

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

FORM F-1  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

**Ebang International Holdings Inc.**

*(Exact Name of Registrant as Specified in its Charter)*

**Cayman Islands**

(State or other jurisdiction of  
incorporation or organization)

**3674**

(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**

(I.R.S. Employer  
Identification Number)

**26-27/F, Building 3, Xinbei Qianjiang International Building  
Qianjiang Economic and Technological Development Zone  
Yuhang District, Hangzhou, Zhejiang, 311100  
People's Republic of China  
+86 571-8817-6197**

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

**Cogency Global Inc.  
122 East 42nd Street, 18th Floor  
New York, NY 10168  
(800) 221-0102**

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

**Copies to:**

**Weiheng Chen, Esq.  
Wilson Sonsini Goodrich & Rosati  
Suite 1509, 15/F, Jardine House  
1 Connaught Place, Central  
Hong Kong  
+852 3972-4955**

**Louis Taubman, Esq.  
Ying Li, Esq.  
Guillaume de Sampigny, Esq.  
Hunter Taubman Fischer & Li LLC  
800 Third Avenue, Suite 2800  
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**Dan Ouyang, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
Unit 2901, 29F, Tower C, Beijing Yintai Centre  
No. 2 Jianguomenwai Avenue,  
Chaoyang District, Beijing 100022  
The People's Republic of China  
+86 10-6529-8300**

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

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, or the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-249647)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933. Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2) (B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Proposed maximum aggregate offering price<sup>(1)(2)</sup></b>		<b>Amount of registration fee</b>	
Units consisting of:	US\$	15,750,000	US\$	1,718.33
(i) Class A ordinary shares, par value HK\$0.001 per share				(3)
(ii) Warrants to purchase Class A ordinary shares				(3)
Class A ordinary shares issuable upon exercise of Warrants	US\$	8,250,000	US\$	900.08
<b>Total</b>	US\$	<b>24,000,000</b>	US\$	<b>2,618.4</b>

- (1) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Ebang International Holdings Inc. previously registered securities with a proposed maximum aggregate offering price of \$78,750,000 on a Registration Statement on Form F-1 (File No. 333-249647), as amended (the "Related Registration Statement"), and paid a registration fee of US\$8,591.63. In accordance with Rule 462(b) under the Securities Act, 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 remaining securities eligible to be sold under the Related Registration Statement is hereby registered.
- (2) In accordance with Rule 416 under the Securities Act, the registrant is also registering an indeterminate number of additional Class A ordinary shares that may be issuable after the date hereof as a result of share splits, share dividends, or similar transactions.
- (3) No fee required pursuant to Rule 457(g) under the Securities Act.

**THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

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## 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. 333-249647) initially filed by Ebang International Holdings Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on October 23, 2020, which was declared effective by the Commission on November 17, 2020, 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.

## EXHIBIT INDEX

(a) *Exhibits*. The following exhibits are included herein or incorporated herein by reference:

The following documents are filed as part of this registration statement:

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Conyers Dill &amp; Pearman regarding the validity of the Class A ordinary shares and warrants being registered</u></a>
5.2	<a href="#"><u>Opinion of Wilson Sonsini Goodrich &amp; Rosati regarding the enforceability of warrants being registered</u></a>
23.1	<a href="#"><u>Consent of MaloneBailey, LLP, an independent registered public accounting firm</u></a>
23.2	<a href="#"><u>Consent of Conyers Dill and Pearman (included in Exhibit 5.1)</u></a>
23.4	<a href="#"><u>Consent of Wilson Sonsini Goodrich &amp; Rosati (included in Exhibit 5.2)</u></a>
24.1	<a href="#"><u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Ebang International Holdings Inc. (File No. 333-249647) initially filed with the Securities and Exchange Commission on October 23, 2020)</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hang Zhou, Zhejiang Province, People's Republic of China, on November 20, 2020.

**Ebang International Holdings Inc.**

By: /s/ Dong Hu  
Name: Dong Hu  
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Dong Hu</u> Name: Dong Hu	Chairman and Chief Executive Officer (principal executive officer)	November 20, 2020
* <u>Name: Lei Chen</u>	Chief Financial Officer (principal financial and accounting officer)	November 20, 2020
* <u>Name: Chunjuan Peng</u>	Director	November 20, 2020
* <u>Name: Sufeng Wang</u>	Director	November 20, 2020
* <u>Name: Tingjie Lyu</u>	Director	November 20, 2020
* <u>Name: Ken He</u>	Director	November 20, 2020

\*By: /s/ Dong Hu  
Name: Dong Hu  
Attorney-in-fact

**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 Ebang International Holdings Inc., has signed this registration statement or amendment thereto in New York on November 20, 2020.

COGENCY GLOBAL INC.  
Authorized U.S. Representative

By: /s/ Colleen A. De Vries  
Name: Colleen A. De Vries  
Title: Senior Vice President

# CONYERS

20 November 2020

**CONYERS DILL & PEARMAN**  
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Qianjiang Economic and Technological Development Zone  
Yuhang District  
Hangzhou City  
Zhejiang Province  
311100  
People's Republic of China

Dear Sirs,

**Re: Ebang International Holdings Inc.** (the “**Company**”)

We have acted as special Cayman Islands legal counsel to the Company in connection with a best-efforts offering of up to 3,000,000 units (the “**Units**”) with each Unit consisting of:

- (i) one Class A ordinary share of par value HK\$0.001 per share (the “**Class A Ordinary Share**”); and
- (ii) one warrant to purchase one-half of one Class A Ordinary Share par value HK\$0.001 per share of the Company (the “**Class A Warrant Share**” and together with the Class A Ordinary Share, the “**Shares**”),

as described in the registration statement on form F-1, filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 20 November 2020 (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

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For the purposes of giving this opinion, we have examined a copy of the Registration Statement. We have also reviewed the amended and restated memorandum and articles of association of the Company, written resolutions of the directors of the Company dated 23 October 2020 and written resolutions of the Pricing Committee of the Board of Directors of the Company dated 23 October 2020 (collectively, referred to as the “**Resolutions**”), a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 22 October 2020 (the “**Certificate Date**”), and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Prospectus and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that 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, (f) that upon issue of the Shares to be sold by the Company, the Company will receive consideration for the full issue price thereof and that the Shares will be duly registered in the Company’s Register of Members which shall be equal to at least the par value thereof, (g) the validity and binding effect under the laws of the United States of America of the Registration Statement and that the Registration Statement will be duly filed with and declared effective by the Commission; and (h) the Prospectus contained in the Registration Statement, when declared effective will be substantially in the same form as that examined by us for purposes of this opinion.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the offering of the Shares by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the law of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Law (the “**Law**”), a company is deemed to be in good standing if all fees and penalties under the Law have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Law.



2. When issued and paid for as contemplated by the Registration Statement, the Shares will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue thereof).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the captions “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” in the prospectus forming a part of the Registration Statement.

In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ **Conyers Dill & Pearman**

**Conyers Dill & Pearman**

**WILSON  
SONSINI**

威爾遜

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November 20, 2020

Ebang International Holdings Inc.  
26-27/F, Building 3, Xinbei Qianjiang International Building  
Qianjiang Economic and Technological Development Zone  
Yuhang District, Hangzhou, Zhejiang, 311100  
People's Republic of China

Re: Registration Statement on Form F-1 filed pursuant to Rule 462(b)

Ladies and Gentlemen:

We have acted as special United States counsel to Ebang International Holdings Inc., a company incorporated under the laws of the Cayman Islands (the "**Company**"), in connection with the filing of a registration statement on Form F-1 (the "**Additional Registration Statement**") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**"), which is related to, and incorporates by reference, the Company's registration statement on Form F-1 (File No. 333-249647), initially filed on October 23, 2020, as amended (the "**Registration Statement**"). The Additional Registration Statement relates to the following securities of the Company: (i) up to US\$15,750,000 worth of units (each a "**Unit**," and collectively, the "**Units**"), with each Unit consisting of one Class A ordinary share (each a "**Class A Ordinary Share**," and collectively, the "**Class A Ordinary Shares**"), par value HK\$0.001 per share and one warrant exercisable to purchase one-half of one Class A Ordinary Share (each a "**Warrant**," and collectively, the "**Warrants**"), and (ii) up to US\$8,250,000 worth of Class A Ordinary Shares underlying the Warrants (the "**Warrant Shares**"). The Units and the Warrant Shares are collectively referred to herein as the "**Securities**."

In rendering the opinions set forth below, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the authentic originals of such documents; (iv) each natural person signing any document reviewed by us had the legal capacity to do so; and (v) the certificates representing the Securities will be duly executed and delivered.

We have also assumed that (i) the Company has been duly incorporated, and is validly existing and in good standing; (ii) the Company has requisite legal status and legal capacity under the laws of the jurisdiction of its incorporation, (iii) the Company has complied and will comply with all aspects of the laws of the jurisdiction of its incorporation, in connection with the transactions contemplated by, and the performance of its obligations under the Warrants; (iv) the Company has the corporate power and authority to execute, deliver and perform all its obligations under the Warrants; (v) the Warrants have been duly authorized by all requisite corporate action on the part of the Company; (vi) except to the extent expressly stated in the opinions contained herein, the opinions stated herein are limited to the agreements specifically identified in exhibit 1.1 (Form of Placement Agency Agreement) (the "**Placement Agency Agreement**"), exhibit 4.2 (Form of Warrant) and exhibit 10.4 (Form of Securities Purchase Agreement) to the Registration Statement without regard to any agreement or other document referenced in such agreement (including agreements or other documents incorporated by reference or attached or annexed thereto); (vii) service of process will be effected in the manner and pursuant to the methods of the State of New York at the time such service is effected; and (viii) at the time of exercise of the Warrants, a sufficient number of Class A Ordinary Shares that have been reserved by the Company's board of directors or a duly authorized committee thereof will be authorized and available for issuance and that the consideration for the issuance and sale of the Class A Ordinary Shares in connection with such exercise is in an amount that is not less than the par value of such Class A Ordinary Shares.

Wilson Sonsini Goodrich & Rosati  
威爾遜·桑西尼·古奇·羅沙迪律師事務所

Partners 合夥人: Weiheng Chen 陳煒恒, Zhao Jin 金朝\*, Dan Ouyang 歐陽丹\*, Wanda Woo 胡芷筠, Winfield Lau 劉泳暉  
\*Not Resident in Hong Kong

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO  
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

We have examined the Registration Statement and the Additional Registration Statement, including the exhibits thereto, and such other documents, corporate records, and instruments and have examined such laws and regulations as we have deemed necessary for purposes of rendering the opinions set forth herein.

We express no opinion as to any matter relating to the laws of any jurisdiction other than (i) the laws of the State of New York and (ii) the federal securities laws of the United States of America.

Our opinion below is qualified to the extent that they may be subject to or affected by (i) applicable bankruptcy, insolvency, reorganization, moratorium, usury, fraudulent conveyance or similar laws affecting the rights of creditors generally, and (ii) by general equitable principles and public policy considerations, whether such principles and considerations are considered in a proceeding at law or at equity. Furthermore, we express no opinion as to the availability of any equitable or specific remedy, or as to the successful assertion of any equitable defense, upon any breach of any agreements or obligations referred to therein, or any other matters, inasmuch as the availability of such remedies or defenses may be subject to the discretion of a court. We express no opinion as to the enforceability of any indemnification provision, or as to the enforceability of any provision that may be deemed to constitute liquidated damages.

Based upon and subject to the foregoing, we are of the opinion that (i) when the Units have been duly executed and delivered by the Company against payment of the consideration therefor pursuant to the Placement Agency Agreement, such Units will constitute binding obligations of the Company, enforceable against the Company in accordance with the respective terms of the Class A Ordinary Shares and the Warrants; and (ii) when the Warrants included in the Units have been duly executed and delivered by the Company against payment of the consideration therefor pursuant to the Placement Agency Agreement, such Warrants will constitute binding obligations of the Company, enforceable against the Company in accordance with their terms.

We hereby consent to the use of this opinion as an exhibit to the Additional Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus contained therein. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Sections 7 and 11 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

\* \* \*

This opinion letter is given to you solely for use in connection with the offer and sale of the Securities while the Registration Statement is in effect and may not be relied upon by any other person or for any other purpose without our prior written consent. We assume no obligation to inform you of any facts, circumstances, events or changes in the law that may arise or be brought to our attention after the date of this opinion letter that may alter, affect or modify the opinions or statements expressed herein. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Securities, the Registration Statement or the Additional Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act 1933, as amended, of our report dated April 10, 2020 with respect to the audited consolidated financial statements of Ebang International Holdings Inc. for the years ended December 31, 2019 and 2018 appearing in the Registration Statement on Form F-1 (File No. 333-249647) (the “Earlier Effective Registration Statement”).

We also consent to the references to us under the heading “Experts” in the Earlier Effective Registration Statement.

/s/ MaloneBailey, LLP  
 www.malonebailey.com  
 Houston, Texas  
 November 20, 2020

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