

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM F-1**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Atour Lifestyle Holdings Limited**

(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)

**7011**

(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**

(I.R.S. Employer  
Identification Number)

**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)

**COGENCY GLOBAL INC.  
122 East 42nd Street, 18th Floor  
New York, NY 10168**

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

**Copies to:**

**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**

**Allen Wang, Esq.  
Latham & Watkins LLP  
18th Floor, One Exchange Square  
8 Connaught Place, Central,  
Hong Kong  
+852 2912 2500**

**Approximate date of commencement of proposed sale to the public:** as soon as practicable after the effective date of this registration statement.

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, or the Securities Act, 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.  333-272434

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 post-effective amendment filed pursuant to Rule 462(d) 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.

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† provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

† 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.

### **Explanatory Note and Incorporation by Reference**

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on [Form F-1 \(File No. 333-272434\)](#), initially filed by Atour Lifestyle Holdings Limited (the “Company”) with the Securities and Exchange Commission (the “Commission”) on June 5, 2023, which was declared effective by the Commission on June 7, 2023, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

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ATOUR LIFESTYLE HOLDINGS LIMITED

EXHIBITS INDEX

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	<a href="#"><u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the ordinary shares being registered</u></a>
8.1	<a href="#"><u>Opinion of Maples and Calder (Hong Kong) LLP regarding certain Cayman Island tax matters (included in Exhibit 5.1)</u></a>
23.1	<a href="#"><u>Consent of KPMG Huazhen LLP, Independent Registered Public Accounting Firm</u></a>
23.2	<a href="#"><u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Atour Lifestyle Holdings Limited (File No. 333-272434) initially filed with the Securities and Exchange Commission on June 5, 2023)</u></a>
107	<a href="#"><u>Filing Fee Table</u></a>

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## 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-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, the People's Republic of China, on June 7, 2023.

### **Atour Lifestyle Holdings Limited**

By: /s/ HAIJUN WANG

Name: Haijun Wang

Title: *Chairman of the Board of Directors and  
Chief Executive Officer*

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on June 7, 2023 in the capacities indicated.

Signature	Title
/s/ Haijun Wang _____ Haijun Wang	Chairman of the Board of Director and Chief Executive Officer (principal executive officer)
* _____ Shoudong Wang	Co-Chief Financial Officer (principal financial and accounting officer)
* _____ Hong Lu	Director
* _____ Lijun Gao	Director
* _____ Shiwei Zhou	Director
* _____ Hongbin Zhou	Director
* _____ Chao Zhang	Independent Director
* _____ Cong Lin	Independent Director
* _____ Can Wang	Independent Director

\*By: /s/ Haijun Wang  
\_\_\_\_\_

Name: Haijun Wang  
*Attorney-in-Fact*

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**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, 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 June 7, 2023.

**Cogency Global Inc.**  
(Authorized U.S. Representative)

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: *Senior Vice President*

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Our ref SQG/675005-000001/26644078v1

**ATOUR LIFESTYLE HOLDINGS LIMITED**

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

7 June 2023

Dear Sirs

**ATOUR LIFESTYLE HOLDINGS LIMITED**

We have acted as Cayman Islands legal advisers to Co ATOUR LIFESTYLE HOLDINGS LIMITED (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Registration Statement**"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date, relating to the resale of certain class A ordinary shares with a par value of US\$0.0001 each of the Company (the "**Shares**") by Shanghai Yi Nan Enterprise Management Partnership and Shanghai Yin Nai Enterprise Management Partnership (collectively, the "**Selling Shareholders**").

We are furnishing this opinion as Exhibits 5.1 and 23.2 to the Registration Statement.

**1 Documents Reviewed**

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 The certificate of incorporation of the Company dated 20 April 2012 and the certificate of incorporation on change of name of the Company dated 16 June 2015 issued by the Registrar of Companies in the Cayman Islands.
- 1.2 The ninth amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on 2 September 2021 and effective immediately prior to the completion of the Company's initial public offering of ADSs representing its Class A Ordinary Shares (the "**Memorandum and Articles**").
- 1.3 The written resolutions of the board of directors of the Company dated 13 May 2023 (the "**Board Resolutions**").
- 1.4 A certificate from a director of the Company, a copy of which is attached hereto (the "**Director's Certificate**").

**Maples and Calder (Hong Kong) LLP**  
26th Floor, Central Plaza, 19 Harbour Road, Wanchai, Hong Kong  
Tel: +852 2522 6000 Fax: +852 2617 2916 [maples.com](http://maples.com)  
Maples and Calder (Hong Kong) Limited, a limited liability partnership, is a member of the Maples and Calder Group of companies.  
Alan Kay (Australia), John Tracy (New Zealand), Stephen Palmer (Victoria, Australia), Thomas Ho (New South Wales, Australia),  
U.S. Paul (England and Wales), M.C. Paul (England and Wales), Richard Spence (England and Wales), Steven Yip (New Zealand), Neil Stern (England and Wales),  
John Huang (Guangdong, China), Kate Hui (Hong Kong), Jennifer Kelly (England and Wales), Simeon David (England and Wales).  
Rita Bowden (Cayman Islands), Jonathan Ginn (Cayman Islands), Naveen Nair (Cayman Islands).  
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- 1.5 A certificate of good standing dated 18 May 2023, issued by the Registrar of Companies in the Cayman Islands (the “Certificate of Good Standing”).
- 1.6 The Registration Statement.

## **2 Assumptions**

The following 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. In giving these opinions we have relied (without further verification) upon the completeness and accuracy, as of the date of this opinion letter, of the Director’s Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 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.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below.
- 2.4 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.

## **3 Opinion**

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is US\$300,000 divided into 3,000,000,000 ordinary shares of par value of US\$0.0001 each, comprising (a) 2,900,000,000 Class A Ordinary Shares of par value of US\$0.0001 each, and (b) 100,000,000 Class B Ordinary Shares of par value of US\$0.0001 each.
- 3.3 The sale and transfer of the Shares as contemplated by the Registration Statement by the Selling Shareholders have been duly authorised by or on behalf of the Company.
- 3.4 The statements under the caption “Enforceability of Civil Liabilities” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

## **4 Qualifications**

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions, which are the subject of this opinion.



We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the headings “Enforceability of Civil Liabilities” and “Legal Matters” and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP  
Maples and Calder (Hong Kong) LLP

**Director's Certificate**

June 7, 2023

To: Maples and Calder (Hong Kong) LLP  
26th Floor, Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

Dear Sir or Madam

**ATOUR LIFESTYLE HOLDINGS LIMITED (the "Company")**

I, the undersigned, being a director of the Company, am aware that you are being asked to provide an opinion letter (the "**Opinion**") in relation to certain aspects of Cayman Islands law. Capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

- 1 The Memorandum and Articles remain in full force and effect and are unamended.
- 2 The Board Resolutions and the Shareholder Resolutions were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect.
- 3 The shareholders of the Company (the "**Shareholders**") have not restricted or limited the powers of the directors in any way, and there is no contractual or other prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from entering into and performing its obligations under the Transaction Documents.
- 4 The directors of the Company at the date of the Directors' Resolutions and as at the date of this certificate were and are as follows:
- 5 The Company has the authorised and issued share capital as set out in the Registration Statements, the Preliminary Prospectus and the Prospectus and all of the issued shares in the capital of the Company have been duly and validly authorised and issued and are fully paid and non-assessable (meaning that no further sums are payable to the Company on such shares and the Company has received payment therefor).
- 6 Prior to, at the time of, and immediately following the execution of the Transaction Documents the Company was, or will be, able to pay its debts as they fell, or fall, due and has entered, or will enter, into the Transaction Documents for proper value and not with an intention to defraud or wilfully defeat an obligation owed to any creditor or with a view to giving a creditor a preference.

Wang, Haijun  
LU Hong  
GAO Lijun  
ZHOU Shiwei  
Zhou Hongbin  
Chao Zhang  
Cong Lin  
Can Wang

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- 7 Each Director considers the transactions contemplated by the Transaction Documents to be of commercial benefit to the Company and has acted in good faith in the best interests of the Company, and for a proper purpose of the Company, in relation to the transactions which are the subject of the Opinion.
- 8 To the best of my knowledge and belief, having made due inquiry, the Company is not the subject of legal, arbitral, administrative or other proceedings in any jurisdiction and neither the directors nor Shareholders have taken any steps to have the Company struck off or placed in liquidation. Further, no steps have been taken to wind up the Company or to appoint restructuring officers or interim restructuring officers, and no receiver has been appointed in relation to any of the Company's property or assets.
- 9 The Company is not subject to the requirements of Part XVIIIA of the Companies Act (As Revised).
- 10 The Company is not a central bank, monetary authority or other sovereign entity of any state and is not a subsidiary, direct or indirect, of any sovereign entity or state.
- 11 The Transaction Documents have been executed and unconditionally delivered by a Director or Officer (as defined in the Board Resolutions) for and on behalf of the Company.

*[signature page to follow]*

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I confirm that you may continue to rely on this Certificate as being true and correct on the day that you issue the Opinion unless I shall have previously notified you in writing personally to the contrary.

Signature: /s/ Haijun Wang  
Name: Haijun Wang  
Title: Director

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**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated April 28, 2023, with respect to the consolidated financial statements of Atour Lifestyle Holdings Limited incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG Huazhen LLP

Shanghai, China

June 7, 2023

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## Calculation of Filing Fee Tables

**Form F-1**  
(Form Type)

**Atour Lifestyle Holdings Limited**  
(Exact Name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities

	<u>Security Type</u>	<u>Security Class Title</u>	<u>Fee Calculation or Carry Forward Rule</u>	<u>Amount Registered</u>	<u>Proposed Maximum Offering Price Per Unit<sup>(2)(3)</sup></u>	<u>Maximum Aggregate Offering Price<sup>(2)(3)</sup></u>	<u>Fee Rate</u>	<u>Amount of Registration Fee</u>
Fees to Be Paid	Equity	Class A ordinary shares, par value US\$0.0001 per share <sup>(1)</sup>	Rule 457(a)	3,312,000	US\$4.93	16,339,200	US\$0.00011020	US\$1,800.58
		<sup>(2)</sup>						
		<b>Net Fee Due</b>						<b><u>US\$1,800.58</u></b>

(1) American depositary shares issuable upon deposit of ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-257343). Each American depositary share represents three ordinary shares.

(2) Includes (a) Class A ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their option and (b) all Class A ordinary shares represented by ADSs initially offered and sold outside the United States that may be resold from time to time in the United States either as part of the distribution or within 40 days after the later of the effective date of this registration statement and the date the securities are first bona fide offered to the public.

(3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.