

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

FORM S-8  
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)

Not Applicable  
(I.R.S. Employer  
Identification No.)

12 Marina view  
#20-02B  
Asia Square Tower 2  
Singapore, 01896  
+86 571-8817-6197

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

Ebang International Holdings Inc.  
2021 Share Incentive Plan  
(Full title of the Plan)

Cogency Global Inc.  
122 East 42nd Street, 18th Floor  
New York, N.Y. 10168  
+1 (800) 221-0102

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

Copies to:

Dong Hu  
Chairman and CEO  
12 Marina view  
#20-02B  
Asia Square Tower 2  
Singapore, 01896  
+86 571-8817-6197

David E. Danovitch, Esq.  
Michael DeDonato, Esq.  
Hermione M. Krumm, Esq.  
Sullivan & Worcester LLP  
1633 Broadway  
New York, NY 10019  
(212) 660-3060

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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

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.

**PART I**

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

The information specified in Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424, but will be delivered to the participants in the equity incentive plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. Such documents, and the documents incorporated by reference in Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following document filed by the Registrant with the Commission is incorporated by reference herein:

- (1) The Registrant's Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2022, filed with the Commission on April 28, 2023; and
- (2) The description of our Class A ordinary shares contained in (i) our registration statement on [Form 8-A](#), filed with the SEC on June 17, 2020 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description and (ii) [Exhibit 2.5](#)—Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, to our Annual Report on Form 20-F for the fiscal year ended December 31, 2022, filed with the SEC on April 28, 2023.

All documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and 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 into this Registration Statement and to be a part hereof from the date of filing of such documents. 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 such 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

Cayman Islands law does not limit the extent to which a company's articles of association may provide indemnification of officers and directors, except to the extent that any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as providing indemnification against fraud or dishonesty.

Our second amended and restated articles of association provide that each officer or director of the Company (but not auditors) shall be indemnified out of our assets and profits against all actions, costs, charges, losses, damages and expenses incurred or sustained by such director or officer, by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, other than by reason of such person's own dishonesty or fraud.

In addition, the Registrant has entered, and intends to continue to enter into, indemnification agreements, substantially in the form filed as Exhibit 10.1 to the Registrant's Registration Statement on Form F-1 (Registration No. 333-237843), as amended, initially filed with the Commission on April 24, 2020, with its directors and executive officers to indemnify such persons in connection with claims made by reason of their being such a director or executive officer.

## ITEM 7. Exemption from Registration Claimed

Not applicable.

## ITEM 8. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

## ITEM 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this 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 this 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 this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this 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 Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant 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 Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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 Registrant 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.

## EXHIBIT INDEX

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
4.1	<a href="#">Second Amended and Restated Memorandum of Association and Articles of Association of the Registrant, as currently in effect (incorporated herein by reference to Exhibit 3.1 to the Registrant's Report of Foreign Private Issuer on Form 6-K, furnished with the Commission on December 22, 2021)</a>
5.1*	<a href="#">Opinion of Conyers Dill &amp; Pearman</a>
10.1	<a href="#">Ebang International Holdings Inc. 2021 Share Incentive Plan (incorporated herein by reference to Appendix A to the Registrant's Proxy Statement, attached as Exhibit 99.1 to the Report of Foreign Private Issuer on Form 6-K, furnished with the Securities and Exchange Commission on November 15, 2021)</a>
10.2	<a href="#">Form of Restricted Share Award Agreement (incorporated by reference to Exhibit 4.12 to the Registrant's Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 28, 2023)</a>
23.1*	<a href="#">Consent of Conyers Dill &amp; Pearman (included in Exhibit 5.1)</a>
23.2*	<a href="#">Consent of MaloneBailey, LLP, an independent registered public accounting firm</a>
24.1*	<a href="#">Powers of Attorney (included on the signature page in Part II of this Registration Statement)</a>
107	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## 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 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 Hangzhou, Zhejiang Province, People's Republic of China, on April 28, 2023.

### Ebang International Holdings Inc.

By: /s/ Dong Hu

Name: Dong Hu

Title: Chairman, Chief Executive Officer and  
Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Dong Hu as his or her true and lawful attorneys-in-fact and agent, each with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, as amended, and all post-effective amendments thereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, as amended, 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> Dong Hu	Chairman, Chief Executive Officer and Chief Financial Officer (principal executive officer, principal financial officer and principal accounting officer)	April 28, 2023
<u>/s/ Chunjuan Peng</u> Chunjuan Peng	Director	April 28, 2023
<u>/s/ Yanqing Gao</u> Yanqing Gao	Director	April 28, 2023
<u>/s/ Tingjie Lyu</u> Tingjie Lyu	Director	April 28, 2023
<u>/s/ Mingming Su</u> Mingming Su	Director	April 28, 2023

**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 Ebang International Holdings Inc. has signed this registration statement or amendment thereto in New York, New York on April 28, 2023.

US Authorized Representative  
Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President on behalf of Cogency Global  
Inc.

28 April 2023

Matter No.:837356  
Doc Ref: PL/BXC/KN/109007829(852) 2842 9551  
Paul.lim@conyers.com(852) 2842 9403  
Beverly.Cheung@conyers.comEbang International Holdings Inc.  
12 Marina View, #20-02B  
Asia Square Tower 2  
Singapore, 018961

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 registration statement on Form S-8, (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) relating to the registration under the U.S. Securities Act of 1933, as amended, (the “**Securities Act**”) of 333,333 Class A ordinary shares of par value HK\$0.03 per share of the Company (the “**Class A Ordinary Shares**”) issuable pursuant to the 2021 share incentive plan (the “**Share Incentive Plan**”).

**1. DOCUMENTS REVIEWED**

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

- 1.1 the Registration Statement; and
- 1.2 the Share Incentive Plan.

We have also reviewed copies of:

- 1.3 the amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”);
  - 1.4 the written resolutions of the directors of the Company dated 15 November 2021 and 27 April 2023 (collectively, the “**Board Resolutions**”) and the minutes of an annual general meeting of the shareholders of the Company held on 15 December 2021 (the “**AGM Minutes**”);
  - 1.5 a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 25 April 2023 (the “**Certificate Date**”); and
  - 1.6 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.
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## 2. ASSUMPTIONS

We have assumed:

- 2.1 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;
- 2.2 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;
- 2.3 the accuracy and completeness of all factual representations made in the Registration Statement and the Share Incentive Plan and other documents reviewed by us;
- 2.4 that the Board Resolutions and the resolutions contained in the AGM Minutes 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;
- 2.5 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;
- 2.6 that there is no provision of any award agreement, incentive share option, restricted shares or restricted share units or otherwise granted pursuant to the Share Incentive Plan which would have any implication in relation to the opinions expressed herein;
- 2.7 that upon issue of any Class A Ordinary Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof,
- 2.8 that on the date of issuance of any of the Class A Ordinary Shares, the Company will have sufficient authorised but unissued Class A Ordinary Shares;
- 2.9 that on the date of issuing of any Class A Ordinary Shares, the Company is able to pay its liabilities as they become due; and
- 2.10 the issue of the Class A Ordinary Shares are made in accordance with the terms and conditions of the Share Incentive Plan.

## 3. QUALIFICATIONS

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 issuance of the Class A Ordinary Shares by the Company pursuant to the Share Incentive Plan and is not to be relied upon in respect of any other matter.

#### 4. OPINION

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

- 4.1 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
- 4.2 When issued and paid for as contemplated by the Share Incentive Plan, the Class A Ordinary 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. 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

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated April 28, 2023 with respect to the audited consolidated financial statements of Ebang International Holdings Inc. (the "Company"), which appears in the Annual Report on Form 20-F of the Company for the year ended December 31, 2022.

/s/ MaloneBailey, LLP  
www.malonebailey.com  
Houston, Texas  
April 28, 2023

10370 Richmond Avenue, Suite 600, Houston, Texas 77042 713.343.4286

Zhongzhou Holdings Financial Center (Tower B) #2205 No. 88, Haide Yi Road, Nanshan District, Shenzhen 518054, P.R. China 86.755.86278659

Room 707, 7th Floor, SK Tower, No.6A Jianguomenwai Avenue, Chaoyang District, Beijing 100022, P.R. China 86.010.85563995

[www.malonebailey.com](http://www.malonebailey.com)

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Public Company Accounting Oversight Board Registered AICPA  
An Independently Owned and Operated Member of Nexia International



## Calculation of Filing Fee Tables

**FORM S-8**

(Form Type)

**Ebang Intenational Holdings Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Not Applicable**

(Translation of registrant's name into English)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee (2)	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with
											Unsold Securities to be Carried Forward
<b>Newly Registered Securities</b>											
Fees to Be Paid	Equity	Class A ordinary shares, par value HK\$0.03 per share, to be issued under Ebang International Holdings Inc. 2021 Share Incentive Plan (1)	457(c) and Rule 457(h)	333,333	\$ 5.725(2)	\$ 1,908,331.42(1)	(2) 0.0001102	\$ 210.30			
Fees Previously Paid	-	-	-	-	-	-	-	-	-	-	-
<b>Carry Forward Securities</b>											
Carry Forward Securities	-	-	-	-	-	-	-	-	-	-	-
<b>Total Offering Amounts</b>					\$	1,908,331.42	\$	210.30(2)			
<b>Total Fees Previously Paid</b>								-			
<b>Total Fee Offsets</b>								-			
<b>Net Fee Due</b>							\$	210.30(2)			

(1) Represents Class A ordinary shares, par value HK\$0.03 per share (the "Class A Ordinary Shares") of Ebang International Holdings Inc. (the "Company" or the "Registrant") reserved for issuance pursuant to the Company's 2021 Share Incentive Plan (the "2021 Plan"). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall cover an indeterminate number of plan interests to be offered or sold pursuant to the 2021 Plan. In addition, pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover any additional Class A Ordinary Shares that become issuable under the 2021 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding Class A Ordinary Shares.

(2) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of calculating the applicable registration fee. The proposed maximum offering price per Class A Ordinary Share represents the average of the high and low prices of the Class A Ordinary Shares as reported on the Nasdaq Global Select Market on April 24, 2023.