

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

Form F-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**JinkoSolar Holding Co., Ltd.**

*(Exact name of Registrant as specified in its charter)*

**Cayman Islands**  
*(State or other jurisdiction of  
Incorporation or Organization)*

**3674**  
*(Primary Standard Industrial  
Classification Code Number)*

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

**1 Jingke Road**  
**Shangrao Economic Development Zone**  
**Jiangxi Province, 334100**  
**People's Republic of China**  
**+86.793.8469699**  
*(Address and Telephone Number of Registrant's  
Principal Executive Office)*

**JinkoSolar (U.S.) Inc.**  
**343 Sansome Street, Suite 975**  
**San Francisco, California 94104**  
**United States of America**  
**+1.415.4020991**  
*(Name, Address, and Telephone Number for Agent of  
Service)*

**Copies to:**

Shuang Zhao  
Shearman & Sterling LLP  
c/o 12th Floor, Gloucester Tower, The Landmark  
15 Queen's Road Central  
Hong Kong  
+852.2978.8000

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-190273

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(3)(4)</sup>	Amount of Registration Fee <sup>(4)</sup>
Ordinary shares, par value US\$0.00002 per share <sup>(2)</sup>		
Preferred shares		
Debt securities		
Warrants		
<b>Total</b>	<b>US\$ 25,797,500.00</b>	<b>US\$ 3,322.72</b>

- (1) Includes (i) securities initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the securities are first bona fide offered to the public, and (ii) securities that may be purchased by the underwriters pursuant to an over-allotment option. These securities are not being registered for the purposes of sales outside the United States.
- (2) American depository shares issuable upon deposit of the ordinary shares registered hereby have been or will be registered under a separate registration statement on Form F-6 (Registration No. 333-164523). Each American depository share represents four ordinary shares.
- (3) The proposed maximum aggregate offering price for each class of securities will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder and is not specified as to each class of securities pursuant to General Instruction II. C. of Form F-3 under the Securities Act of 1933, as amended.
- (4) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(o) of Regulation C under the Securities Act of 1933, as amended.

As of the date of this registration statement, the maximum aggregate offering price of securities that remain to be issued pursuant to the prior registration statement (File No. 333-190273) is US\$128,987,500.00. The maximum aggregate offering price of the additional securities being registered hereby pursuant to Rule 462(b) under the Securities Act is US\$25,797,500.00, which represents 20% of the maximum aggregate offering price of securities remaining on the prior registration statement.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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#### **EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV to Form F-3, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-3 (File No. 333-190273) initially filed by JinkoSolar Holding Co., Ltd. (the "Company") with the Securities and Exchange Commission (the "Commission") on July 31, 2013, as amended on August 14, 2013, which was declared effective by the Commission on August 15, 2013, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

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**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 F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shangrao, Jiangxi Province, People's Republic of China, on January 16, 2014.

By: /s/ Kangping Chen  
Name: Kangping Chen  
Title: Director and Chief Executive Officer

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**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on the 16th day of January, 2014.

<u>Signatures</u>	<u>Title</u>
* Xiande Li	Chairman of the board of directors
* Kangping Chen	Director and chief executive officer (principal executive officer)
* Xianhua Li	Director and vice president
* Wing Keong Siew	Independent director
* Haitao Jin	Independent director
* Zibin Li	Independent director
* Steven Markscheid	Independent director
/s/ Longgen Zhang Longgen Zhang	Chief financial officer (principal financial and accounting officer)

\*By: /s/ Longgen Zhang  
Name: Longgen Zhang  
Attorney-in-Fact

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**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of JinkoSolar (U.S.) Inc., has signed this registration statement or amendment thereto in Shangrao, Jiangxi Province, People's Republic of China, on January 16, 2014.

JinkoSolar (U.S.) Inc.

By: /s/ Xiande Li

Name: Xiande Li  
Title: Legal Representative  
JinkoSolar (US) Inc.

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## Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Maples and Calder regarding the validity of the securities
5.2	Opinion of Shearman & Sterling LLP regarding the validity of the securities
23.1	Consent of PricewaterhouseCoopers Zhong Tian LLP, independent registered public accounting firm
23.2	Consent of Maples and Calder (included in Exhibit 5.1)
23.3	Consent of Shearman & Sterling LLP (included in Exhibit 5.2)
23.4	Consent of DaHui Lawyers
24.1*	Powers of Attorney (included on signature page on the prior registration statement)

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\* Previously filed.

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Our ref: JJH/660391-000001/6262239v4

JINKOSOLAR HOLDING CO., LTD.  
1 Jingke Road  
Shangrao Economic Development Zone  
Jiangxi Province, 334100  
People's Republic of China

16 January 2014

Dear Sirs

**JINKOSOLAR HOLDING CO., LTD.**

We act as Cayman Islands counsel for Jinkosolar Holding Co., Ltd. (the "**Company**") in connection with the Company's registration statement on Form F-3, including all amendments or supplements thereto (the "**Registration Statement**"), filed with the Securities and Exchange Commission (the "**Commission**") under the U.S. Securities Act of 1933, as amended (the "**Act**") and the base prospectus (the "**Prospectus**") included therein, and the related registration statement filed pursuant Rule 462(b) of the Act (the "**Rule 462(b) Registration Statement**"), with respect to the public offering by the Company of ordinary shares with a par value of US\$0.00002 ("**ordinary shares**"), including ordinary shares represented by American Depositary Shares (the "**ADSs**"), preferred shares with a par value of US\$0.00002 ("**preferred shares**"), debt securities or warrants.

We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

## **1 Documents Reviewed**

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 The certificate of incorporation dated 3 August 2007 and the certificate of incorporation on change of name dated 21 October 2008.
- 1.2 The memorandum and articles of association of the Company as adopted by a special resolution passed on 8 January 2010 and becoming effective, conditional and immediately upon closing of the initial public offering of the Company (the "**M&A**").
- 1.3 The written resolutions of the board of directors of the Company passed on 31 July 2013 (the "**Resolutions**"), and the minutes of the meeting of the board of directors held on 13 January 2014 (the "**Minutes**").
- 1.4 A certificate of good standing with respect to the Company issued by the Registrar of Companies dated 26 July 2013 (the "**Certificate of Good Standing**").
- 1.5 A certificate from a director of the Company, a copy of which is attached to this opinion letter (the "**Director's Certificate**").
- 1.6 The Registration Statement and the Rule 462(b) Registration Statement.

## **2 Assumptions**

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion letter. The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and of which we are aware consequent upon the instructions we have received in relation to the matter the subject of this opinion letter and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Director's Certificate as to matters of fact and the Certificate of Good Standing without further verification and have relied upon the following assumptions, which we have not independently verified:

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- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, and translations of documents provided to us are complete and accurate.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is no contractual or other prohibition or restriction (other than as arising under Cayman Islands law) binding on the Company prohibiting or restricting it from entering into and performing its obligations under the Registration Statement.
- 2.4 The Company will have sufficient authorised capital to effect the issue of the ordinary shares and preferred shares at the time of issuance.
- 2.5 The form and terms of any preferred shares including, without limitation, the designation, powers, preferences, rights, qualifications, limitations and restrictions of the preferred shares, the issuance and sale thereof by the Company, and the Company's incurrence and performance of its obligations thereunder or in respect thereof in accordance with the terms thereof, will not conflict with or result in a breach of any of the terms or provisions of the M&A or any law, public rule or regulation applicable to the Company currently in force in the Cayman Islands.
- 2.6 All necessary corporate action will be taken to authorise and approve any issuance of preferred shares (including to establish one or more series of preferred shares and to fix the designation, powers, preferences, rights, qualifications, limitations and restrictions thereof), the terms of the offering thereof and related matters, and that the applicable definitive purchase, underwriting or similar agreement, will be duly approved, executed and delivered by or on behalf of the Company and all other parties thereto.

### **3 Opinion**

The following opinions are given only as to matters of Cayman Islands law and we have assumed that there is nothing under any other law that would affect or vary the following opinions.

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability for an unlimited duration and is validly existing and in good standing under the laws of the Cayman Islands.
  - 3.2 The authorised share capital of the Company is US\$10,000 divided into 500,000,000 ordinary shares of a nominal or par value of US\$0.00002 each.
  - 3.3 On the assumption that any ordinary shares (including any ordinary shares issuable upon the conversion of the Company's debt securities or the exercise of its warrants, as applicable) and any preferred shares which are issued pursuant to the Registration Statement have been duly authorised prior to issuance, when such ordinary shares or preferred shares (as the case may be) have been issued, delivered and paid for in the manner described in and pursuant to the terms of the Registration Statement and/or the Prospectus (including any supplement thereto) and registered in the register of members (shareholders), such ordinary shares and preferred shares will be legally issued and allotted, and credited as fully paid and non-assessable (meaning that no further sums are payable to the Company with respect to the holding of such ordinary shares and preferred shares).
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3.4 The liability of shareholders of the Company is limited to the amount, if any, unpaid on their shares. On the basis that all such shares in the Company are fully paid, there is no rule of Cayman Islands law that would impose any further liability on persons holding shares in the Company, merely by reason of such shareholding.

#### **4 Qualifications**

This opinion is subject to the qualification and limitation that under the Companies Law (2013 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2013 Revision) directs or authorises to be inserted therein. A third party interest in the ordinary shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

In this opinion the phrase "non-assessable" means, with respect to the issuance of the shares, that a shareholder shall not, in respect of the relevant shares, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion letter or otherwise with respect to the commercial terms of the transactions that are the subject of this opinion letter.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the references to our firm under the headings "Enforceability of Civil Liabilities", "Taxation" and "Legal Matters" and elsewhere in the Prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder  
Maples and Calder

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January 16, 2014

JinkoSolar Holding Co., Ltd.  
1 Jingke Road  
Shangrao Economic Development Zone  
Jiangxi Province, 334100  
People's Republic of China

JinkoSolar Holding Co., Ltd.  
Registration Statement on Form F-3

Ladies and Gentlemen:

We have acted as United States counsel to JinkoSolar Holding Co., Ltd. (the "Company"), in connection with the preparation and filing by the Company of a registration statement on Form F-3 (the "Registration Statement"), including all the amendments and supplements thereto, with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and the related registration statement filed pursuant to Rule 462(b) of the Act (the "Rule 462(b) Registration Statement"), relating to the offering from time to time, pursuant to Rule 415 under the Securities Act, of (i) ordinary shares, par value U.S.\$0.00002 per share, of the Company (the "Ordinary Shares"); (ii) preferred shares of the Company (the "Preferred Shares" and, together with the Ordinary Shares, the "Equity Securities"); (iii) debt securities (the "Debt Securities"); and (iv) warrants to purchase Equity Securities and/or Debt Securities (the "Warrants"). The Equity Securities, the Debt Securities and the Warrants are hereinafter referred to, collectively, as the "Securities." The offering of the Securities will be as set forth in the prospectus forming a part of the Registration Statement (the "Prospectus"), as supplemented by one or more supplements to the Prospectus (each supplement, a "Prospectus Supplement").

The Debt Securities will be issued pursuant to an Indenture (the "Indenture") between the Company and a trustee (the "Trustee"), the form of which is filed as an exhibit to the Registration Statement, as supplemented and amended from time to time. The Warrants will be issued under one or more warrant agreements (each, a "Warrant Agreement") to be entered into between the Company and the warrant agent party thereto (the "Warrant Agent"), which will be in a form to be filed as an exhibit to a post-effective amendment to the Registration Statement or as an exhibit to a report to be filed under the Securities Act of 1934, as amended, and incorporated by reference into the Registration Statement. The Indenture and Warrant Agreement are hereinafter referred to as the "Securities Documents."

In that connection, we have reviewed the following:

- (a) The Registration Statement and Rule 462(b) Registration Statement.
  - (b) The Prospectus.
  - (c) The Form of Indenture.
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- (d) Originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our review of the documents, we have assumed:

- (a) The genuineness of all signatures.
  - (b) The legal capacity of natural persons.
  - (c) The authenticity of the originals of the documents submitted to us.
  - (d) The conformity to authentic originals of any documents submitted to us as copies and the authenticity of the originals of such latter documents.
  - (e) As to matters of fact, the truthfulness of the representations made in the certificates of public officials and officers of the Company.
  - (f) That each of the Securities Documents will be the legal, valid and binding obligation of each party thereto, other than the Company, enforceable against each such party in accordance with its terms, and that each Securities Document will be governed by and construed in accordance with the law of the State of New York.
  - (g) That:
    - (i) the Company is an entity duly organized and validly existing under the laws of the Cayman Islands.
    - (ii) the Company has the power and authority (corporate or otherwise) to execute, deliver and perform, and has duly authorized and will duly execute and deliver the Securities Documents to which it is or will be a party.
    - (iii) The execution, delivery and performance by each of the Company of the Securities Documents to which it is or will be a party have been duly authorized by all necessary action (corporate or otherwise) and do not and will not:
      - (A) contravene its Third Amended and Restated Memorandum and Articles of Association and other organizational documents;
      - (B) except with respect to Generally Applicable Law, violate any law, rule or regulation applicable to it; or
      - (C) result in any conflict with, or breach of, any agreement or document binding on it.
    - (iv) No authorization, approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or any other third party is required for the due execution, delivery or performance by the Company of any Securities Document to which it is or will be a party or, if any such authorization, approval, consent, action, notice or filing is required, it has been duly obtained, taken, given or made and is in full force and effect.
  - (h) At the time of any offering or sale, the Securities and the Securities Documents relating thereto will have been specifically authorized for issuance and execution and delivery by the Company, by the Board of Directors of the Company, an authorized committee thereof or duly authorized officers of the Company.
  - (i) Any Securities issuable upon conversion, exchange or exercise of any Security being offered will, at the time of such offering or sale, have been duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise.
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- (j) Any Equity Securities, including Equity Securities issuable upon conversion, exchange or exercise of any Security being offered, will, when so issued, have been duly authorized, executed and delivered, against receipt of the consideration approved by the Board of Directors of the Company, an authorized committee thereof or duly authorized officers of the Company which will be no less than the par value thereof.
- (k) With respect to the issuance and sale of any Debt Securities, (i) the Indenture will have been duly executed and delivered by the Company and the Trustee, and (ii) the Debt Securities, when issued, will be executed, authenticated, issued and delivered (a) against receipt of the consideration therefor approved by the Board of Directors of the Company, an authorized committee thereof or duly authorized officers of the Company, and (b) as provided in the Indenture.
- (l) With respect to the issuance and sale of any Warrants, we have assumed that (i) the related Warrant Agreement will have been duly executed and delivered by the Company and the Warrant Agent, and (ii) the Warrants, when issued, will be executed, countersigned by the Warrant Agent, issued and delivered (a) against receipt of the consideration therefor approved by the Board of Directors of the Company, an authorized committee thereof or duly authorized officers of the Company and (b) as provided in such Warrant Agreement.

“Generally Applicable Law” means the federal law of the United States of America, and the law of the State of New York (including the rules and regulations promulgated thereunder or pursuant thereto) that a New York lawyer exercising customary professional diligence would reasonably be expected to recognize as being applicable to the Company, the Securities Documents or the transactions governed by the Securities Documents. Without limiting the generality of the foregoing definition of Generally Applicable Law, the term “Generally Applicable Law” does not include any law, rule or regulation that is applicable to the Company, the Securities Documents or such transactions solely because such law, rule or regulation is part of a regulatory regime applicable to any party to any of the Securities Documents or any of its affiliates due to the specific assets or business of such party or such affiliate.

Based upon the foregoing and upon such other investigation as we have deemed necessary and subject to the qualifications set forth below, we are of the opinion that:

- 1. Any Debt Securities, when issued, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
- 2. Any Warrants, when issued, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

Our opinions expressed above are subject to the following qualifications:

- a. Our opinions are subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors’ rights generally (including without limitation all laws relating to fraudulent transfers).
  - b. Our opinions are also subject to the effect of general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law). Further, with respect to Debt Securities denominated in a currency other than United States dollars, if any, we express no opinion as to whether a court would award a judgment in a currency other than United States dollars.
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c. Our opinions are limited to Generally Applicable Law and we do not express any opinion herein concerning any other law.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the heading "Legal Matters" in the Prospectus. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Shearman & Sterling LLP

SZ/SW/TF

MDB

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form F-3 of our report dated April 30, 2013 relating to the financial statements, which appears in JinkoSolar Holding Co., Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2012.

/s/ PricewaterhouseCoopers Zhong Tian LLP

PricewaterhouseCoopers Zhong Tian LLP  
Shanghai, People's Republic of China

January 16, 2014

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Suite 3720 China World Tower, 1 Jianguomenwai Avenue, Beijing 100004, China

中國北京市建國門外大街一號國貿大廈 3720室, 郵編100004

TEL (86 10) 6322 0288 FAX (86 10) 6322 0299 | www.DaHuiLawyers.com

JinkoSolar Holding Co., Ltd.  
1 Jingke Road  
Shangrao Economic Development Zone  
Jiangxi Province, 334100  
People's Republic of China

January 16, 2014

Dear Sirs,

We hereby consent to the use of our name under the captions “Enforceability of Civil Liabilities” and “Legal Matters” in the prospectus included in the registration statement on Form F-3, originally filed by JinkoSolar Holding Co., Ltd. on July 31, 2013 including all amendments and supplements thereto, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), and the related registration statement filed pursuant to Rule 462(b) of the Securities Act. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the regulations promulgated thereunder.

Yours faithfully,

/s/ DaHui Lawyers  
**DaHui Lawyers**

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