

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Burning Rock Biotech Limited

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

601, 6/F, Building 3, Standard Industrial Unit 2
No. 7, Luoxuan 4th Road
International Bio Island, Guangzhou, 510005
People's Republic of China
+86 020-3403 7871

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Pre-IPO Share Incentive Plan
2020 Equity Incentive Plan
Management Share Incentive Plan
Employee Share Incentive Plan No. 1
Employee Share Incentive Plan No. 2
(Full title of the plan)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, N.Y. 10168
+1 (800) 221-0102

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

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

Copies to:

Yusheng Han
Chairman and Chief Executive Officer
601, 6/F, Building 3, Standard Industrial Unit 2
No. 7, Luoxuan 4th Road
International Bio Island, Guangzhou, 510005
People's Republic of China

Shuang Zhao, Esq.
Cleary Gottlieb Steen & Hamilton LLP
c/o 37th Floor, Hysan Place
500 Hennessy Road
Causeway Bay, Hong Kong
+852 2521 4122

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A ordinary shares, par value \$0.0002 per share	2,589,181(3)	\$ 1.42(11)	\$ 3,676,637.02	\$ 401.12

Class A ordinary shares, par value \$0.0002 per share	836,710 ⁽⁴⁾	\$ 25.53 ⁽¹²⁾	\$ 21,361,206.30	\$ 2,330.51
Class A ordinary shares, par value \$0.0002 per share	4,848 ⁽⁵⁾	\$ 25.53 ⁽¹²⁾	\$ 123,769.44	\$ 13.50
Class A ordinary shares, par value \$0.0002 per share	4,507,428 ⁽⁶⁾	\$ 25.53 ⁽¹²⁾	\$115,074,636.84	\$ 12,554.64
Class A ordinary shares, par value \$0.0002 per share	5,475,393 ⁽⁷⁾	\$ 0.0002 ⁽¹³⁾	\$ 1,095.08	\$ 0.12
Class A ordinary shares, par value \$0.0002 per share	111,742 ⁽⁸⁾	\$ 25.53 ⁽¹²⁾	\$ 2,852,773.26	\$ 311.24
Class A ordinary shares, par value \$0.0002 per share	760,000 ⁽⁹⁾	\$ 25.53 ⁽¹²⁾	\$ 19,402,800.00	\$ 2,116.85
Class A ordinary shares, par value \$0.0002 per share	140,000 ⁽¹⁰⁾	\$ 25.53 ⁽¹²⁾	\$ 3,574,200.00	\$ 389.95
Total	14,425,302		\$166,067,117.94	\$ 18,117.92

- (1) These shares may be represented by the Registrant's American depositary shares ("ADSs"), each representing one Class A ordinary share. The Registrant's ADSs issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-238921).
- (2) Represents Class A ordinary shares, par value \$0.0002 per share ("Class A Ordinary Shares") of Burning Rock Biotech Limited (the "Registrant") issuable in connection with equity awards under the Pre-IPO Share Incentive Plan (the "Pre-IPO Plan"), 2020 Equity Incentive Plan (the "2020 Plan"), Management Share Incentive Plan (the "Management Plan"), Employee Share Incentive Plan No. 1 (the "ESIP No.1") and Employee Share Incentive Plan No. 2 (the "ESIP No. 2" and collectively with the Pre-IPO Plan, the 2020 Plan, the Management Plan and the ESIP No.1, the "Plans"). 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 Plans.
- (3) Represents 2,589,181 Class A Ordinary Shares issuable upon exercise of outstanding options granted under the Pre-IPO Plan.
- (4) Represents 836,710 Class A Ordinary Shares reserved for issuance pursuant to future awards under the Pre-IPO Plan.
- (5) Represents 4,848 Class A Ordinary Shares issuable in connection with awards of restricted stock units granted under the 2020 Plan.
- (6) Represents 4,507,428 Class A Ordinary Shares reserved for issuance pursuant to future awards under the 2020 Plan.
- (7) Represents 5,475,393 Class A Ordinary Shares issuable upon exercise of outstanding options granted under the Management Plan.
- (8) Represents 111,742 Class A Ordinary Shares reserved for issuance pursuant to future awards under the Management Plan.
- (9) Represents 760,000 Class A Ordinary Shares reserved for issuance pursuant to future awards under the ESIP No. 1.
- (10) Represents 140,000 Class A Ordinary Shares reserved for issuance pursuant to future awards under the ESIP No. 2.
- (11) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The price of US\$1.42 per share represents the weighted average of the exercise prices for outstanding options under the Pre-IPO Share Incentive Plan.
- (12) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act based on \$27.72 per ADS, the average of the high and low prices for the Registrant's ADSs as quoted on the Nasdaq Global Market on December 4, 2020 and adjusted for the Class A ordinary share-to-ADS ratio.
- (13) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The price of US\$0.0002 per share represents the weighted average of the exercise prices for outstanding options under the Pre-IPO Plan.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as a 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 previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein:

- (a) [The Registrant's prospectus dated December 3, 2020](#) (File No. 333-251053) filed with the Commission on December 4, 2020 pursuant to Rule 424(b)(4) under the Securities Act; and
- (b) The description of the Registrant's Class A ordinary shares and ADSs incorporated by reference in the Registrant's registration statement on [Form 8-A](#) (File No. 001-39316) filed with the Commission on June 5, 2020, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this registration statement and 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 to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration 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 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.

The Registrant's tenth amended and restated memorandum and articles of association provide for indemnification of directors and officers (each an indemnified person) against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such indemnified person, other than by reason of such person's own dishonesty, willful default or fraud, in or about the conduct of the Registrant's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his 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 Registrant or its affairs in any court whether in the Cayman Islands or elsewhere.

Pursuant to the indemnification agreements, the form of which was filed as Exhibit 10.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-238596), the Registrant has agreed to indemnify its directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

The underwriting agreement, the form of which was filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-238596), and the underwriting agreement, the form of which was filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-251053) also provide for indemnification of the Registrant and its officers and directors for certain liabilities.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has 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.

The Registrant also maintains a directors and officers liability insurance policy for its directors and officers.

Item 7. Exemption from Registration Claimed

Not applicable

Item 8. Exhibits

See the Exhibit Index attached hereto.

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:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) 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

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to that information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) 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 Section 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

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Tenth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1 (File No. 333-238596), as amended, initially filed with the SEC on May 22, 2020)</u>
4.2	<u>Registrant's Specimen Certificate for Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1 (File No. 333-238596), as amended, initially filed with the SEC on May 22, 2020)</u>
4.3	<u>Form of Deposit Agreement, among the Registrant, the depository and the holders and beneficial owners of American Depositary Shares issued thereunder (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form F-1 (File No. 333-238596), as amended, initially filed with the SEC on May 22, 2020)</u>
4.4	<u>Registrant's Specimen American Depositary Receipt (included in Exhibit 4.3 to this registration statement)</u>
5.1*	<u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the ordinary shares being registered</u>
10.1*	<u>English Summary of the Pre-IPO Plan of the Registrant</u>
10.2	<u>2020 Plan of the Registrant (incorporated herein by reference to Exhibit 10.16 to the registration statement on Form F-1 (File No. 333-238596), as amended, initially filed with the SEC on May 22, 2020)</u>
10.3*	<u>English Summary of the Management Plan of the Registrant</u>
10.4*	<u>English Summary of the Employee ESIP No. 1 of the Registrant</u>
10.5*	<u>English Summary of the Employee ESIP No. 2 of the Registrant</u>
23.1*	<u>Consent of Ernst & Young Hua Ming LLP, an independent registered public accounting firm</u>
23.2*	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1 to this registration statement)</u>
24.1*	<u>Power of Attorney (included on the signature page of this registration statement)</u>

* 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 Shanghai, China, on December 8, 2020.

Burning Rock Biotech Limited

By: /s/ Yusheng Han

Name: Yusheng Han

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Yusheng Han and Leo Li with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on December 8, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Yusheng Han</u> Yusheng Han	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)
<u>/s/ Shaokun (Shannon) Chuai</u> Shaokun (Shannon) Chuai	Director
<u>/s/ Leo Li</u> Leo Li	Director and Chief Financial Officer (principal financial officer and principal accounting officer)
<u>/s/ Gang Lu</u> Gang Lu	Director
<u>/s/ Feng Deng</u> Feng Deng	Director
<u>/s/ Yunxia Yang</u> Yunxia Yang	Director
<u>/s/ Jing Rong</u> Jing Rong	Director
<u>/s/ Wendy Hayes</u> Wendy Hayes	Director
<u>/s/ Min-Jui Richard Shen</u> Min-Jui Richard Shen	Director

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 Burning Rock Biotech Limited has signed this registration statement or amendment thereto in New York on December 8, 2020.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President

Our ref ELR/754076-000011/18772499v2

Burning Rock Biotech Limited

601, 6/F, Building 3, Standard Industrial Unit 2
No. 7, Luoxuan 4th Road
International Bio Island, Guangzhou, 510005
People's Republic of China

8 December 2020

Dear Sirs

Burning Rock Biotech Limited (the "Company")

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 8 December 2020 (the "**Registration Statement**") relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 14,425,302 class A ordinary shares, par value US\$0.0002 per share (the "**Shares**"), issuable by the Company upon the exercise of options and pursuant to restricted share units and other awards granted or to be granted under the Pre-IPO Share Incentive Plan (the "**Pre-IPO Plan**"), 2020 Equity Incentive Plan (the "**2020 Plan**"), Management Share Incentive Plan (the "**Management Plan**"), Employee Share Incentive Plan No. 1 (the "**ESIP No.1**") and Employee Share Incentive Plan No. 2 (the "**ESIP No. 2**") and collectively with the Pre-IPO Plan, the 2020 Plan, the Management Plan and the ESIP No.1, the "**Plans**").

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed copies of the tenth amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 3 June 2020 and effective immediately prior to the completion of the initial public offering of the Company's American Depositary Shares representing its class A ordinary shares (the "**Memorandum and Articles**") and the written resolutions/board minutes of the board of directors of the Company dated 20 June 2014, 20 August 2016, 19 April 2018, 9 May 2020, 25 June 2020, 3 July 2020 and 7 December 2020 (together, the "**Resolutions**").

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

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorized.
2. When issued and paid for in accordance with the terms of the Plans and in accordance with the Resolutions, and appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.

In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Law (2020 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2020 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These 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. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) 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, (c) 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 above, and (d) upon the issue of any Shares, the consideration received by the Company shall be not less than the par value of such Shares.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

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

English Summary of Pre-IPO Share Incentive Plan of Burning Rock Biotech Limited

1. **Definition.** Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise.
 - a. **“Company”** means Burning Rock Biotech Limited, a company incorporated under the laws of the Cayman Islands.
 - b. **“Option”** means a right granted to a Participant of the Plan to purchase a specified number of ordinary shares of the Company at a specified price during specified time periods.
 - c. **“Participant”** means a person who, as an employee, director or officer of the Company or any of its subsidiaries, has been granted an Option pursuant to the Plan.
 - d. **“Plan”** means this Pre-IPO Share Incentive Plan of the Company adopted on April 19, 2018.
2. **Purpose.** The purpose of the Plan is to provide incentives to the management team and key employees of the Company and its subsidiaries.
3. **Number of Shares.** The maximum number of ordinary shares reserved for issuance under this Plan is 5,290,234¹.
4. **Eligibility.** Persons eligible to participate in this Plan include the employees, directors and officers of the Company and its subsidiaries.
5. **Vesting Schedule.** The plan administrator determines the vesting schedule. Subject to the terms of the relevant award agreements, the Options will vest in three to four years and subject to the Participants’ achievement of the specified performance targets.
6. **Term and termination.** The term of each Option shall be ten years from the date of grant of the Option. Notwithstanding the foregoing, the Company may forfeit all or part the Options granted to a Participant under the following circumstances:
 - a. if the Participant violates criminal law, the Company may forfeit all of the Participant’s Options;
 - b. if sufficient evidence indicates that the Participant divulged the Company’s trade secrets or caused harm to the Company’s reputation or otherwise violates criminal law, the Company may forfeit all of the Participant’s Options;
 - c. if the Participant’s breach of duties caused damages to the Company, including any breach of non-compete obligations, the Company may forfeit all of the Participant’s Options; and
 - d. if the Participant’s employment is terminated by the Company, depending on the reasons for the termination of employment, the Company may forfeit all of the Participant’s Options or the unexercised portion of the Participant’s Options.
7. **Plan Administration.** The chairman of the board of directors of the Company has been authorized to administer the plan. The plan administrator may determine the grant date, number of options to be granted, Participants of the Plan, vesting conditions, exercise price and other terms and conditions of the Options.

¹ This number has retroactively reflected the 2-for-1 share split that the Company effected in January 2020.

English Summary of Management Share Incentive Plan of Burning Rock Biotech Limited

1. **Definition.** Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise.
 - a. **“Company”** means Burning Rock Biotech Limited, a company incorporated under the laws of the Cayman Islands.
 - b. **“Option”** means a right granted to a Participant of the Plan to purchase a specified number of ordinary shares of the Company at a specified price during specified time periods.
 - c. **“Participant”** means a person who, as a member of the management team of the Company or any of its subsidiaries, has been granted an Option pursuant to the Plan.
 - d. **“Plan”** means this Management Share Incentive Plan of the Company adopted on January 31, 2019.
2. **Purpose.** The purpose of the Plan is to provide incentives to the management of the Company and its subsidiaries.
3. **Number of Shares.** The maximum number of ordinary shares reserved for issuance under this Plan is 5% of the total outstanding number of shares of the Company on an as converted and fully diluted basis (after taking into account the Options).
4. **Eligibility.** Persons eligible to participate in this Plan include management of the Company and its subsidiaries.
5. **Vesting Schedule.** The Options will vest at the fourth (4th) anniversary of the respective dates of grant and are subject to the Participants’ continued employment with the Company.
6. **Term and termination.** The term of each Option shall be (i) ten years from the date of grant of the Option, or (ii) one year following the date of a Participant’s termination of employment due to death or severe disabilities that render the Participant unable to continue working for the Company. Notwithstanding the foregoing, before the Options are vested, the Company may cancel the Options granted to a Participant without consideration if the Participant’s employment with the Company is terminated for reasons other than death or severe disabilities.
7. **Plan Administration.** The board of directors of the company shall determine the Participants of the Plan, number of options to be granted and exercise price. The chief executive officer and chief financial officer of the Company may determine the grant date, vesting conditions and other terms and conditions of the Options.

English Summary of Employee Share Incentive Plan No.1 of Burning Rock Biotech Limited

1. **Definition.** Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise.
 - a. **“Company”** means Burning Rock Biotech Limited, a company incorporated under the laws of the Cayman Islands.
 - b. **“Participant”** means a person who, as an employee or officer of the Company or any of its subsidiaries, has been granted Subscribed Shares pursuant to the Plan.
 - c. **“Plan”** means this Employee Share Incentive Plan No.1 of the Company adopted on May 9, 2020.
 - d. **“Subscribed Share”** means ordinary shares of the Company to be issued to a Participant of the Plan.
2. **Purpose.** The purpose of the Plan is to provide incentives to the management team and employees of the Company and its subsidiaries.
3. **Number of Shares.** The maximum number of ordinary shares reserved for issuance under this Plan is 760,000.
4. **Eligibility.** Persons eligible to participate in this Plan include the managers and above employees of the Company and its subsidiaries.
5. **Subscription Price.** US\$13.2 per share.
6. **Maximum Subscription Amount.** Up to RMB2,000,000 worth of Subscribed Shares per Participant, depending on each employee’s position and length of service with the Company.
7. **Vesting Schedule.** The Subscribed Shares will vest in three years and are subject to certain vesting conditions. Subject to certain vesting conditions, 10%, 40% and 50% of the Subscribed Shares shall vest on the first, second and third anniversary of the date of grant, respectively.
8. **Plan Administration.** The chief executive officer and chief financial officer of the Company have been authorized to administer the plan. The plan administrators may determine the grant date, number of Subscribed Shares to be granted, Participants of the Plan, vesting conditions and other terms and conditions of the Subscribed Shares.

English Summary of Employee Share Incentive Plan No.2 of Burning Rock Biotech Limited

1. Definition. Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise.
 - a. “**Company**” means Burning Rock Biotech Limited, a company incorporated under the laws of the Cayman Islands.
 - b. “**Participant**” means a person who, as an employee or officer of the Company or any of its subsidiaries, has been granted Subscribed Shares pursuant to the Plan.
 - c. “**Plan**” means this Employee Share Incentive Plan No.2 of the Company adopted on June 25, 2020.
 - d. “**Subscribed Share**” means ordinary shares of the Company to be issued to a Participant of the Plan.
2. Purpose. The purpose of the Plan is to provide incentives to the management team and employees of the Company and its subsidiaries.
3. Number of Shares. The maximum number of ordinary shares reserved for issuance under this Plan is 140,000.
4. Eligibility. Persons eligible to participate in this Plan include the managers and above employees of the Company and its subsidiaries.
5. Subscription Price. US\$20.0229 per share.
6. Maximum Subscription Amount. Up to RMB2,000,000 worth of Subscribed Shares per Participant, depending on each employee’s position and length of service with the Company.
7. Vesting Schedule. The Subscribed Shares will vest in three years and are subject to certain vesting conditions. Subject to certain vesting conditions, 10%, 40% and 50% of the Subscribed Shares shall vest on the first, second and third anniversary of the date of grant, respectively.
8. Plan Administration. The chief executive officer and chief financial officer of the Company have been authorized to administer the plan. The plan administrators may determine the grant date, number of Subscribed Shares to be granted, Participants of the Plan, vesting conditions and other terms and conditions of the Subscribed Shares.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Pre-IPO Share Incentive Plan, 2020 Equity Incentive Plan, Management Share Incentive Plan, Employee Share Incentive Plan No.1 and Employee Share Incentive Plan No. 2 of Burning Rock Biotech Limited of our report dated February 18, 2020 (except for Note 19, as to which the date is May 22, 2020), with respect to the consolidated financial statements of Burning Rock Biotech Limited for the years ended December 31, 2018 and 2019, included in its prospectus dated December 3, 2020 (Form 424(b)(4)) filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP

Guangzhou, the People's Republic of China

December 7, 2020