

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NEO-CONCEPT INTERNATIONAL GROUP HOLDINGS LTD

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands (State or Other Jurisdiction of Incorporation or Organization)	N/A (I.R.S. Employer Identification No.)
10/F, Seaview Centre, No.139-141 Hoi Bun Road Kwun Tong, Kowloon, Hong Kong +(852) 2798-8639	
(Address of Principal Executive Offices)	(Zip Code)

2026 Incentive Securities Plan
(Full Title of the Plan)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, New York 10168
(Name and Address of Agent for Service)

800-221-0102
(Telephone Number, Including Area Code, of Agent for Service)

Copy To:

Ningxin Sun, Esq.
Charles Wilson LLP
418 Broadway
Albany
New York, 12207
+1 646 836 9844

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-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. ☐

EXPLANATORY NOTE

This registration statement (this “Registration Statement”) is filed by Neo-Concept International Group Holdings Ltd, an exempted company incorporated under the laws of the Cayman Islands (the “Registrant”) to register securities issuable pursuant to the Neo-Concept International Group Holdings Ltd 2026 Incentive Securities Plan (as amended and restated, “the 2026 Incentive Securities Plan”). The securities registered hereby consist of 472,856 Class A Ordinary Shares, US\$0.0025 par value per share of the Registrant (the “Class A Ordinary Share”), which represent the number of Class A Ordinary Shares that were reserved under the 2026 Incentive Securities Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the 2026 Incentive Securities Plan. Any Class A Ordinary Shares subject to an award granted under the 2026 Incentive Securities Plan (or portion of an award) that terminates, expires, lapses or repurchased for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A Ordinary Shares that may be issued under the 2026 Incentive Securities Plan.

PART I

INFORMATION REQUIRED IN THE 10(A) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

- * The documents containing the information specified in “Item 1. Plan Information” and “Item 2. Registrant Information and Employee Plan Annual Information” of Form S-8 will be sent or given to participants of the 2026 Incentive Securities Plan, as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, and all documents we subsequently file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), prior to the filing of a post-effective amendment to this Registration Statement 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 in this Registration Statement and shall be deemed to be a part hereof from the date of the filing of such documents:

- (1) The annual report (Commission File No. 001-42016) filed by the Registrant with the Commission on [Form 20-F](#) for the fiscal year ended December 31, 2025, which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (2) Our Reports of foreign private issuer on Form 6-K filed with the Commission on [June 12, 2026](#), [May 15, 2026](#), [May 8, 2026](#), [April 16, 2026](#), [April 1, 2026](#), [March 9, 2026](#), [February 11, 2026](#);
- (3) The description of our ordinary shares incorporated by reference in our registration statement on [Form 8-A](#), as amended (File No. 001-42016) filed with the Commission on April 15, 2024, including any amendment and report subsequently filed for the purpose of updating that description; and
- (4) all reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the report referred to in (1) above.

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 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 or deemed to be incorporated by reference herein modifies or supersedes such 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 memorandum and 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.

Our second amended and restated memorandum and articles of association provide that every director (including any alternate director), secretary, assistant secretary, and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators (each an “Indemnified Person”) shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, expenses, losses or damages incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person’s own dishonesty, willful default or fraud, in or about the conduct of the Company’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 Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling us under the foregoing provisions, we have 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.

Reference is hereby made to the Exhibit Index, which is incorporated herein by reference.

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:
 - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (b) 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; and
 - (c) 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 (1)(a) and (1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in 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 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

Exhibit No.	Description
4.1	The Second Amended and Restated Memorandum and Articles of Association of Neo-Concept International Group Holdings Ltd. (incorporated by reference to Exhibit 1.1 to the report on Form 20-F filed with the SEC on April 30, 2026)
5.1	Opinion of Harney Westwood & Riegels (filed herewith)
10.1	2026 Incentive Securities Plan of Neo-Concept International Group Holdings Ltd. (incorporated by reference to Exhibit 99.1 to the report on Form 6-K filed with the SEC on June 12, 2026)
23.1	Consent of Harney Westwood & Riegels (included in Exhibit 5.1)
23.2	Consent of WWC, P.C. (filed herewith)
107	Filing Fee Table (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 Hong Kong, on June 16, 2026.

Neo-Concept International Group Holdings Ltd

By: /s/ Eva Yuk Yin Siu

Name: Eva Yuk Yin Siu

Title: Chairlady of the Board, Director and
Chief Executive Officer

Signature	Title	Date
<u>/s/ Eva Yuk Yin Siu</u> Name: Eva Yuk Yin Siu	Chairlady of the Board, Director and Chief Executive Officer	June 16, 2026
<u>/s/ Man Chi Wai</u> Name: Man Chi Wai	Director	June 16, 2026
<u>/s/ Pengfei Jiang</u> Name: Pengfei Jiang	Director	June 16, 2026
<u>/s/ Patrick Kwok Fai Lau</u> Name: Patrick Kwok Fai Lau	Chief Financial Officer (Principal Accounting and Financial Officer)	June 16, 2026
<u>/s/ Billy Chun Fai Tang</u> Name: Billy Chun Fai Tang	Independent Director	June 16, 2026
<u>/s/ Mark Gary Singer</u> Name: Mark Gary Singer	Independent Director	June 16, 2026
<u>/s/ Josephine Yan Yeung</u> Name: Josephine Yan Yeung	Independent Director	June 16, 2026

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 Neo-Concept International Group Holdings Ltd, has signed this registration statement or amendment thereto in New York, NY on June 16, 2026.

Authorized U.S. Representative
Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President