

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

FORM F-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Bon Natural Life Limited

(Exact name of Registrant as specified in its charter)

Cayman Islands	2833	Not applicable
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
C601, Gazelle Valley, No.69 Jinye Road. Xi'an Hi-tech Zone, Xi'an, China 0086-29-88318908 x805		
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)		

	The Crone Law Group P.C. 500 Fifth Ave, Suite 938 New York, NY 10110 Phone: (646) 861-7891
(Name, address, including zip code, and telephone number, including area code, of agent for service)	

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 the 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 [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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. [X] **333-251182**

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. [X]

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. []

COPIES OF COMMUNICATIONS TO:

**Mark Crone, Esq.
Joe Laxague, Esq.
The Crone Law Group P.C.
500 Fifth Ave, Suite 938
New York, NY 10110
Phone: (646) 861-7891**

**Richard I. Anslow, Esq.
David Selengut Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
Phone: (212) 370-1300
Fax: (212) 370-7889**

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE ⁽²⁾	AMOUNT OF REGISTRATION FEE
Ordinary Shares, par value \$0.0001 per share ⁽³⁾	230,000(1)	\$ 5.00	\$ 1,150,000	\$ 125.47
Underwriters' warrants ⁽³⁾⁽⁴⁾	18,400	\$ —	\$ —	\$ —
Ordinary Shares to be issued upon exercise of Underwriters' warrants ⁽³⁾	18,400	\$ 5.00	\$ 92,000	\$ 10.04

- (1) Includes (a) 200,000 ordinary shares; and (b) up to 30,000 ordinary shares that may be purchased by the underwriters pursuant to its option to purchase additional shares. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form F-1 (File No. 333-251182), as amended, is hereby registered. The registrant previously registered securities with a proposed aggregate offering price of \$11,500,000 on the Registration Statement on Form F-1 (File No. 333-251182), for which a filing fee of \$1,254.65 was previously paid.
- (2) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(a) under the Securities Act of 1933.
- (3) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional ordinary shares as may be issued after the date hereof as a result of share splits, share dividends or similar transactions.
- (4) In accordance with Rule 457(g) under the Securities Act, because the shares of the registrant's ordinary shares underlying the underwriters' warrants ("Underwriter Warrants") are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.

This 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.

EXPLANATORY NOTE

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. 333-251182) initially filed by Bon Natural Life Limited (the “Company”) with the Securities and Exchange Commission (the “Commission”) on December 7, 2020, which was declared effective by the Commission on June 23, 2021, 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.

Table of Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Ogier regarding the validity of the ordinary shares being registered, with consent to use</u>
23.1	<u>Consent of Friedman LLP, an independent registered public accounting firm</u>

SIGNATURES

In accordance with 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 F-1 and authorized this registration statement to be signed on its behalf by the undersigned, in Xi'an, People's Republic of China, on June 23, 2021.

BON NATURAL LIFE LIMITED

By: /s/ Yongwei Hu

Yongwei Hu
Chairman, Chief Executive Officer
(Principal Executive Officer)

By: /s/ Zhenchao Li

Zhenchao Li
Chief Financial Officer, Director
(Principal Financial Officer and Principal Accounting Officer)

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 the dates indicated.

By: /s/ Yongwei Hu

Yongwei Hu
Chairman, Chief Executive Officer
(Principal Executive Officer)
Date: June 23, 2021

By: /s/ Zhenchao Li

Zhenchao Li
Chief Financial Officer, Director
(Principal Financial Officer and Principal Accounting Officer)
Date: June 23, 2021

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 Bon Natural Life Limited has signed this registration statement or amendment thereto in New York, New York, on June 23, 2021.

The Crone Law Group P.C.

By: /s/ Mark Crone

Name: Mark Crone

Title: Managing Partner

**Bon Natural Life Limited**

Sertus Chambers
 Governors Square
 Suite #5-204
 23 Lime Tree Bay Avenue
 P.O. Box 2547
 Grand Cayman, KY1-1104
 Cayman Islands

D +852 3656 6054

E nathan.powell@ogier.com

Reference: NMP/FYC/180371.00001

23 June 2021

Dear Sirs

Bon Natural Life Limited (the Company)

We have acted as Cayman Islands counsel to the Company in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the **Registration Statement**), as filed with the United States Securities and Exchange Commission (the **Commission**) under the United States Securities Act of 1933, as amended to date (the **Act**). The Registration Statement relates to the offering by the Company (the **Offering**) up to an aggregate of 2,300,000 ordinary shares of US\$0.0001 par value each of the Company (which includes the additional ordinary shares of US\$0.0001 par value each of the Company to cover the over-allotment option to be granted to the underwriter), with an additional 200,000 ordinary shares of US\$0.0001 par value each of the Company in respect of the upsizing (collectively, the **Shares**).

We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

Unless a contrary intention appears, all capitalised terms used in this opinion have the respective meanings set forth in Schedule 1. A reference to a Schedule is a reference to a schedule to this opinion and the headings herein are for convenience only and do not affect the construction of this opinion.

1 Documents examined

For the purposes of giving this opinion, we have examined originals, copies, or drafts of the following documents:

- (a) the certificate of incorporation of the Company dated 11 December 2019 issued by the Registrar of Companies of the Cayman Islands (the **Registrar**);
- (b) the memorandum and articles of association of the Company filed with the Registrar on 11 December 2019 (the **Memorandum and Articles**);

Ogier

British Virgin Islands, Cayman Islands, Guernsey,
 Jersey and Luxembourg practitioners

Floor 11 Central Tower
 28 Queen's Road Central
 Central
 Hong Kong

T +852 3656 6000

F +852 3656 6001

ogier.com

Partners

Nicholas Plowman
 Nathan Powell
 Anthony Oakes
 Oliver Payne
 Kate Hodson
 David Nelson
 Michael Snape
 Justin Davis
 James Bergstrom
 Marcus Leese

- (c) a certificate of good standing dated 24 May 2021 (the **Good Standing Certificate**) issued by the Registrar in respect of the Company;
- (d) the register of directors and officers of the Company provided to us on 10 July 2020 (the **ROD**);
- (e) the register of members of the Company provided to us by The Crone Law Group P.C. on 3 July 2020 (the **ROM**, and together with the ROD, the **Registers**);
- (f) a certificate from a director of the Company dated 23 June 2021 (the **Director's Certificate**);
- (g) a copy of the written resolutions of the directors of the Company dated 8 July 2020 and 23 June 2021 approving the Company's filing of the Registration Statement and issuance of the Shares (the **Board Resolutions**); and
- (h) the Registration Statement.

2 Assumptions

In giving this opinion we have relied upon the assumptions set forth in this paragraph 2 without having carried out any independent investigation or verification in respect of those assumptions:

- (a) all original documents examined by us are authentic and complete;
 - (b) all copy documents examined by us (whether in facsimile, electronic or other form) conform to the originals and those originals are authentic and complete;
 - (c) all signatures, seals, dates, stamps and markings (whether on original or copy documents) are genuine;
 - (d) each of the Good Standing Certificate, the Registers and the Director's Certificate is accurate and complete as at the date of this opinion;
 - (e) all copies of the Registration Statement are true and correct copies and the Registration Statement conform in every material respect to the latest drafts of the same produced to us and, where the Registration Statement has been provided to us in successive drafts marked-up to indicate changes to such documents, all such changes have been so indicated;
 - (f) the Board Resolutions remains in full force and effect and each of the directors of the Company has acted in good faith with a view to the best interests of the Company and has exercised the standard of care, diligence and skill that is required of him or her in approving the Offering and no director has a financial interest in or other relationship to a party of the transactions contemplated by the Offering which has not been properly disclosed in the Board Resolutions;
 - (g) neither the directors and shareholders of the Company have taken any steps to appoint a liquidator of the Company and no receiver has been appointed over any of the Company's property or assets;
 - (h) the maximum number of Shares to be issued by the Company would not exceed the Company's authorised share capital and the consideration payable for the Shares shall not be less than the aggregate par value of such number of Shares; and
 - (i) there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein.
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3 Opinions

On the basis of the examinations and assumptions referred to above and subject to the limitations and qualifications set forth in paragraph 4 below, we are of the opinion that:

Corporate status

- (a) The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar under the laws of the Cayman Islands.

Authorised Share capital

- (b) The authorised share capital of the Company is US\$50,000 divided into 500,000,000 ordinary shares comprising of a par value of US\$0.0001 each.

Valid Issuance of Shares

- (c) The issuance and allotment of the Shares have been duly authorised and, when issued and allotted and once consideration is paid for in accordance with the Registration Statement, will be validly issued, fully paid and non-assessable. Once the register of members of the Company has been updated to reflect the issuance, the shareholders recorded in the register of members will be deemed to have legal title to the shares set against their respective name.

4 Limitations and Qualifications

4.1 We offer no opinion:

- (a) as to any laws other than the laws of the Cayman Islands, and we have not, for the purposes of this opinion, made any investigation of the laws of any other jurisdiction, and we express no opinion as to the meaning, validity, or effect of references in the Documents to statutes, rules, regulations, codes or judicial authority of any jurisdiction other than the Cayman Islands; or
- (b) except to the extent that this opinion expressly provides otherwise, as to the commercial terms of, or the validity, enforceability or effect of the Registration Statement, the accuracy of representations, the fulfilment of warranties or conditions, the occurrence of events of default or terminating events or the existence of any conflicts or inconsistencies among the Registration Statement and any other agreements into which the Company may have entered or any other documents.

4.2 Under the Companies Act (Revised) (**Companies Act**) of the Cayman Islands annual returns in respect of the Company must be filed with the Registrar, together with payment of annual filing fees. A failure to file annual returns and pay annual filing fees may result in the Company being struck off the Register of Companies, following which its assets will vest in the Financial Secretary of the Cayman Islands and will be subject to disposition or retention for the benefit of the public of the Cayman Islands.

4.3 In **good standing** means only that as of the date of this opinion the Company is up-to-date with the filing of its annual returns and payment of annual fees with the Registrar. We have made no enquiries into the Company's good standing with respect to any filings or payment of fees, or both, that it may be required to make under the laws of the Cayman Islands other than the Companies Act.

5 Governing law of this opinion

5.1 This opinion is:

- (a) governed by, and shall be construed in accordance with, the laws of the Cayman Islands;
- (b) limited to the matters expressly stated in it; and
- (c) confined to, and given on the basis of, the laws and practice in the Cayman Islands at the date of this opinion.

5.2 Unless otherwise indicated, a reference to any specific Cayman Islands legislation is a reference to that legislation as amended to, and as in force at, the date of this opinion.

6 Reliance

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the headings "Legal Matters" of 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.

This opinion may be used only in connection with the offer and sale of the Shares while the Registration Statement is effective.

Yours faithfully



Ogier

FRIEDMAN LLP[®]

ACCOUNTANTS AND ADVISORS

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated March 30, 2021, with respect to the consolidated financial statements of Bon Natural Life Limited as of September 30, 2020 and 2019, and for the years then ended.

/s/ Friedman LLP

New York, New York
June 23, 2021
