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

FORM 8-A

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

SU Group Holdings Limited

(Exact name of registrant as specified in its charter)

Cayman Islands

N/A

(State or other jurisdiction of  
incorporation or organization)

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

Unit 01 – 03, 3/F, Billion Trade Centre  
31 Hung To Road, Kwun Tong  
Kowloon, Hong Kong

N/A

(Address of principal executive offices)

(Zip Code)

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

Title of each class  
to be registered

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

Ordinary shares, par value HK\$0.01 per share

The Nasdaq Stock Market LLC

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

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

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

Securities Act Registration Statement or Regulation A offering statement file number to which this form relates: 333- 275705 (if applicable)

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

N/A

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(Title of Class)

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

The securities to be registered hereby are the ordinary shares, par value HK\$0.01 per share, of SU Group Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (the “**Company**”). The description of the ordinary shares contained in the section entitled “Description of Securities” in the prospectus included in the Company’s Registration Statement on Form F-1 (File No. 333-275705) initially filed with the U.S. Securities and Exchange Commission on November 22, 2023, as amended from time to time (the “**Registration Statement**”), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

**Item 2. Exhibits.**

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

**SIGNATURE**

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

**SU Group Holdings Limited**

By: /s/ Chan Ming Dave

Chan Ming Dave

Chief Executive Officer

Dated: January 23, 2024