

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

Helpport AI Limited

(Exact name of registrant as specified in its charter)

British Virgin Islands

(State or other jurisdiction of
incorporation or organization)

Not applicable

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

**9 Temasek Boulevard #07-00, Suntec Tower Two,
Singapore 038989**

(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 so registered	Name of each exchange on which each class is to be registered
Ordinary shares, par value \$0.0001 per share	The Nasdaq Stock Market LLC
Warrants, each exercisable for one ordinary share at an exercise price of \$11.50 per whole 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- 276940

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are ordinary shares, par value \$0.0001 (the "Ordinary Shares") and warrants, each warrant entitling the holder thereof to purchase one Ordinary Share at an exercise price of \$11.50 per whole share (the "Warrants"), of Helpport AI Limited (the "Registrant").

The description of Ordinary Shares and Warrants to be registered hereunder is set forth under the heading "Description of Pubco Securities" in the Registrant's registration statement on [Form F-4](#) (File No. 333-276940) originally filed with the U.S. Securities and Exchange Commission on February 7, 2024, as amended by any amendments to such registration statement and by any prospectus and prospectus supplement subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information is incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the "Instructions as to Exhibits" with respect to 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.

Date: August 2, 2024

Helpport AI Limited

By: /s/ Cong Shi

Name: Cong Shi

Title: Director