

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

Post-Effective Amendment No. 2  
to  
FORM F-1  
ON FORM F-3

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**SAI.TECH GLOBAL CORPORATION**  
(Exact name of registrant as specified in its charter)

**Not Applicable**  
(Translation of Registrant's Name into English)

**Cayman Islands**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

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

**#01-05 Pearl's Hill Terrace**  
**Singapore, 168976**  
**Tel: +65 9656 5641**

(Address and telephone number of registrant's principal executive offices)

**Winston & Strawn LLP**  
**800 Capitol Street, Suite 2400**  
**Houston, TX 77002**  
**Tel: 713-651-2600**

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

**Copies to:**

**Michael J. Blankenship**  
**Winston & Strawn LLP**  
**800 Capitol Street, Suite 2400**  
**Houston, TX 77002**  
**Tel: 713-651-2600**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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## **EXPLANATORY NOTE**

SAI.TECH Global Corporation is filing this Post-Effective Amendment No. 2 to its registration statement on Form F-1 on Form F-3 (File No. 333-265333) as an exhibits-only filing. Accordingly, this amendment consists only of the cover page, this explanatory note, Item 9 of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibit. The remainder of the Registration Statement is unchanged and has therefore been omitted.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 9. Exhibits and Financial Statements Schedules

(a) Exhibits.

The following exhibits are filed herewith unless otherwise indicated:

| Exhibit No. | Description                                                                                                                                                                         | Filed Herewith | Incorporation by Reference |            |             |                    |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------------------|------------|-------------|--------------------|
|             |                                                                                                                                                                                     |                | Form                       | File No.   | Exhibit No. | Filing Date        |
| 2.1         | <a href="#">Business Combination Agreement, dated as of September 27, 2021, by and among TradeUP Global Corporation, TGC Merger Sub and SAITECH Limited</a>                         |                | F-4/A                      | 333-260418 | 2.1         | March 29, 2022     |
| 2.2         | <a href="#">Amendment to Business Combination Agreement, dated as of October 20, 2021, by and among TradeUP Global Corporation, TGC Merger Sub and SAITECH Limited</a>              |                | F-4/A                      | 333-260418 | 2.2         | March 29, 2022     |
| 2.3         | <a href="#">Second Amendment to Business Combination Agreement, dated as of January 26, 2022, by and among TradeUP Global Corporation, TGC Merger Sub, and SAITECH Limited</a>      |                | F-4/A                      | 333-260418 | 2.3         | March 29, 2022     |
| 2.4         | <a href="#">Third Amendment to Business Combination Agreement, dated as of March 22, 2022, by and among TradeUP Global Corporation, TGC Merger Sub, and SAITECH Limited</a>         |                | F-4/A                      | 333-260418 | 2.4         | March 29, 2022     |
| 3.1         | <a href="#">Amended and Restated Memorandum and Articles of Association</a>                                                                                                         |                | 6-K                        | 001-40368  | 1.1         | May 6, 2022        |
| 4.1         | <a href="#">Specimen Class A Ordinary Share Certificate</a>                                                                                                                         |                | S-1                        | 333-253849 | 4.2         | April 22, 2021     |
| 4.2         | <a href="#">Specimen Warrant Certificate</a>                                                                                                                                        |                | S-1                        | 333-253849 | 4.3         | April 22, 2021     |
| 4.3         | <a href="#">Warrant Agreement, dated as of April 28, 2021, between TradeUP Global Corporation and VStock Transfer, LLC, as warrant agent</a>                                        |                | 8-K/A                      | 001-40368  | 4.1         | May 6, 2021        |
| 5.1         | <a href="#">Opinion of Harney Westwood &amp; Riegels LP</a>                                                                                                                         |                | F-1/A                      | 333-265333 | 5.1         | July 28, 2022      |
| 10.1        | <a href="#">Sponsor Support Agreement, dated as of September 27, 2021, among SAITECH Limited, TradeUP Global Corporation, and TradeUP Global Sponsor LLC</a>                        |                | F-4/A                      | 333-260418 | 10.1        | March 29, 2022     |
| 10.2        | <a href="#">Support Agreement (SAITECH Limited Shareholders), dated as of September 27, 2021, among SAITECH Limited, TradeUP Global Corporation, and TradeUP Global Sponsor LLC</a> |                | F-4/A                      | 333-260418 | 10.2        | March 29, 2022     |
| 10.3        | <a href="#">Form of Registration Rights Agreement among SAITECH Global Corporation and certain security holders named therein</a>                                                   |                | F-4/A                      | 333-260418 | 10.3        | March 29, 2022     |
| 10.4        | <a href="#">Registration Rights Agreement, dated as of April 28, 2021, among TradeUP Global Corporation, TradeUP Global Sponsor LLC and certain security holders named therein</a>  |                | 8-K                        | 001-40368  | 10.3        | May 4, 2021        |
| 10.5        | <a href="#">Letter Agreement, dated April 28, 2021, among TradeUP Global Corporation, TradeUP Global Sponsor LLC and certain security holders named therein</a>                     |                | 8-K                        | 001-40368  | 10.1        | September 28, 2021 |
| 10.6        | <a href="#">Letter Agreement Amendment, dated September 27, 2021, among TradeUP Global Corporation, TradeUP Global Sponsor LLC, David X. Li, Tao Jiang and Michael Davidov</a>      |                | 8-K                        | 001-40368  | 10.2        | May 4, 2021        |

|         |                                                                                                                                                                                    |       |            |       |                    |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------------|-------|--------------------|
| 10.7    | <a href="#">Letter Agreement Amendment No. 2, dated January 26, 2022, among TradeUP Global Corporation, TradeUP Global Sponsor LLC, and certain security holders named therein</a> | 8-K   | 001-40368  | 10.1  | January 27, 2022   |
| 10.8    | <a href="#">Investment Management Trust Agreement, dated April 28, 2021, between TradeUP Global Corporation and Wilmington Trust, National Association, as trustee</a>             | 8-K   | 001-40368  | 10.2  | May 4, 2021        |
| 10.9    | <a href="#">Form of Indemnity Agreement</a>                                                                                                                                        | F-4/A | 333-260418 | 10.8  | March 29, 2022     |
| 10.10   | <a href="#">Form of SAI.TECH Global Corporation 2021 Equity Incentive Plan and forms of agreement thereunder</a>                                                                   | F-4/A | 333-260418 | 10.9  | March 29, 2022     |
| 10.11   | <a href="#">Employment Agreement, dated September 27, 2021, between TradeUP Global Corporation and Risheng Li</a>                                                                  | 8-K   | 001-40368  | 10.3  | September 28, 2021 |
| 10.12   | <a href="#">Employment Agreement, dated September 27, 2021, between TradeUP Global Corporation and Jian Zou</a>                                                                    | 8-K   | 001-40368  | 10.4  | September 28, 2021 |
| 10.13   | <a href="#">Form of Indemnity Agreement Amendment</a>                                                                                                                              | F-4/A | 333-260418 | 10.13 | March 29, 2022     |
| 21.1    | <a href="#">List of subsidiaries</a>                                                                                                                                               | 20-F  | 001-40368  | 8.1   | May 31, 2022       |
| 23.1    | <a href="#">Consent of Friedman LLP</a>                                                                                                                                            | F-1/A | 333-265333 | 23.1  | July 28, 2022      |
| 23.2    | <a href="#">Consent of Marcum Bernstein &amp; Pinchuk LLP</a>                                                                                                                      | F-1/A | 333-265333 | 23.2  | July 28, 2022      |
| 23.3    | <a href="#">Consent of Audit Alliance LLP</a>                                                                                                                                      | X     |            |       |                    |
| 23.4    | <a href="#">Consent of Harney Westwood &amp; Riegels LP LLP (included in Exhibit 5.1)</a>                                                                                          | F-1/A | 333-265333 | 23.4  | July 28, 2022      |
| 101     | Interactive Data Table                                                                                                                                                             |       |            |       |                    |
| 101.INS | Inline XBRL Instance Document.                                                                                                                                                     |       |            |       |                    |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document.                                                                                                                                    |       |            |       |                    |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document.                                                                                                                      |       |            |       |                    |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document.                                                                                                                       |       |            |       |                    |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document.                                                                                                                            |       |            |       |                    |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document.                                                                                                                     |       |            |       |                    |
| 104     | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).                                                                                          |       |            |       |                    |
| 107     | <a href="#">Filing Fee table</a>                                                                                                                                                   | F-1   | 333-265333 | 107   | June 1, 2022       |

+ Indicates management contract or compensatory plan or arrangement.

# Portions of this exhibit have been omitted in accordance with Item 601(b)(10)(iv) of Regulation S-K.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on August 16, 2023.

### SAI.TECH Global Corporation

By: /s/ Risheng Li  
Name: Risheng Li  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>                                             | <u>Title</u>                                                            | <u>Date</u>     |
|--------------------------------------------------------------|-------------------------------------------------------------------------|-----------------|
| <u>/s/ Risheng Li</u><br>Risheng Li                          | Director and Chief Executive Officer<br>(Principal Executive Officer)   | August 16, 2023 |
| <u>*</u><br>Ian Chow                                         | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | August 16, 2023 |
| <u>*</u><br>Hao Ge                                           | Director                                                                | August 16, 2023 |
| <u>*</u><br>Yao Shi                                          | Director                                                                | August 16, 2023 |
| <u>*</u><br>Jinlong Zhu                                      | Director                                                                | August 16, 2023 |
| <u>*</u><br>Yusen Chen                                       | Director                                                                | August 16, 2023 |
| <u>*By: /s/ Risheng Li</u><br>Risheng Li<br>Attorney-in-fact |                                                                         |                 |

**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 SAI.TECH Global Corporation., has signed this registration statement or amendment thereto in the City of Houston, State of Texas, on August 16, 2023.

**WINSTON & STRAWN LLP**

By: /s/ Michael J. Blankenship  
Name: Michael J. Blankenship  
Title: Authorized Representative

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Post-Effective Amendment No. 2 to Form F-1 on Form F-3 (File No. 333-265333) of our report dated April 19, 2023, relating to the consolidated financial statements of SAI.TECH Global Corp (formerly known as “Tradeup Global Corporation”), appearing in its Annual Report on Form 20-F for the year ended December 31, 2022.

We also consent to the reference to us under the heading “Experts” in the Registration Statements.

/s/ Audit Alliance LLP Singapore

August 16, 2023