

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:

**David E. Danovitch, Esq.
Scott M. Miller, Esq.
Hans Ge, Esq.
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
(212) 660-3060**

**Louis Taubman, Esq.
Ying Li, Esq.
Guillaume de Sampigny, Esq.
Hunter Taubman Fischer & Li LLC
800 Third Avenue, Suite 2800
New York, NY 10022
212-530-2210**

**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. 333-252804)

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

Title of each class of securities to be registered	Proposed maximum aggregate offering price⁽¹⁾⁽²⁾		Amount of registration fee	
Units consisting of:	US\$	16,000,000	US\$	1,745.60
(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\$	9,200,000	US\$	1,003.72
Total	US\$	25,200,000	US\$	2,749.32

- (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 \$80,000,000 on a Registration Statement on Form F-1 (File No. 333-252804), as amended (the "Related Registration Statement"), and paid a registration fee of US\$ 13,746.60. 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.

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. 333-252804) initially filed by Ebang International Holdings Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on February 5, 2021, which was declared effective by the Commission on February 10, 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.

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:

Exhibit No.	Description
5.1	Opinion of Conyers Dill & Pearman regarding the validity of the Class A ordinary shares and warrants being registered
5.2	Opinion of Sullivan & Worcester LLP regarding the enforceability of warrants being registered
23.1	Consent of MaloneBailey, LLP, an independent registered public accounting firm
23.2	Consent of Conyers Dill and Pearman (included in Exhibit 5.1)
23.4	Consent of Sullivan & Worcester LLP (included in Exhibit 5.2)
24.1	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. 333-252804) initially filed with the Securities and Exchange Commission on February 5, 2021)

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 February 11, 2021.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dong Hu</u> Name: Dong Hu	Chairman and Chief Executive Officer (principal executive officer)	February 11, 2021
<u>*</u> Name: Lei Chen	Chief Financial Officer (principal financial and accounting officer)	February 11, 2021
<u>*</u> Name: Chunjuan Peng	Director	February 11, 2021
<u>*</u> Name: Sufeng Wang	Director	February 11, 2021
<u>*</u> Name: Tingjie Lyu	Director	February 11, 2021
<u>*</u> Name: Ken He	Director	February 11, 2021

*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 February 11, 2021.

COGENCY GLOBAL INC.
Authorized U.S. Representative

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

CONYERS

CONYERS DILL & PEARMAN

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11 February 2021

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26-27/F, Building 3
Xinbei Qianjiang International Building
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 units in an aggregate amount of up to US\$96,000,000 (the "Units") with each Unit consisting of:

- (i) one Class A ordinary share of par value HK\$0.001 per share of the Company (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") (the "Warrant"),
-

as described in the prospectus forming part of the registration statement on form F-1 (the “**Prospectus**”) filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 5 February 2021, Amendment No.1 to Form F-1 filed on 8 February 2021 and the registration statement on form F-1 filed with the Commission on 11 February 2021 (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).

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 8 February 2021 and written resolutions of the pricing committee of the board of directors of the Company dated 11 February 2021 (together, the “**Resolutions**”), a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 29 January 2021 (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) that upon the exercise of the purchase rights for the Class A Warrant Shares attached to the Warrants, the exercise price of the Warrants will not be less than the par value of the Class A Ordinary Shares in issue at the time of exercising the purchase rights attached to the Warrants; (h) that the Class A Ordinary Shares and the Class A Warrant Shares will, when issued, be issued out of the authorized but unissued Class A ordinary shares of the Company; (i) 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 prior to, or concurrent with, the sale of the Units pursuant to the Registration Statement; (j) 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; (k) the offering and the transactions contemplated thereunder complies with the requirements of the applicable rules of NASDAQ; and (l) no invitation has been or will be made by or on behalf of the Company to the public in the Cayman Islands to subscribe for any Units of the Company.

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 Act (the “**Act**”), a company is deemed to be in good standing if all fees and penalties under the Act have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Act.
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



Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019

212 660 3000
sullivanlaw.com

February 11, 2021

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

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 (Reg. No. 333-252804) (the "Other Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), which Other Registration Statement, as amended, was declared effective by the Securities and Exchange Commission on February 10, 2021. The Other Registration Statement relates to the following securities of the Company: (i) up to \$80,000,000 of units, with each such 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 and (ii) up to US\$46,000,000 worth of Class A Ordinary Shares underlying such warrants.

On February 11, 2021, the Company filed a registration statement on Form F-1, pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act (the "Registration Statement"), to register additional securities of the Company consisting of: (i) up to \$16,000,000 of units (each a "Unit," and collectively, the "Units"), with each Unit consisting of one Class A Ordinary 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\$9,200,000 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 of the Other Registration Statement (Form of Placement Agency Agreement) (the "Placement Agency Agreement"), exhibit 4.2 of the Other Registration Statement (Form of Warrant) and exhibit 10.4 of the Other Registration Statement (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) as provided in Section 5(e) of the Form of Warrant, all questions concerning the construction, validity, enforcement and interpretation of the Warrants shall be governed by the internal laws of the State of New York, without regard to the principles of conflicts of law thereof; (viii) 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 (ix) 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.

In connection with this matter, we have examined the 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 are members of the Bar of the State of New York. We do not hold ourselves out as being conversant with, or expressing any opinion with respect to, the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of New York. Accordingly, the opinions expressed herein are expressly limited to the federal laws of the United States of America and the laws of the State of New York.

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.

Our opinions set forth above with respect to the validity or binding effect of any security or obligation may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, marshaling, moratorium or other similar laws affecting the enforcement generally of the rights and remedies of creditors and secured parties or the obligations of debtors, (ii) general principles of equity (whether considered in a proceeding in equity or at law), including but not limited to principles limiting the availability of specific performance or injunctive relief, and concepts of materiality, reasonableness, good faith and fair dealing, (iii) the possible unenforceability under certain circumstances of provisions providing for indemnification, contribution, exculpation, release or waiver that may be contrary to public policy or violative of federal or state securities laws, rules or regulations, and (iv) the effect of course of dealing, course of performance, oral agreements or the like that would modify the terms of an agreement or the respective rights or obligations of the parties under an agreement.

This opinion letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above.

This opinion letter is furnished in connection with the Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

Very truly yours,

/s/ Sullivan & Worcester LLP



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. 333-252804) (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
 February 11, 2021

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