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

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FORM S-8

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REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Atour Lifestyle Holdings Limited**  
(Exact name of registrant as specified in its charter)

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

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**18th floor, Wuzhong Building,  
618 Wuzhong Road, Minhang District,  
Shanghai, People's Republic of  
China (+86) 021-64059928**

(Address, including Zip Code, and Telephone Number, including Area Code, of registrant's Principal Executive Offices)

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**Public Company Share Incentive Plan**  
(Full title of the plans)

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**Cogency Global Inc.  
122 East 42<sup>nd</sup> Street, 18<sup>th</sup> Floor  
New York, NY 10168  
+1 800-221-0102**

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

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*Copies to:*

**Haijun Wang**  
Chief Executive Officer  
Atour Lifestyle Holdings Limited  
18th floor, Wuzhong Building,  
618 Wuzhong Road, Minhang District,  
Shanghai, People's Republic of  
China  
+86 021-64059928

**Li He, Esq.**  
Davis Polk & Wardwell LLP  
c/o 18th Floor, The Hong Kong Club  
building, 3A Chater Road, Central  
Hong Kong  
+852 2533-3300

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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

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.

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## PART I

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

#### ITEM 1. PLAN INFORMATION\*

#### ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION\*

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\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants in the Plans covered by this Registration Statement, as specified by Rule 428(b)(1) under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents previously filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference.

(1) The [Registrant's registration statement on Form F-1, as amended \(Securities Act File No. 333-256881\), originally filed with the Commission on June 8, 2021](#) and the [prospectus related thereto dated November 10, 2022, filed with the Commission on November 14, 2022 pursuant to Rule 424\(b\) under the Securities Act of 1933, as amended \("Securities Act"\) \(Securities Act File No. 333-256881\)](#), which contains the Registrant's audited financial statements for the latest fiscal year ended December 31, 2021 and the accompanying report of independent auditors issued with respect thereto dated June 17, 2022; and

(2) The [description of the Registrant's Class A 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 June 24, 2021](#), as modified by any amendment or report filed for the purpose of updating such description (Exchange Act File No. 001-40540).

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. INTEREST OF NAMED EXPERTS AND COUNSEL

Not applicable.

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## 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 or committing a crime. Under the Registrant's ninth amended and restated memorandum and articles of association, subject to the Companies Act (As Revised) of the Cayman Islands, designated stock exchange rules and/or the rules of any competent regulatory authority, the directors and officers for the time being of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and their heirs, executors, administrators and personal representatives respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses that they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own fraud or dishonesty, and no such director or officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other director or officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any banker or other Persons with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency of any security upon which any monies of the Company may be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his or her office or trust unless the same shall happen through the fraud or dishonesty of such director or officer or trustee.

Pursuant to the indemnification agreements, the form of which was filed as Exhibit 10.2 to the Registrant's registration statement on Form F-1, as amended (File No. 333-256881), 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.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (b) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

## 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 the 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 the Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the 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 the Registration Statement.

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- (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.

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## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Ninth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's registration statement on Form F-1 initially filed on September 20, 2021, as amended) (Securities Act File No. 333-256881)</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Registrant's Specimen Certificate for Class A Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the Registrant's registration statement on Form F-1 initially filed on June 8, 2021, as amended) (Securities Act File No. 333-256881)</u></a>
<a href="#"><u>4.3</u></a>	<a href="#"><u>Form of Deposit Agreement among the Registrant, the depository owners and holders of the American Depositary Shares (incorporated herein by reference to Exhibit 4.3 to the Registrant's registration statement on Form F-1 initially filed on June 8, 2021, as amended) (Securities Act File No. 333-256881)</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Maples and Calder (Hong Kong) LLP (filed herewith)</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Public Company Share Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's registration statement on Form F-1 initially filed on June 8, 2021, as amended) (Securities Act File No. 333-256881)</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Independent Registered Public Accounting Firm</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (included on the signature page of this Registration Statement)</u></a>
<a href="#"><u>107*</u></a>	<a href="#"><u>Filing Fee Table</u></a>

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\* Filed herewith.

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### 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 the PRC, on February 6, 2023.

Atour Lifestyle Holdings Limited

By: /s/ Haijun Wang

Name: Haijun Wang

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

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Mr. Haijun Wang as his true and lawful attorney-in-fact and agent, 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, 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 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 February 6, 2023.

### Signature

### Title

/s/ Haijun Wang

Name: Haijun Wang

Chairman of the Board of Director and Chief Executive Officer (principal executive officer)

/s/ Rui Zhao

Name: Rui Zhao

Chief Financial Officer  
(principal financial and accounting officer)

/s/ Hong Lu

Name: Hong Lu

Director, Senior Vice President

/s/ Lijun Gao

Name: Lijun Gao

Director, Vice President

/s/ Shiwei Zhou

Name: Shiwei Zhou

Director

/s/ Danyang Bian

Name: Danyang Bian

Director

/s/ Hongbin Zhou

Name: Hongbin Zhou

Director

/s/ Chao Zhang

Name: Chao Zhang

Independent Director

/s/ Cong Lin

Name: Cong Lin

Independent Director

/s/ Can Wang

Name: Can Wang

Independent Director

**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 Atour Lifestyle Holdings Limited, has signed this registration statement or amendment thereto in New York on February 6, 2023.

**Authorized U.S. Representative**

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

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

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**ATOUR LIFESTYLE HOLDINGS LIMITED**

18th floor, Wuzhong Building,  
618 Wuzhong Road, Minhang District,  
Shanghai, People's Republic of China

6 February 2023

Dear Sirs

**ATOUR LIFESTYLE HOLDINGS LIMITED (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 6 February 2023 (the "**Registration Statement**") relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of class A ordinary shares with a par value of US\$0.0001 each (the "**Shares**"), issuable pursuant to the public company share incentive plan of the Company (the "**Share Incentive Plan**").

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Share Incentive Plan. We have also reviewed copies of the ninth amended and restated memorandum and articles of association of the Company adopted by special resolution passed on 2 September 2021 and effective immediately prior to the completion of the Company's initial public offering of American Depositary Shares representing its Shares (the "**Memorandum and Articles**"), the written resolutions of the board of directors of the Company dated 31 May 2021 and 16 January 2023 (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.
2. When issued and paid for in accordance with the terms of the Share Incentive Plan 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 validly 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 and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, 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 "**Companies Act**"), the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act 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).

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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, and (c) upon the issue of any Shares, the consideration received by the Company shall be not less than 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

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated June 17, 2022, with respect to the consolidated financial statements of Atour Lifestyle Holdings Limited, incorporated herein by reference.

/S/ KPMG Huazhen LLP  
Shanghai, China  
February 6, 2023

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## Calculation of Filing Fee Tables

FORM S-8  
(Form Type)Atour Lifestyle Holdings Limited  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title <sup>(1)</sup>	Fee Calculation Rule	Amount Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A ordinary shares, par value \$0.0001 per share	Rule 457(h)	21,444,931 <sup>(3)</sup>	\$ 0.85	\$ 18,228,191.35	\$ 0.0001102	\$ 2,008.75
Equity	Class A ordinary shares, par value \$0.0001 per share	Rule 457(c) and (h)	29,584,615 <sup>(4)</sup>	\$ 8.56	\$ 253,244,304.40	\$ 0.0001102	\$ 27,907.52
<b>Total Offering Amounts</b>					<u>\$ 271,472,495.75</u>		<u>\$ 29,916.27</u>
<b>Total Fees Previously Paid</b>							—
<b>Total Fee Offsets</b>							<u>\$ 29,916.27<sup>(5)</sup></u>
<b>Net Fee Due</b>							<u>\$ 0</u>

(1) The Class A ordinary shares of Atour Lifestyle Holdings Limited (the “Registrant”) registered hereunder are represented by the Registrant’s American depositary shares (“ADSs”), each representing three Class A ordinary shares, par value \$0.0001 per share. The registrant’s ADSs issuable upon deposit of the Class A ordinary shares have been registered under a separate registration statement on Form F-6 (333-257343).

(2) Represents Class A ordinary shares which are issuable upon exercise of options and pursuant to other awards granted under the Public Company 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 Class A ordinary shares which may be offered and issued to prevent dilution resulting from share splits, share dividends or similar transactions as provided in the Public Company Share Incentive Plan.

(3) Represents Class A ordinary shares which are issuable upon the exercise of outstanding options previously granted under the Public Company Share Incentive Plan as of the date of this registration statement and the corresponding proposed maximum offering price per share represents the weighted average of the exercise price of options which have been already granted and are outstanding under the Public Company Share Incentive Plan.

(4) Represents Class A ordinary shares to be issued pursuant to the Public Company Share Incentive Plan. 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\$25.685 per ADS, the average of the high and low prices for the Registrant’s ADSs as quoted on the Nasdaq Global Select Market on February 3, 2022.

(5) The Registrant previously registered its Class A ordinary shares with a proposed maximum aggregate offering price of \$70,957,875 on its registration statement on Form F-1, as amended (File No. 333-256881) (the “Prior Registration Statement”), which was declared effective by the Securities and Exchange Commission on November 10, 2022. Prior to that, the Registrant paid a total amount of \$38,422.44 in registration fees in connection with the Prior Registration Statement on June 24, 2021 for a proposed maximum aggregate offering price of \$352,176,341.55 at a registration fee rate of \$92.70 per million. Therefore, no additional registration fees is required in connection with the filing of this Registration Statement on Form S-8 as currently a total amount of \$30,602.88 of the registration fees paid by the Registrant for the filings of the Prior Registration Statement remain available to the Registrant, of which \$29,916.27 is being applied to offset registration fees payable in connection with this Registration Statement on Form S-8.