

---

## GLOBAL OFFERING AND LISTING

---

<b>Issuer</b>	EDA Group Holdings Limited
<b>Global Offering</b>	Global Offering of initially 97,625,000 Offer Shares (subject to adjustment and excluding the Shares to be issued pursuant to the exercise of the Over-Allotment Option) comprising (i) Hong Kong Public Offer of initially 9,763,000 Offer Shares (subject to adjustment) and (ii) International Placing of initially 87,862,000 Offer Shares (subject to adjustment and excluding the Shares to be issued pursuant to the exercise of the Over-Allotment Option).
<b>Offer Price Range</b>	Not more than HK\$3.06 and not less than HK\$2.28 per Offer Share
<b>Over-Allotment Option</b>	Up to 14,643,000 additional Shares to be offered by our Company, representing approximately 15% of the Offer Shares initially offered under the Global Offering. See “Structure and Conditions of the Global Offering” for further details.
<b>Lock-up undertakings by our Company and our Controlling Shareholders</b>	See “Underwriting — Underwriting Arrangements and Expenses — Undertakings given to the Stock Exchange pursuant to the Listing Rules” and “Underwriting — Underwriting Arrangements and Expenses — Undertakings given to the Hong Kong Underwriters” for further details.
<b>Board lot</b>	1,000 Shares
<b>Practice Note 15 of the Listing Rules</b>	The Spin-off is not subject to shareholders’ approval of Lesso. Lesso is required to comply with the requirements of Practice Note 15 of the Listing Rules which, among other things, require us to offer the Assured Entitlements to Lesso Qualifying Shareholder(s). For further details of the Lesso Qualifying Shareholders’ Assured Entitlements, see “Structure and Conditions of the Global Offering — The Lesso Preferential Offering” in this prospectus.

---

## GLOBAL OFFERING AND LISTING

---

### **Exchange rate conversion**

Solely for your convenience, in this prospectus, unless otherwise stated, unless we indicate otherwise, amounts denominated in RMB have been translated into Hong Kong dollars at an exchange rate of RMB0.91 to HK\$1.00 and amounts denominated in HK\$ have been translated into US\$ at an exchange rate of HK\$7.81 to US\$1.00. Such conversions shall not be construed as representations that amounts in RMB and/or US\$ were or could have been or could be converted into Hong Kong dollars at such rates or any other exchange rates on such date or any other date.

### **Dividend policy**

See “Financial Information — Dividends and Dividend Policy”. Unless we determine otherwise, dividends, if declared, will be paid in Hong Kong dollars to our Shareholders, as recorded in our register of members, by ordinary post, at our Shareholders’ own risks, to the registered address of each such Shareholder, or in the case of joint holders, the holder whose name stands first in our register of members in respect of the joint holding, or to such person and to such address as the holder or joint holders may in writing direct.

### **Voting rights**

Each Share entitles its holder to one vote on a poll at our Shareholders’ meeting. See “Summary of the Constitution of our Company and Cayman Company Act” in Appendix III to this prospectus.

### **Stamp duty**

All Shares issued by us pursuant to applications made in the Global Offering will be registered on our register of members to be maintained by our Hong Kong Share Registrar, Tricor Investor Services Limited, in Hong Kong. Our principal register of members will be maintained by our Principal Share Registrar, Tricor Services (Cayman Islands) Limited, in the Cayman Islands. Only Shares registered on our Company’s register of members in Hong Kong may be traded on the Stock Exchange.

No stamp duty is payable by applicants in the Global Offering.

---

## GLOBAL OFFERING AND LISTING

---

Dealings in our Shares registered on our Company's register of members in Hong Kong will be subject to Hong Kong stamp duty.

### **Register of members**

Our Company's branch share register in Hong Kong will be maintained by the Hong Kong Share Registrar. All of the Shares issued pursuant to the Global Offering will be registered on our branch share register in Hong Kong.

### **Application for the Listing on the Stock Exchange**

We have applied to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares to be issued by us pursuant to the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-Allotment Option, the Shares which may be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Scheme and any options that may be granted under the Post-IPO Share Option Scheme, and the vesting of the RSUs granted under the Pre-IPO RSU Plan and any RSU(s) which may be granted under the Post-IPO RSU Plan).

Dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, May 28, 2024. No part of our share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought on the Stock Exchange or any other stock exchange as of the date of this prospectus. All the Offer Shares will be registered on our register of members in Hong Kong maintained by the Hong Kong Share Registrar in order to enable them to be traded on the Stock Exchange.

---

## GLOBAL OFFERING AND LISTING

---

Under Section 44B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to our Company by or on behalf of the Stock Exchange.

### **Restrictions on offers and sales of the Offer Shares**

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offer and the Lesso Reserved Shares under the Lesso Preferential Offering, respectively, will be required to, or be deemed by his acquisition of the Hong Kong Offer Shares to, confirm that he is aware of the restrictions on offers and sales of the Offer Shares described in this prospectus that he is not acquiring, and has not been offered, any Offer Shares in circumstances that contravene any such restrictions.

No action has been taken to permit a public offer of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering and sales of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Offer Shares have not been publicly offered or sold, directly or indirectly, in the PRC or the United States.

---

## GLOBAL OFFERING AND LISTING

---

Potential investors for Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Potential investors for the Offer Shares should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

### **Fully underwritten**

The Listing is sponsored by the Sole Sponsor and the Global Offering is managed by the Sole Overall Coordinator and the Sole Global Coordinator. The Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement. The International Placing Agreement relating to the International Placing is expected to be entered into on or about the Price Determination Date, subject to determination of the pricing of the Offer Shares. If, for any reason, the International Placing Agreement is not entered into or the Offer Price is not agreed, the Global Offering will not proceed and will lapse. See “Underwriting” for further information regarding the Underwriters and the underwriting arrangements.

### **Price Determination Date**

On or around Friday, May 24, 2024, and in any event, no later than 12:00 noon on Friday, May 24, 2024.

If, for any reason, the Sole Overall Coordinator and the Sole Global Coordinator (for itself and on behalf of the Underwriters and the Capital Market Intermediaries) and our Company are unable to reach an agreement on the Offer Price on or before 12:00 noon on Friday, May 24, 2024, the Global Offering (including the Hong Kong Public Offer) will not become unconditional and will not proceed and will lapse.

---

## GLOBAL OFFERING AND LISTING

---

### **Admission to CCASS**

Subject to the Stock Exchange granting of the listing of, and permission to deal in, our Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day (as defined in the Listing Rules) after any trading day. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests.

All necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

### **Language**

If there is any inconsistency between the English version and the Chinese translation of this prospectus, the English version of this prospectus shall prevail. For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this prospectus in both the Chinese and English languages, and in the event of any inconsistency, the Chinese versions shall prevail.

### **Rounding of figures**

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.

### **Procedures for applying for Hong Kong Offer Shares and Lessor Reserved Shares**

See “How to Apply for Hong Kong Offer Shares and Lessor Reserved Shares” in this prospectus.

---

## GLOBAL OFFERING AND LISTING

---

**Conditions of the Global Offering** See “Structure and Conditions of the Global Offering — Conditions of the Global Offering”.

**Commencement of dealings in the Shares** Dealing in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, May 28, 2024. Shares will be traded in board lots of 1,000.

The stock code for the Shares is 2505.

We will not issue any temporary documents of title.