

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ASLAN Pharmaceuticals 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.)

**3 Temasek Avenue
Level 18 Centennial Tower
Singapore 039190**

(Address of principal executive offices) (Zip code)

2020 Equity Incentive Plan

(Full title of the plan)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
+1 212 947 7200**

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

Copies to:

**Patrick Loofbourrow
Carlos Ramirez
Edmond Lay
Cooley LLP
10265 Science Center Drive
San Diego, California 92121
+1 858 550 6000**

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	<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 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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

ASLAN Pharmaceuticals Limited (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 17,597,059 ordinary shares (an equivalent of 703,882 American Depositary Shares) under the ASLAN Pharmaceuticals Limited 2020 Equity Incentive Plan (the “2020 Plan”), pursuant to the provisions of the 2020 Plan which provide for annual automatic increases in the number of shares of ordinary shares reserved for issuance under the 2020 Plan. The Registrant previously registered ordinary shares for issuance under the 2020 Plan under Registration Statements on Form S-8 filed with the U.S. Securities and Exchange Commission (the “Commission”) on [January 15, 2021](#) (File No. 333-252118), [March 25, 2022](#) (File No. 333-263843) and [March 24, 2023](#) (File No. 333-370832). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced in the preceding sentence.

Item 8. Exhibits.

Exhibit Number	Description	<u>Incorporated by Reference</u>			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Twelfth Amended and Restated Memorandum and Articles of Association of ASLAN Pharmaceuticals Limited.	6-K	001-38475	99.1	January 24, 2024
4.2	Form of Amended and Restated Deposit Agreement.	F-6EF	333-248632	99.A	September 4, 2020
4.3	Form of Amendment No. 1 to the Amended and Restated Deposit Agreement.	F-6 POS	333-224273	99.A(2)	March 3, 2023
4.4	Form of American Depositary Receipt (included in Exhibit 4.3).	F-6 POS	333-224273	99.A(2)	March 3, 2023
5.1+	Opinion of Walkers.				
23.1+	Consent of independent registered public accounting firm, Deloitte & Touche LLP.				
23.2+	Consent of Walkers (included in Exhibit 5.1).				
24.1+	Power of Attorney (included on the signature page of this Form S-8).				
99.1†	ASLAN Pharmaceuticals Limited 2020 Equity Incentive Plan.	6-K	001-38475	4.1	December 10, 2020
107+	Filing Fee Exhibit.				

† Indicates a management contract or any compensatory plan, contract or arrangement.

+ Filed herewith.

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 S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Singapore, on April 12, 2024.

ASLAN Pharmaceuticals Limited

By: /s/ Carl Firth
Name: Carl Firth, Ph.D.
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Carl Firth, Ph.D., Kiran Asarpota and Ben Goodger, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, 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) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange 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 connection therewith, 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 any of them, or their or his or her substitutes or substitute, 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/ Carl Firth</u> Carl Firth, Ph.D.	Chief Executive Officer <i>(Principal Executive Officer)</i>	April 12, 2024
<u>/s/ Kiran Asarpota</u> Kiran Asarpota	Chief Operating Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	April 12, 2024
<u>/s/ Andrew Howden</u> Andrew Howden	Chairman	April 12, 2024
<u>/s/ Robert Hoffman</u> Robert Hoffman	Director	April 12, 2024
<u>/s/ Neil Graham</u> Neil Graham, Ph.D.	Director	April 12, 2024
<u>/s/ Kathleen M. Metters</u> Kathleen M. Metters, Ph.D.	Director	April 12, 2024

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of ASLAN Pharmaceuticals Limited, has signed this registration statement on April 12, 2024.

Authorized U.S. Representative

ASLAN Pharmaceuticals (USA) Inc.

By: /s/ Carl Firth
Name: Carl Firth, Ph.D.
Title: Chief Executive Officer

12 April 2024

Our Ref: JT/MK/A6231-S14837

ASLAN Pharmaceuticals Limited

Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Dear Sirs

ASLAN Pharmaceuticals Limited

We have acted as Cayman Islands legal advisers to ASLAN Pharmaceuticals 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**"), covering the offering of up to an additional 17,597,059 ordinary shares of a nominal or par value of US\$0.01 each of the Company ("**Ordinary Shares**") (an equivalent of 703,882 American Depositary Shares) issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**Plan**" and all such Ordinary Shares issuable pursuant to the Plan, 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.

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.

Walkers (Singapore) Limited Liability Partnership

UEN/Reg. No. T09LL0833E

3 Church Street, 16-02 Samsung Hub, Singapore 049483

T +65 6595 4670 F +65 6595 4671 www.walkersglobal.com

Bermuda | British Virgin Islands | Cayman Islands | Dubai | Dublin | Guernsey | Hong Kong | Jersey | London | Singapore

1. 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.
2. The authorised share capital of the Company is currently US\$50,000,000 divided into 5,000,000,000 ordinary shares of a nominal or par value of US\$ 0.01 each.
3. The issue and allotment of the Shares underlying the ADSs pursuant to the Registration Statement and the Prospectus, has been duly authorised. When allotted, issued and fully paid for as contemplated in the Registration Statement and the Prospectus, 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 (Singapore) Limited Liability Partnership
Walkers (Singapore) Limited Liability Partnership

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 23 June 2014, the Twelfth Amended and Restated Memorandum and Articles of Association as adopted on 24 January 2024 by special resolution passed on 24 January 2024 (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 13 March 2024 in respect of the Company issued by the Registrar (the "**Certificate of Good Standing**").
 3. Copies of executed minutes of meetings of the Board of Directors of the Company dated, respectively, 10 September 2018, 7 November 2018, 6 January 2019, 26 April 2019, 13 May 2019, 30 September 2019, 4 October 2019, 17 July 2020, 7 September 2020 and of the ATM Committee of 10 December 2020 setting out the resolutions adopted at each such meeting.
 4. A certificate from an officer of the Company dated 12 April 2024 (the "**Officer's Certificate**").
 5. The Registration Statement.
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SCHEDULE 2

ASSUMPTIONS

1. The originals of all documents examined in connection with this opinion are authentic. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals.
 2. 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.
 3. The Officer's Certificate is true and correct as of the date hereof.
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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.
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Singapore 068809

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement on Form S-8 of our report dated April 12, 2024, relating to the consolidated financial statements of ASLAN Pharmaceuticals Limited, appearing in the Annual Report on Form 20-F of ASLAN Pharmaceuticals Limited for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP Singapore

Deloitte & Touche LLP
Singapore

April 12, 2024

Deloitte & Touche LLP (Unique Entity No. T08LL0721A) is an accounting limited liability partnership registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A).

Calculation of Filing Fee Tables

Form S-8
(Form Type)

ASLAN Pharmaceuticals Limited
(Exact Name of Registrant as Specified in its Charter)
Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽²⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	ASLAN Pharmaceuticals Limited 2020 Equity Incentive Plan Ordinary Shares, \$0.01 par value per share	Other ⁽³⁾	17,597,059 ⁽⁴⁾	\$0.02	\$375,380.46	0.0001476	\$55.41
Total Offering Amounts					\$375,380.46		\$55.41
Total Fee Offsets							-
Net Fee Due							\$55.41

- (1) These ordinary shares, par value \$0.01 per share (“Ordinary Shares”), may be represented by the American Depositary Shares (“ADSs”) of ASLAN Pharmaceuticals Limited (the “Registrant”), each of which represents twenty-five Ordinary Shares. The Registrant’s ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under separate registration statements on Form F-6, as amended (File Nos. 333-224273 and 333-248632).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Ordinary Shares that become issuable under the ASLAN Pharmaceuticals Limited 2020 Equity Incentive Plan (the “2020 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee, and is based upon the price of \$0.0213 per Ordinary Share (or \$0.5333 per ADS), which was the average of the high and low prices of the Registrant’s ADSs as reported on the Nasdaq Capital Market on April 5, 2024.
- (4) Represents 17,597,059 Ordinary Shares (an equivalent of 703,882 ADSs) reserved for future issuance pursuant to restricted stock awards, stock options and other equity-based awards under the 2020 Plan. The number of Ordinary Shares reserved for issuance under the 2020 Plan will automatically increase on January 1st of each year, commencing on January 1, 2021 and ending on (and including) January 1, 2030, by an amount equal to the 4% of the total number of the Registrant’s Ordinary Shares outstanding on December 31st of the preceding calendar year, or such fewer number of Ordinary Shares as determined by the Registrant’s board of directors.

