

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

FORM 20-F/A
(Amendment No. 1)

(Mark one)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2026

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the transition period from _____ to _____

Commission file number 001-38505

CLPS Incorporation

(Exact name of the Registrant as specified in its charter)

Cayman Islands

(Jurisdiction of incorporation or organization)

**c/o Unit 1000, 10th Floor, Millennium City III
370 Kwun Tong Road, Kwun Tong, Kowloon
Hong Kong SAR
Tel: (852) 37073600**

(Address of principal executive office)

**Raymond Ming Hui Lin, Chief Executive Officer
c/o Unit 1000, 10th Floor, Millennium City III
370 Kwun Tong Road, Kwun Tong, Kowloon
Hong Kong SAR
Tel: (852) 37073600**

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, par value \$0.0001	CLPS	The NASDAQ Stock Market LLC

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None.**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None.**

On October 16, 2026, the issuer had 29,860,906 shares outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an “emerging growth company.” See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

☐ Large accelerated filer

☐ Accelerated filer

☒ Non-accelerated filer

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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

☒ US GAAP

☐ International Financial Reporting Standards as issued by the International Accounting Standards Board

☐ Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

EXPLANATORY NOTE

CLPS Incorporation (the “Company”) is filing this Amendment No. 1 on Form 20-F (“Amendment No. 1”) to amend its Annual Report on Form 20-F for the fiscal year ended June 30, 2026 (the “Original Form 20-F”), which was originally filed with the Securities and Exchange Commission (“SEC”) on October 16, 2026.

This Amendment No. 1 is being filed solely to provide an updated Exhibit 23.1 (Consent of Ernst & Young Hua Ming LLP) to correct an administrative error in such Exhibit 23.1 in the Original Form 20-F, where the conformed signature of Ernst & Young Hua Ming LLP was inadvertently omitted. The updated consent is included with this Amendment No. 1.

This Amendment No. 1 speaks as of the date of the Original Form 20-F. Except as described above, the Company has not modified or updated disclosures made in the Original Form 20-F in this Amendment No. 1. Accordingly, this Amendment No. 1 does not reflect events occurring after the filing of the Original Form 20-F or modify or update any disclosures affected by subsequent events.

This Amendment No. 1 consists of a cover page, this explanatory note, the signature page, Exhibits 12.1, 12.2 and 13.1 (new certifications by the Company’s principal executive officer and principal financial officer as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended) and the updated Exhibit 23.1.

ITEM 19. EXHIBITS

The financial statements are filed as part of this Annual Report beginning on page F-1.

Exhibit No.	Description
1.1	<u>Form of Underwriting Agreement (2).</u>
2	<u>Description of Securities registered under Section 12 of the Exchange Act (4).</u>
3.1	<u>Memorandum and Articles of Association (1).</u>
4.1	<u>Specimen Share Certificate (1).</u>
10.1	<u>2023 Equity Incentive Plan (6).</u>
10.2	<u>Form Independent Director Agreement (1).</u>
10.3	<u>Employment Agreement between the Company and Xiao Feng Yang (1).</u>
10.4	<u>Employment Agreement between the Company and Raymond Ming Hui Lin (1).</u>
10.5	<u>Employment Agreement between the Company and Rui Yang (3).</u>
10.6	<u>Employment Agreement between the Company and Li Li (5).</u>
10.7	<u>ANZ Global Services and Operations (Chengdu) Company Limited Agreement (1).</u>
10.8	<u>Master Lease Agreement - Shanghai Pudong Software Park Co., Ltd. (7).</u>
10.9	<u>Master Lease Agreement - Shanghai Pudong Software Park Co., Ltd. (7).</u>
10.10	<u>Master Lease Agreement - Dalian High-Tech Park (7).</u>
10.11	<u>Master Lease Agreement - Guangzhou Fengxing Plaza-A20F (7).</u>
10.12	<u>Master Lease Agreement - Guangzhou Fengxing Plaza-A21F (7).</u>
10.13	<u>Master Lease Agreement - Guangzhou Fengxing Plaza- 9F (9).</u>
10.14	<u>Form of Framework Contract for Subcontracting (1).</u>
10.15	<u>Form Warrant Agreement (2).</u>
10.16	<u>Form Lockup Agreement (2).</u>
10.17	<u>Escrow Indemnification Agreement (2).</u>
10.18	<u>Credit Agreement with Bank of Shanghai Pudong Development Bank Co. Ltd-4million (9).</u>
10.19	<u>Credit Agreement with Bank of Shanghai Pudong Development Bank Co. Ltd-6million (9).</u>
10.20	<u>Credit Agreement with Bank of Shanghai Pudong Development Bank Co. Ltd-10 million (9).</u>
10.21	<u>Credit Agreement with Bank of Shanghai Pudong Development Bank Co. Ltd-23 million (9).</u>
10.22	<u>Credit Agreement with China Merchants Bank Co., Ltd.-12 million (9).</u>
10.23	<u>Credit Agreement with China Merchants Bank Co., Ltd.-60 million (9).</u>
10.24	<u>Credit Agreement with Bank of Ningbo Co., Ltd- 20 million (9).</u>
10.25	<u>Credit Agreement with Bank of Communication Co., Ltd.-10 million (9).</u>
10.26	<u>Credit Agreement with Bank of Communication Co., Ltd.-15 million (9).</u>
10.27	<u>Credit Agreement with China CITIC Bank- 15 million (9).</u>
11.1	<u>Insider Trading Policy (8).</u>
12.1	<u>Certification of the Chief Executive Officer (Principal Executive Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act, as amended.</u>
12.2	<u>Certification of the Chief Financial Officer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act, as amended.</u>
13.1	<u>Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>

14.1	<u>Code of Conduct and Ethics (1).</u>
21.1	<u>List of Subsidiaries of the Registrant. (9)</u>
23.1	<u>Consent of Ernst & Young Hua Ming LLP.</u>
97.1	<u>Clawback Policy (8)</u>
99.1	<u>Charter of the Audit Committee (1).</u>
99.2	<u>Charter of the Compensation Committee (1).</u>
99.3	<u>Charter of the Nominating Committee (1).</u>
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

- (1) Previously filed as part of the registration statement filed with the SEC on March 27, 2018 and incorporated by reference herein.
- (2) Previously filed with the SEC as exhibit to Form F-1/A filed on May 18, 2018 and incorporated by reference herein.
- (3) Previously filed as an exhibit to Form 6-K filed with the SEC on November 4, 2019 and incorporated by reference herein.
- (4) Previously filed with the SEC on Form 8-A 12B on May 22, 2018 and incorporated by reference herein.
- (5) Previously filed with the SEC as an exhibit to Form 20-F on October 22, 2020 and incorporated by reference herein.
- (6) Previously filed as part of the registration statement filed with the SEC on May 12, 2023 and incorporated by reference herein.
- (7) Previously filed with the SEC as an exhibit to Form 20-F on October 18, 2023 and incorporated by reference herein.
- (8) Previously filed with the SEC as an exhibit to Form 20-F on October 18, 2024 and incorporated by reference herein.
- (9) Previously filed with the SEC as an exhibit to Form 20-F on October 16, 2026 and incorporated by reference herein.

SIGNATURES

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to the Annual Report on its behalf.

CLPS Incorporation

October 20, 2026

By: /s/ Raymond Ming Hui Lin
Name: Raymond Ming Hui Lin
Title: Chief Executive Officer
(Principal Executive Officer)

October 20, 2026

By: /s/ Rui Yang
Name: Rui Yang
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

Certification
Pursuant to Rule 13a-14(a) of the Exchange Act

I, Raymond Ming Hui Lin, certify that:

1. I have reviewed this annual report on Form 20-F/A of CLPS Incorporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: October 20, 2026

By: /s/ Raymond Ming Hui Lin
Name: Raymond Ming Hui Lin
Title: Chief Executive Officer
(Principal Executive Officer)

Certification
Pursuant to Rule 13a-14(a) of the Exchange Act

I, Rui Yang, certify that:

1. I have reviewed this annual report on Form 20-F/A of CLPS Incorporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: October 20, 2026

By: /s/ Rui Yang

Name: Rui Yang

Title: Chief Financial Officer

(Principal Financial and Accounting Officer)

Certification
Pursuant to 18 U.S.C. Section 1350

Pursuant to U.S.C. Section 1350 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of CLPS Incorporation (the “Company”), does hereby certify, to such officer’s knowledge, that the Annual Report on Form 20-F/A for the year ended June 30, 2026 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

CLPS Incorporation

October 20, 2026

By: /s/ Raymond Ming Hui Lin
Name: Raymond Ming Hui Lin
Title: Chief Executive Officer
(Principal Executive Officer)

October 20, 2026

By: /s/ Rui Yang
Name: Rui Yang
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form F-3 No. 333-291045) of CLPS Incorporation, and
- (2) Registration Statement (Form S-8 No. 333-271860) pertaining to the 2023 Equity Incentive Plan of CLPS Incorporation and Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-271860) of CLPS Incorporation, of our report dated October 16, 2026, with respect to the consolidated financial statements of CLPS Incorporation included in this Annual Report (Form 20-F) of CLPS Incorporation for the year ended June 30, 2026.

/s/ Ernst & Young Hua Ming LLP
Shanghai, The People's Republic of China
October 20, 2026