

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.



EDA GROUP HOLDINGS LIMITED

EDA集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 97,625,000 Shares (subject to the Over-Allotment Option)
Number of Hong Kong Offer Shares	: 9,763,000 Shares (subject to re-allocation)
Number of International Placing Shares	: 87,862,000 Shares (including 4,882,000 Lesso Reserved Shares under the Lesso Preferential Offering) (subject to the Over-Allotment Option and re-allocation)
Offer Price	: Not more than HK\$3.06 per Offer Share and expected to be not less than HK\$2.28 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.01 per Share
Stock code	: 2505

Sole Sponsor



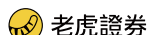
Sole Overall Coordinator, Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies in Hong Kong and on Display" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Sole Overall Coordinator and the Sole Global Coordinator (for itself and on behalf of the Underwriters and Capital Market Intermediaries) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, May 24, 2024 (Hong Kong time) and, in any event, not later than 12:00 noon on Friday, May 24, 2024 (Hong Kong time). The Offer Price will be not more than HK\$3.06 and is currently expected to be not less than HK\$2.28. Applicants for Hong Kong Offer Shares may be required to pay, on application (subject to application channels), the Offer Price together with a brokerage fee of 1.0%, a AFRC transaction levy of 0.00015%, a SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.00565%. If, for any reason, the Offer Price is not agreed by 12:00 noon on Friday, May 24, 2024 (Hong Kong time) among the Sole Overall Coordinator and the Sole Global Coordinator (for itself and on behalf of the Underwriters and Capital Market Intermediaries) and our Company, the Global Offering will not proceed and will lapse.

The Sole Overall Coordinator and the Sole Global Coordinator (for itself and on behalf of the Underwriters and Capital Market Intermediaries) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price Range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, a notice of the reduction of the number of Offer Shares and/or the indicative Offer Price Range will be published on the website of the Stock Exchange at www.hkex.com.hk and our website at www.edayun.cn as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offer. Further details are set forth in "Structure and Conditions of the Global Offering" and "How to Apply for the Hong Kong Offer Shares and Lesso Reserved Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Sole Overall Coordinator and the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters and Capital Market Intermediaries) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offer — Grounds for termination".

Prior to making an investment decision, potential investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in "Risk Factors".

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offer. We will not provide printed copies of this prospectus to the public in relation to the Hong Kong Public Offer.

This prospectus is available at the websites of the Stock Exchange (www.hkexnews.hk) and our Company (www.edayun.cn). If you require a printed copy of this prospectus, you may download and print from the website addresses above.

IMPORTANT

IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offer. We will not provide any printed copies of this prospectus for use by the public.

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “HKEXnews > New Listings > New Listing Information” section, and our website at www.edayun.cn. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for Hong Kong Offer Shares, you may:

- (1) apply online via the **HK eIPO White Form** service in the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/) or www.tricorglobal.com/IPOApp at www.hkeipo.hk; or
- (2) apply through the HKSCC EIPO channel to electronically cause HKSCC Nominees to apply on your behalf, by instructing your **broker** or **custodian** who is a HKSCC Participant to give **electronic application instructions** via HKSCC’s FINI system to apply for the Hong Kong Offer Shares on your behalf; or

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong.

If you are an intermediary, broker or agent, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

Please refer to “How to Apply for Hong Kong Offer Shares and Lesso Reserved Shares” in this prospectus for further details on the procedures through which you can apply for Hong Kong Offer Shares electronically.

IMPORTANT

The Hong Kong Public Offer

Your application through the **HK eIPO White Form** service or the HKSCC EIPO channel must be for a minimum of 1,000 Hong Kong Offer Shares and in one of the numbers set out in the table below. If you are applying through the **HK eIPO White Form** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective maximum amount payable on application in full upon application for Hong Kong Offer Shares. If you are applying through the HKSCC EIPO channel, you are required to prefund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong.

No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment
	HK\$		HK\$		HK\$		HK\$
1,000	3,090.85	15,000	46,362.90	80,000	247,268.81	900,000	2,781,774.09
2,000	6,181.73	20,000	61,817.20	90,000	278,177.41	1,000,000	3,090,860.10
3,000	9,272.58	25,000	77,271.50	100,000	309,086.01	2,000,000	6,181,720.20
4,000	12,363.44	30,000	92,725.81	200,000	618,172.02	3,000,000	9,272,580.30
5,000	15,454.29	35,000	108,180.10	300,000	927,258.04	4,000,000	12,363,440.40
6,000	18,545.17	40,000	123,634.40	400,000	1,236,344.05	4,881,000 ⁽¹⁾	15,086,488.15
7,000	21,636.02	45,000	139,088.71	500,000	1,545,430.06		
8,000	24,726.88	50,000	154,543.00	600,000	1,854,516.05		
9,000	27,817.74	60,000	185,451.61	700,000	2,163,602.06		
10,000	30,908.61	70,000	216,360.20	800,000	2,472,688.08		

- (1) Maximum number of Hong Kong Offer Shares you may apply for and this is approximately 50% of the Hong Kong Offer Shares initially offered.
- (2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** Service Provider) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.