The BVI Courts may:

- (a) stay or set aside proceedings where:
 - (i) there is a more appropriate forum than the BVI where the action should be heard;
 - (ii) earlier or concurrent proceedings have been commenced outside the BVI; or
 - (iii) there has already been a final and conclusive judgment given on the merits by a foreign court of competent jurisdiction according to BVI conflicts of laws rules; and
- (b) grant injunctions restraining the commencement or continuance of proceedings outside the BVI.

- 4.7 The Company Search will not reveal any document which has not been filed with the Registrar or which was filed but was not registered or did not appear on the Company's file at the time of the Company Search.
- 4.8 The requirement for a BVI company to file an annual return (as defined in the Companies Act) in accordance with section 98A of the Companies Act does not apply to:
- (a) a listed company;
 - (b) a company that is regulated under a financial services legislation and provides financial statements to the British Virgin Islands Financial Services Commission in accordance with the requirements of that financial services legislation;
 - (c) a company that files its annual tax return to the Inland Revenue Department accompanied by the company's financial statements; and
 - (d) a company in liquidation (unless the annual return has become due prior to the commencement of the liquidation).
- 4.9 The High Court Search will not reveal (among other things) if there are any:
- (a) proceedings or appointments that have not been filed or that have been filed but have not been recorded in the High Court's judicial enforcement management system or that have been filed but did not appear on the High Court's judicial enforcement management system at the time of the High Court Search;
 - (b) proceedings commenced prior to 1 January 2000 if no document has been filed since that date;
 - (c) proceedings against the Company that have been threatened but not filed;
 - (d) files that have been sealed pursuant to a court order; or
 - (e) arbitration proceedings in which the Company is a defendant or respondent.

5. **Limitations**

- 5.1 This opinion is limited to the matters expressly stated in it and it is given solely in connection with the Registration Statement and each Document.
- 5.2 For the purposes of this opinion, we have only examined the documents listed in paragraph 1.1 above and carried out the Searches. We have not examined any term or document incorporated by reference, or otherwise referred to, whether in whole or part, in any Document and we offer no opinion on any such term or document.
- 5.3 We offer no opinion:
- (a) on whether the commercial terms of any Document reflect or achieve the intentions of the parties (unless otherwise expressly stated in this opinion);
 - (b) on any factual statement, financial or numerical computation, representation or warranty made or given in any Document unless otherwise expressly stated in this opinion;

- (c) as to whether the parties to any Document will be able to perform their obligations under it; or
- (d) as to the title or interest of any party to or in, or the existence or value of, any property or collateral the subject of any Document.

5.4 We have made no investigation of, and express no opinion with respect to, the laws of any jurisdiction other than the BVI or the effect of any Document under those laws. In particular, we express no opinion as to the meaning or effect of any foreign statutes referred to in any Document.

5.5 We assume no obligation to advise the Company (or any person we give consent to rely on this opinion) in relation to changes of fact or law that may have a bearing on the continuing accuracy of this opinion.

6. Governing law

This opinion, and any non-contractual obligations arising out of it, are governed by, and to be interpreted in accordance with, BVI laws in force on the date of this opinion.

7. Consent

7.1 This opinion is addressed to the Company in connection with each Document.

7.2 We consent to the filing of a copy of this opinion as Exhibits 5.1 and 23.1 to the Registration Statement.

7.3 In giving the consent at paragraph 7.2 (above), we do not admit that we are included in the category of persons whose consent is required under section 7 of the Securities Act or the rules and regulations promulgated by the SEC under the Securities Act.

Yours faithfully

/s/ Mourant Ozannes

Mourant Ozannes (British Virgin Islands)



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of YY Group Holding Limited on Form S-8 of our report dated May 14, 2024, with respect to our audits of the consolidated financial statements of YY Group Holding Limited as of December 31, 2023 and 2022 and for the years ended December 31, 2023, 2022 and 2021 appearing in the Annual Report on Form 20-F of YY Group Holding Limited for the year ended December 31, 2023.

/s/ Marcum Asia CPAs LLP

Marcum Asia CPAs LLP

New York, New York
November 29, 2024

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Calculation of Filing Fee Tables

S-8
(Form Type)YY GROUP HOLDING LIMITED
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Ordinary Shares, no par value	Rule 457(c) and (h)	3,300,000	\$ 1.895	\$ 6,253,500	\$ 0.000153100	\$ 957.41
Total Offering Amounts							\$ 957.41
Total Fee Offsets							\$ 0
Net Fee Due							\$ 957.41

- (1) This Registration Statement on Form S-8 covers additional shares of Class A Ordinary Shares, no par value of YY GROUP HOLDING LIMITED (“Registrant”) issuable pursuant to the 2023 Share Incentive Plan (as amended and restated, the “2023 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 ordinary shares which may be offered and issued to prevent dilution resulting from share splits, share dividends or similar transactions as provided in the 2023 Share Incentive Plan.
- (2) 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\$1.895 per Class A ordinary share, the average of the high and low prices for the Registrant’s Class A ordinary share as quoted on the Nasdaq Capital Market on November 27, 2024.