

IMPORTANT

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



GDS Holdings Limited 萬國數據控股有限公司*

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	160,000,000 Offer Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	8,000,000 Offer Shares (subject to reallocation)
Number of International Offer Shares	:	152,000,000 Offer Shares (subject to reallocation and the Over-allotment Option)
Maximum Public Offer Price	:	HK\$86.00 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Par value	:	US\$0.00005 per Share
Stock code	:	9698

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

J.P. Morgan BofA Securities CICC Haitong International

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

ABCI BOCI CCBI CMBI ICBCI Orient Securities (HK) UOBKH

Joint Global Coordinator and Joint Lead Manager

Joint Bookrunners and Joint Lead Managers

DBS EBSI CITIC Securities GTJA Zhongtai

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 "Documents Delivered to the Registrar of Companies and Available for Inspection — Documents Delivered to the Registrar of Companies" in Appendix V, 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 of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

We expect to determine the pricing of the Offer Shares by agreement with the Joint Representatives (for themselves and on behalf of the Underwriters) on or about Tuesday, October 27, 2020 and, in any event, before Friday, October 30, 2020. The Public Offer Price will be not more than HK\$86.00 per Offer Share, unless otherwise announced. If, for any reason, we do not agree with the Joint Representatives (for themselves and on behalf of the Underwriters) on the pricing of the Offer Shares by Friday, October 30, 2020, the Global Offering will not proceed and will lapse.

We may set the International Offer Price at a level higher than the maximum Public Offer Price if (a) the Hong Kong dollar equivalent of the closing trading price of the ADSs on the Nasdaq on the last trading day on or before the Price Determination Date (on a per Class A ordinary share converted basis) were to exceed the maximum Public Offer Price as stated in this prospectus and/or (b) we believe that it is in the best interest of the Company as a listed company to set the International Offer Price at a level higher than the maximum Public Offer Price based on the level of interest expressed by professional and institutional investors during the bookbuilding process. If the International Offer Price is set at or lower than the maximum Public Offer Price, the Public Offer Price must be set at such price which is equal to the International Offer Price. In no circumstances will we set the Public Offer Price above the maximum Public Offer Price as stated in this prospectus or the International Offer Price.

The Joint Representatives (for themselves and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered pursuant to the Global Offering at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors" in this prospectus. The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) if certain events occur prior to 8:00 a.m. on the Listing Date. See "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination" in this prospectus. It is important that you refer to that section for further details.

Our ADSs, each of which represents eight Class A ordinary shares, are listed for trading on Nasdaq under the symbol "GDS." The last reported sale price of the ADSs on Nasdaq on Friday, October 16, 2020 was US\$82.22 per ADS. In connection with the Global Offering, we have filed a registration statement on Form F-3ASR and a preliminary prospectus supplement and plan to file a final prospectus supplement with the SEC to register the sale of Shares under the U.S. Securities Act.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Company is controlled through weighted voting rights ("WVR"). Prospective investors should be aware of the potential risks of investing in a company with a WVR structure, in particular that the WVR beneficiaries, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of Shareholders' resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with our WVR structure, see the section headed "Risk Factors — Risks Related to Our Corporate Structure." Prospective investors should make the decision to invest in us only after due and careful consideration.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.
This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website www.gds-services.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

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IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

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

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at www.eipo.com.hk; or
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited, both at +852 2862 8690 on the following dates:

Wednesday, October 21, 2020 – 9:00 a.m. to 9:00 p.m.
Thursday, October 22, 2020 – 9:00 a.m. to 9:00 p.m.
Friday, October 23, 2020 – 9:00 a.m. to 9:00 p.m.
Saturday, October 24, 2020 – 9:00 a.m. to 6:00 p.m.
Sunday, October 25, 2020 – 9:00 a.m. to 6:00 p.m.
Monday, October 26, 2020 – 9:00 a.m. to 6:00 p.m.
Tuesday, October 27, 2020 – 9:00 a.m. to 12:00 noon

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 (WUMP) Ordinance.

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 the section headed “How to Apply for Hong Kong Offer Shares” in this prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

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Your application must be for a minimum of 100 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>
100	8,686.66	2,000	173,733.24	10,000	868,666.22	300,000	26,059,986.60
200	17,373.32	2,500	217,166.56	20,000	1,737,332.44	400,000	34,746,648.80
300	26,059.99	3,000	260,599.87	30,000	2,605,998.66	500,000	43,433,311.00
400	34,746.65	3,500	304,033.18	40,000	3,474,664.88	600,000	52,119,973.20
500	43,433.31	4,000	347,466.49	50,000	4,343,331.10	700,000	60,806,635.40
600	52,119.97	4,500	390,899.80	60,000	5,211,997.32	800,000	69,493,297.60
700	60,806.64	5,000	434,333.11	70,000	6,080,663.54	900,000	78,179,959.80
800	69,493.30	6,000	521,199.73	80,000	6,949,329.76	1,000,000	86,866,622.00
900	78,179.96	7,000	608,066.35	90,000	7,817,995.98	2,000,000	173,733,244.00
1,000	86,866.62	8,000	694,932.98	100,000	8,686,662.20	3,000,000	260,599,866.00
1,500	130,299.93	9,000	781,799.60	200,000	17,373,324.40	4,000,000 ⁽¹⁾	347,466,488.00

Note:

(1) Maximum number of Hong Kong Offer Shares you may apply for.

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