

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

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

**Trident Digital Tech Holdings Ltd**  
(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.)

**Suntec Tower 3,  
8 Temasek Boulevard Road, #24-03  
Singapore, 038988  
+65 6513 6868**

(Address, including zip code, of Principal Executive Offices)

**2023 Equity Incentive Plan**  
(Full title of the plan)

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

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

*Copies to:*

Soon Huat Lim  
Chief Executive Officer  
Trident Digital Tech Holdings Ltd  
Suntec Tower 3,  
8 Temasek Boulevard Road, #24-03  
Singapore, 038988  
+65 6513 6868

Stephanie Tang, Esq.  
Hogan Lovells  
11th Floor, One Pacific Place  
88 Queensway Road  
Hong Kong  
+852 2219 0888

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 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.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents are incorporated herein by reference:

(a) The Registrant's registration statement on [Form F-1](#), as amended (Securities Act File No. 333- 274857), initially filed with the Commission on October 4, 2023 and the final prospectus related thereto dated September 9, 2024, filed with the Commission on September 10, 2024 pursuant to Rule 424(b) under the Securities Act, which contains the Registrant's audited financial statements for the latest fiscal year ended December 31, 2023 and the accompanying report of independent auditors issued with respect thereto dated April 19, 2024; and

(b) The Registrant's Current Reports on Form 6-K, filed with the Commission on [November 22, 2024](#), [December 4, 2024](#) and [December 31, 2024](#); and

(c) The description of the Registrant's Class B ordinary shares contained in the Registrant's registration statement on [Form 8-A](#) under the Securities Exchange Act of 1934, as amended ("Exchange Act") filed on October 24, 2023, as modified by any amendment or report filed for the purpose of updating such description (Exchange Act Registration No. 001- 41848).

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. INTERESTS 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 Amended and Restated Memorandum and Articles of Association provide for indemnification of directors and officers against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such directors and officers, other than by reason of such directors and officers' own dishonesty, wilful default or fraud, 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 or her duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such directors and 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 10.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333- 274857), 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.

Pursuant to the 2023 Equity Incentive Plan, as amended and restated, the Registrant has agreed to indemnify its plan administrator members (and/or its delegates) against certain liabilities and expenses incurred by such persons in connection with the operation, administration or interpretation of the plan.

The Registrant's Policy for the Recovery of Erroneously Awarded Compensation prohibits indemnification for compensation subject to recovery under the policy.

The form of underwriting agreement filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-274857) also provides for indemnification of the Registrant and the Registrant's officers and directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Registrant's directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the 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.**

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 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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" in the effective registration statement; and

(iii) 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 (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 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 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

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	<a href="#">Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 of the Registrant's registration statement on Form F-1 (File No. 333- 274857), as amended, initially filed with the Commission on October 4, 2023)</a>
4.2	<a href="#">Registrant's Specimen Certificate for Class B ordinary shares (incorporated herein by reference to Exhibit 4.2 of the Registrant's registration statement on Form F-1 (File No. 333- 274857), as amended, initially filed with the Commission on October 4, 2023)</a>
4.3	<a href="#">Form of Deposit Agreement between the Registrant, the depository and holders of the American Depositary Shares (incorporated herein by reference to Exhibit 4.3 of the Registrant's registration statement on Form F-1 (File No. 333- 274857), as amended, initially filed with the Commission on October 4, 2023)</a>
4.4	<a href="#">Form of Registrant's Specimen American Depositary Receipt (included in Exhibit 4.3)</a>
5.1*	<a href="#">Opinion of Maples and Calder (Hong Kong) LLP</a>
10.1	<a href="#">2023 Equity Incentive Plan, as amended and restated (incorporated herein by reference to Exhibit 99.3 of the Registrant's Current Report on Form 6-K, filed with the Commission on December 4, 2024)</a>
23.1*	<a href="#">Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</a>
23.2*	<a href="#">Consent of Marcum Asia CPAs LLP</a>
24.1*	<a href="#">Powers of Attorney (included in the signature pages of this Registration Statement)</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## 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 Singapore, on January 2, 2025.

### Trident Digital Tech Holdings Ltd

By: /s/ Soon Huat Lim

Name: Soon Huat Lim

Title: Chairman and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Soon Huat Lim as his or her true and lawful attorney-in-fact and agent, 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 attorney-in-fact and agent 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 attorney-in-fact and agent, 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 the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Soon Huat Lim</u> Name: Soon Huat Lim	Chairman and Chief Executive Officer (principal executive officer)	January 2, 2025
<u>/s/ Haiyan Huang</u> Name: Haiyan Huang	Chief Financial Officer (principal financial officer and principal accounting officer)	January 2, 2025
<u>/s/ Poh Kiong Tan</u> Name: Poh Kiong Tan	Chief Technology Officer and Director	January 2, 2025
<u>/s/ How Teck Lim</u> Name: How Teck Lim	Independent director	January 2, 2025
<u>/s/ Noi Keng Koh</u> Name: Noi Keng Koh	Independent director	January 2, 2025
<u>/s/ Chwee Koh Chua</u> Name: Chwee Koh Chua	Independent director	January 2, 2025

**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 Trident Digital Tech Holdings Ltd, has signed this registration statement or amendment thereto in New York on January 2, 2025.

**Authorized U.S. Representative**

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President for and on behalf of  
Cogency Global Inc.





Ref: JVZ/821544-000003/31201256v2  
Email jessica.zhan@maples.com

**Trident Digital Tech Holdings Ltd**  
Suntec Tower 3,  
8 Temasek Boulevard Road, #24-03  
Singapore, 038988

2 January 2025

Dear Sir or Madam

**Trident Digital Tech Holdings Ltd (the “Company”)**

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the “**Commission**”) on 2 January 2025 (the “**Registration Statement**”) relating to the registration under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of 137,500,000 class B ordinary shares, par value US\$0.00001 per share (the “**Shares**”), issuable by the Company pursuant to the Company’s 2023 Equity Incentive Plan adopted by the directors of the Company on 29 September 2023 and the Amended and restated 2023 Equity Incentive Plan passed by the directors of the Company on 4 December 2024 and shareholders of the Company on 31 December 2024 (together, the “**Plans**”).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed copies of the amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 29 September 2023, and effective immediately prior to the completion of the Company’s initial public offering of American depository shares representing its Shares (the “**Memorandum and Articles**”), and the written resolutions of the directors of the Company passed on 29 September 2023 and 4 December 2024 (together, the “**Resolutions**”).

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorized.

JVZ/821544-000003/31201256v2  
**Maples and Calder (Hong Kong) LLP**  
26th Floor Central Plaza 18 Harbour Road Wanchai Hong Kong  
Tel +852 2522 9333 Fax +852 2537 2955 [maples.com](http://maples.com)

Resident Hong Kong Partners: Ann Ng (Victoria (Australia)), Aisling Dwyer (British Virgin Islands), John Trehay (New Zealand), Matthew Roberts (Western Australia (Australia)), Terence Ho (New South Wales (Australia)), L.K. Kan (England and Wales), W.C. Pao (England and Wales), Richard Spooner (England and Wales), Sharon Yap (New Zealand), Nick Stern (England and Wales), Juno Huang (Queensland (Australia)), Karen Pallaras (Victoria (Australia)), Joscelyne Ainley (England and Wales), Andrew Wood (England and Wales)

Non-Resident Partners: Jonathan Green (Cayman Islands)

Cayman Islands Attorneys at Law | British Virgin Islands Solicitors

2. When issued, sold and paid for in accordance with the terms of the Plans and in accordance with the Resolutions, and when appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be legally issued, fully paid and non-assessable.

In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act (As Revised) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out above, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the options set out above, and (h) upon the issue of any Shares, the Company will receive consideration which shall be equal to at least the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP  
Maples and Calder (Hong Kong) LLP

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# MARCUMASIA

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Trident Digital Tech Holdings Ltd on Form S-8 of our report dated April 19, 2024, with respect to our audits of the consolidated financial statements of Trident Digital Tech Holdings Ltd as of December 31, 2023 and 2022 and for the years ended December 31, 2023 and 2022 appearing in the Registration Statement on Form F-1 (File No. 333-274857) of Trident Digital Tech Holdings Ltd for the year ended December 31, 2023 and 2022.

/s/ Marcum Asia CPAs LLP

Marcum Asia CPAs LLP  
New York, NY  
January 2, 2025

NEW YORK OFFICE • 7 Penn Plaza • Suite 830 • New York, New York • 10001  
Phone 646.442.4845 • Fax 646.349.5200 • [www.marcumasia.com](http://www.marcumasia.com)

## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**Trident Digital Tech Holdings Ltd**  
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

<b>Security Type</b>	<b>Security Class Title<sup>(1)</sup></b>	<b>Fee Calculation Rule</b>	<b>Amount Registered<sup>(2)</sup></b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Maximum Aggregate Offering Price</b>	<b>Fee Rate</b>	<b>Amount of Registration Fee</b>
Equity	Class B ordinary shares, par value US\$0.00001 per share	Rule 457(c) and Rule 457(h)	137,500,000 <sup>(2)</sup>	0.277 <sup>(3)</sup>	US\$38,087,500 <sup>(2)(3)</sup>	0.0001531	US\$5,831.19625
<b>Total Offering Amounts</b>					US\$38,087,500 <sup>(2)(3)</sup>		US\$5,831.19625
<b>Total Fee Offsets</b>							N/A
<b>Net Fee Due</b>							US\$5,831.19625

- (1) The Class B ordinary shares, par value US\$0.00001 per share of Trident Digital Tech Holdings Ltd (the “Registrant”) registered hereunder are represented by American depositary shares “(ADSs)”, each representing eight Class B ordinary shares, par value US\$0.00001 per share. The Registrant’s ADSs issuable upon deposit of the Class B ordinary shares have been registered under a separate registration statement on Form F-6 (Registration No. 333- 275089).
- (2) Represents Class B ordinary shares, par value US\$0.00001 per share to be issued upon exercise of awards to be granted under the 2023 Equity Incentive Plan, as amended and restated.
- (3) Estimated solely for the purpose of determining the amount of registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high (\$2.305) and low (\$2.125) prices for the Registrant’s ADS on the Nasdaq Capital Market on December 31, 2024.