

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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

**ALIGNMENT HEALTHCARE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

46-5596242  
(I.R.S. Employer  
Identification No.)

1100 W. Town and Country Road, Suite 1600  
Orange, California  
(Address of Principal Executive Offices)

92868  
(Zip Code)

Alignment Healthcare, Inc. 2021 Equity Incentive Plan  
(Full title of the plan)

**John Kao**  
Chief Executive Officer  
1100 W. Town and Country Road  
Suite 1600  
Orange, California 92868  
Telephone: 1-844-310-2247  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*

**Christopher J. Cummings**  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019-6064  
(212) 373-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth 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.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, par value \$0.001 per share, reserved for issuance pursuant to the Alignment Healthcare, Inc. 2021 Equity Incentive Plan	23,334,678 (3)	\$18.01	\$420,257,550.78	\$45,850.10

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of our outstanding common stock.
  - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act based on a per share price of \$18.01, the average of the high and low price of the common stock on March 26, 2021, as reported on the Nasdaq Global Select Market.
  - (3) Represents shares of common stock issuable pursuant to the Alignment Healthcare, Inc. 2021 Equity Incentive Plan (the “Plan”) being registered herein, which shares consist of shares of common stock reserved and available for delivery with respect to awards under the Plan, shares of common stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan, and shares of common stock that may become reserved and available for delivery with respect to awards under the Plan pursuant to the “evergreen” provision of the Plan.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b) 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 prospectuses or prospectus supplements 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 the Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**Item 2. Registrant Information and Employee Plan Annual Information.**

The written statement required by Item 2 of Part I is included in documents that will be delivered to participants in the plan covered by this Registration Statement pursuant to Rule 428(b) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Alignment Healthcare, Inc. (the “Company”) with the Commission, are incorporated in this Registration Statement by reference:

(a) The Company’s [prospectus](#) filed pursuant to Rule 424(b) under the Securities Act (File No. 333-253824) on March 29, 2021, relating to the Company’s Registration Statement on [Form S-1](#), as amended (Registration No. 333-253824), originally filed with the Commission on March 3, 2021 (as amended, including all exhibits); and

(b) The description of the Company’s common stock contained in the Company’s Registration Statement on [Form 8-A](#) filed with the Commission on March 26, 2021, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description.

The Company is also filing certain additional financial information herewith, which information is included in Exhibit 99.1 hereto and is incorporated by reference herein.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items) after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby 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; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be 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 is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute 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.

Section 102(b)(7) of the Delaware General Corporation Law (the “DGCL”) allows a corporation to provide in its certificate of incorporation that a director of the corporation will not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except where the director breached the duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our certificate of incorporation will provide for this limitation of liability.

Section 145 of the DGCL (“Section 145”) provides that a Delaware corporation may indemnify any person who was, is or is threatened to be made, party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or

agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. A Delaware corporation may indemnify any persons who are, were or are a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person is or was a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests, provided that no indemnification is permitted without judicial approval if the officer, director, employee or agent is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would otherwise have the power to indemnify him under Section 145.

Pursuant to the Company's bylaws, we will indemnify our directors and officers to the fullest extent authorized by the DGCL and must also pay expenses incurred in defending any such proceeding in advance of its final disposition upon delivery of an undertaking, by or on behalf of an indemnified person, to repay all amounts so advanced if it should be determined ultimately that such person is not entitled to be indemnified under this section or otherwise.

The Company has entered into indemnification agreements with each of its executive officers and directors. The indemnification agreements provide the executive officers and directors with contractual rights to indemnification, expense advancement and reimbursement, to the fullest extent permitted under the DGCL.

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, provision of the Company's certificate of incorporation or bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

The Company maintains standard policies of insurance that provide coverage (1) to the Company's directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (2) to the Company with respect to indemnification payments that the Company may make to such directors and officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Alignment Healthcare, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, filed with the Commission on March 30, 2021 (the "Form 8-K"))</a>
3.2	<a href="#">Bylaws of Alignment Healthcare, Inc. (incorporated by reference to Exhibit 3.2 to the Form 8-K)</a>
5.1*	<a href="#">Opinion of Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP</a>
10.1	<a href="#">Alignment Healthcare, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Form 8-K)</a>
23.1*	<a href="#">Consent of Deloitte LLP</a>
23.2*	<a href="#">Consent of Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on signature page)</a>
99.1*	<a href="#">Additional Financial Data</a>

\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the 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 the 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 the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) 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 Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the 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 Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company'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 the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, 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 Company pursuant to the foregoing provisions, or otherwise, the Company 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 the City of Orange, State of California, on March 30, 2021.

ALIGNMENT HEALTHCARE, INC.

By: /s/ John Kao

Name: John Kao

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of John Kao and Thomas Freeman, acting singly, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment, and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 30, 2021.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ John Kao</u> John Kao	Chief Executive Officer (Principal Executive Officer)	March 30, 2021
<u>/s/ Thomas Freeman</u> Thomas Freeman	Chief Financial Officer (Principal Financial and Accounting Officer)	March 30, 2021
<u>/s/ Joseph Konowiecki</u> Joseph Konowiecki	Director	March 30, 2021
<u>/s/ David Hodgson</u> David Hodgson	Director	March 30, 2021
<u>/s/ Mark McClellan</u> Mark McClellan	Director	March 30, 2021
<u>/s/ Robbert Vorhoff</u> Robbert Vorhoff	Director	March 30, 2021
<u>/s/ Thomas Carella</u> Thomas Carella	Director	March 30, 2021
<u>/s/ Jeffrey Margolis</u> Jeffrey Margolis	Director	March 30, 2021
<u>/s/ Jacqueline Kosecoff</u> Jacqueline Kosecoff	Director	March 30, 2021
<u>/s/ Margaret McCarthy</u> Margaret McCarthy	Director	March 30, 2021

## PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP

1285 AVENUE OF THE AMERICAS  
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TELEPHONE (212) 373-3000

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RANDOLPH E. PAUL (1946-1996)  
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WRITER'S DIRECT E-MAIL ADDRESS

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March 30, 2021

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Suite 1600  
Orange, CA 92868

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EDWIN T. ACKERMAN  
JACOB A. ADLERSTEIN  
JUSTIN ANDERSON  
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JONATHAN H. ASHTOR  
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SCOTT A. BARSZAY  
PAUL M. BASTA  
J. STEVEN BALGHMAN  
LYNN B. BAYARD  
CRAIG A. BENSON  
MARK S. BERGMAN  
DAVID M. BERNICK  
JOSEPH J. BIAL  
BRUCE BIRENBOIM  
H. CHRISTOPHER BOENNING  
ANGELO BONVINO  
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DAVID W. BROWN  
SUSANNA M. BUERGEL  
JESSICA S. CAREY  
DAVID CARMONA  
GEOFFREY R. CHEPIGA  
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WILLIAM A. CLAREMAN  
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GREGORY A. ESRING  
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ANDREW C. FINCH  
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BRIAN P. FINNIGAN  
ROBERTO FINZI  
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HARRIS FISCHMAN  
ANDREW J. FOLEY  
ANDREW J. FORMAN\*  
HARRIS B. FREIDUS  
CHRISTOPHER D. FREY  
MICHAEL S. FREY  
ANDREW L. GAINES  
KENNETH A. GALLO  
MICHAEL E. GERTZMAN  
ADAM M. GIVERTZ  
SALVATORE GOGLIORMELLA  
NEIL GOLDMAN  
MATTHEW B. GOLDSTEIN  
ROBERTO J. GONZALEZ\*  
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ERIC GOODSON  
CHARLES M. GOODE, JR.  
ANDREW S. GORDON  
BRIAN S. GRIEVE  
UDI GROPMAN  
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BRUCE A. GUTENPLAN  
ALAN S. HALPERN  
CLAUDIA HAMMERMAN  
BRIAN S. HERMANN  
MICHELE HIRSHMAN  
ROBERT E. HOLO  
DAVID S. HUNTINGTON  
ABRAN HUSSEIN  
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WILLIAM A. ISAACSON\*  
JAREN JANOHORBANI  
BRIAN M. JANSON  
JEH C. JOHNSON  
MEREDITH J. KANE  
JONATHAN S. KANTER  
BRAD S. KARP  
PATRICK N. KARSNITZ

JOHN C. KENNEDY  
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ALAN W. KORBERG  
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CATHY KUSHNER  
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BRIAN C. LAWIN  
XIANYU GREG LIU  
LORETTA E. LYNCH  
JEFFREY D. MARILL  
MARCO V. MASOTTI  
DAVID W. MAYO  
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ALVARO MEMBRILLERA  
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VALERIE E. RADWAKER  
JEFFREY J. RECHER  
CARL L. REISNER  
LORIN L. REISNER  
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JUSTIN ROSENBERG  
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CHARLES F. "RICK" RULE\*  
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STEVEN J. WILLIAMS  
LAWRENCE I. WILDORCHIC  
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MARK B. WLAZLO  
JULIA TARTER MASON WOOD  
JENNIFER H. WU  
BETTY YAP\*  
JORDAN E. YARETT  
KAYE N. YOSHINO  
TONG YU  
TRACEY A. ZACCONE  
TAURIE M. ZEITZER  
T. ROBERT ZICHOWSKI, JR.

\*NOT ADMITTED TO THE NEW YORK BAR

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Alignment Healthcare, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company, filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"). You have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of 23,334,678 shares of common stock, par value \$0.001 per share, of the Company (collectively, the "Shares"), that are reserved for issuance under the Alignment Healthcare, Inc. 2021 Equity Incentive Plan (the "Plan").

Alignment Healthcare, Inc.

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In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. the Registration Statement; and
2. the Plan and the forms of award agreements (the “Plan Agreements”) relating to awards under the Plan.

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including a copy of the Amended and Restated Certificate of Incorporation of the Company and the Amended and Restated Bylaws of the Company, each certified by the Company as in effect on the date of this letter, and copies of resolutions of the board of directors of the Company relating to the issuance of the Shares, certified by the Company and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinion expressed below. We have also relied upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all

Alignment Healthcare, Inc.

documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and delivered in accordance with the terms of the Plan and any applicable Plan Agreement, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Paul, Weiss, Rifkind, Wharton & Garrison LLP

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 3, 2021 (March 17, 2021, as to the reorganization described in Note 15), relating to the financial statements of Alignment Healthcare, Inc. (formerly Alignment Healthcare Holdings, LLC), appearing in Registration Statement No 333-253824 on Form S-1 of Alignment Healthcare, Inc.

/s/ DELOITTE & TOUCHE LLP

Los Angeles, California

March 30, 2021

### Additional Financial Data

We historically operated as a Delaware limited liability company under the name Alignment Healthcare Holdings, LLC. On March 17, 2021, Alignment Healthcare Holdings, LLC converted to a Delaware corporation pursuant to a statutory conversion and we changed our name to Alignment Healthcare, Inc. On March 24, 2021, the board of directors of Alignment Healthcare, Inc. (the “Company”) approved, and on March 25, 2021 the Company effected, an approximately 1 for 260 split of its common stock (the “Stock Split”). The number of authorized shares of common stock and par value per share of common stock remained unchanged. Concurrently, our Parent, Alignment Healthcare Partners, LP (“Alignment Partners”), formerly a Delaware limited partnership, merged with and into the Company in connection with the Company’s initial public offering, as described in the IPO Registration Statement (as defined below). Except where the context otherwise requires, unit numbers below do not reflect the Stock Split.

The following selected financial data has been derived from, and should be read together with, the Company’s audited financial statements included in our Registration Statement on Form S-1 filed with the SEC on March 3, 2021, as amended on March 18, 2021 and March 23, 2021 (as amended, the “IPO Registration Statement”). The table also provides the Company’s adjusted common stock information as a Delaware corporation, to give retrospective effect to the Stock Split and to retrospectively present the reorganization of the Company’s capital structure, as described in the IPO Registration Statement. All references to “units” herein refer to the units of Alignment Partners.

Since the Company is in a net loss position for all periods presented, basic net loss per share is the same as diluted net loss per share, because the effects of potentially dilutive securities are anti-dilutive. Our historical results are not indicative of the results that may be expected in the future.

#### AS REPORTED (in thousands, except per unit amounts):

	Year Ended December 31,	
	2020	2019
Net loss	\$ (22,926)	\$ (44,732)
Net loss per unit, basic and diluted	\$ (36.92)	\$ (79.00)
Weighted-average units outstanding, basic and diluted	620,939	566,200
Member’s units outstanding at year end	631,247	566,200

#### AS ADJUSTED FOR APPROXIMATELY 1-FOR-260 STOCK SPLIT AND REORGANIZATION (unaudited, in thousands, except per share amounts):

	Year Ended December 31,	
	2020	2019
Net loss	\$ (22,926)	\$ (44,732)
Net loss per share, basic and diluted	\$ (0.15)	\$ (0.33)
Weighted-average shares of common stock outstanding, basic and diluted	149,679,945	135,862,864
Shares of common stock outstanding at year end	164,063,787	147,157,803