

JinkoSolar Holding Co., Ltd.
Form F-6 POS
November 09, 2018

As filed with the U.S. Securities and Exchange Commission on November 9, 2018

Registration No. 333-164523

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

JinkoSolar Holding Co., Ltd.

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

The Cayman Islands

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

383 Madison Avenue, Floor 11, New York, New York 10179

Telephone (800) 990-1135

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

CT Corporation System

111 Eighth Avenue, 13th Floor

New York, New York 10011

Telephone: (212) 604-1666

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

Copy to:

**Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP**

570 Lexington Avenue, Suite 2405

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing
on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of | Amount | Proposed | Proposed | Amount of |
|--|-----------------------------|--------------------------------|-----------------------------|---------------------|
| Securities to be registered | to be registered | maximum | maximum | registration |
| | | aggregate | aggregate | fee |
| | | price | offering | |
| | | per unit ⁽¹⁾ | price ⁽²⁾ | |
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing four ordinary shares of JinkoSolar Holding Co., Ltd. | N/A | N/A | N/A | N/A |

(1) Each unit represents one American Depositary Share.

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is (2) computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

PART I

INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u> |
|--|---|
| (1) Name and address of Depository | Introductory paragraph and bottom of face of American Depositary Receipt |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| vii) (Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |

- (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs Paragraph (3)
- (ix) Restrictions upon the right to deposit or withdraw the underlying securities Paragraphs (1), (2), (4), and (5)
- (x) Limitation upon the liability of the Depository Paragraph (14)
- (3) Fees and Charges Paragraph (7)

Item 2. AVAILABLE INFORMATION

| <u>Item Number and Caption</u> | Location in Form of American Depositary | <u>Receipt Filed Herewith as Prospectus</u> |
|--|---|---|
| (b) Statement that JinkoSolar Holding Co., Ltd. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the Securities and Exchange Commission, and that such reports can be inspected by holders of American Depositary Receipts through the Securities and Exchange Commission's EDGAR system or at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C. | Paragraph (8) | |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of _____, 2018 among JinkoSolar Holding Co., Ltd., JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).

(b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.

(c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.

(d) **Opinion of counsel to the Depositary as to the legality of the securities being registered.** Previously filed as Exhibit (d) to Registration Statement on Form F-6 (333-164523) filed with the Securities and Exchange Commission, which is incorporated herein by reference.

(e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

Item 4. UNDERTAKINGS

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on November 9, 2018.

Legal entity created by the form of Deposit Agreement for
the issuance of ADRs evidencing American Depositary
Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Joseph M. Leinhauser
Name: Joseph M. Leinhauser
Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, JinkoSolar Holding Co., Ltd. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on November 9, 2018.

JinkoSolar Holding Co., Ltd.

By: /s/ Kangping Chen

Name: Kangping Chen

Title: Director and Chief Executive Officer

Under the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on November 9, 2018, in the capacities indicated.

SIGNATURES

| <u>Signature</u> | <u>Title</u> |
|---|--|
| /s/ Xiande Li* Xiande Li | Chairman |
| /s/ Kangping Chen Kangping Chen | Director and Chief Executive Officer (principal executive officer) |
| /s/ Xianhua Li* Xianhua Li | Director and Vice President |
| /s/ Longgen Zhang* Longgen Zhang | Director |
| /s/ Wing Keong Siew* Wing Keong Siew | Director |
| /s/ Yingqiu Liu Yingqiu Liu | Director |
| /s/ Steven Markscheid* Steven Markscheid | Director |

/s/ Haiyun (Charlie) Cao Chief Financial Officer (principal financial and accounting officer)
Haiyun (Charlie) Cao

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of JinkoSolar Holding Co., Ltd., has signed this Post-Effective Amendment to Registration Statement on Form F-6 in Newark Delaware on November 9, 2018.

**Authorized U.S.
Representative**

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi

Title: Managing Director

*By: /s/ Kangping Chen
Name: Kangping Chen
Title: Power of Attorney

INDEX TO EXHIBITS

Exhibit Number

- (a) Form of Amended and Restated Deposit Agreement.
- (e) Rule 466 Certification