

YINGLI GREEN ENERGY HOLDING CO LTD

Form POS AM

March 02, 2009

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As filed with the U.S. Securities and Exchange Commission on March 2, 2009

Registration No. 333-142852

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For the American Depositary Shares Evidenced by American Depositary Receipts**

YINGLI GREEN ENERGY HOLDING COMPANY LIMITED

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

N/A

(Translation of issuer's name into English)

Cayman Islands

(Jurisdiction of Incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depositary as specified in its charter)

4 New York Plaza New York, NY10004

Telephone (212) 623-0636

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

Law Debenture Corporate Services Inc.,

400 Madison Avenue, 4th Floor

New York, New York 10017

(212) 750-6474

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

Copy to:

Alex Lloyd

Clifford Chance

29th Floor

Jardine House

One Connaught Place

Hong Kong

(852) 2826 2424

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (March 3, 2009) at (8:30 a.m.)

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

CALCULATION REGISTRATION FEE

Proposed
maximum

Proposed
maximum

aggregate

aggregate

Amount
of

Title of each class

| of Securities to be registered | Amount to be registered | price per unit | offering price | registration fee |
|---|-------------------------|----------------|----------------|------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of Yingli Green Energy Holding Company Limited | N/A | \$ N/A | \$ N/A | \$ N/A |

This Post-Effective Amendment to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART 1

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 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

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depositary | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities Terms of Deposit: | Face of American Depositary Receipt, top center |
| (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 receipts to inspect the transfer books of the Depositary and the list of holders of receipts | 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 Depositary | Paragraph (14) |
| (3) | Fees and Charges | Paragraph (7) |

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Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that Yingli Green Energy Holding Company Limited 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 and copied at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C. | Paragraph (8) |

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**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Form of Deposit Agreement dated as of June 13, 2007 among Yingli Green Energy Company Holding Limited (the Company), JPMorgan Chase Bank, N.A., as depositary (the Depositary), and all holders from time to time of American Depositary Receipts issued thereunder (the Deposit Agreement), including the form of American Depositary Receipt. *
- (a)(2) Form of Amendment No. 1 to Deposit Agreement. Filed herewith as Exhibit (a)(2).
- (a)(3) Form of Supplemental Agreement dated February 3, 2009 among the Company, the Depositary and all holders from time to time of American Depositary Receipts issued under the Deposit Agreement. Filed herewith as Exhibit (a)(3).
- (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 Clifford Chance, counsel to the Depositary, as to the legality of the securities being registered.***
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

* previously filed

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 ADRs, any reports and communications received from the Company 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 Company.
- (b) If the amounts of fees charge 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.

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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 March 2, 2009.

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: Vice President

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, Yingli Green Energy Holding Company Limited, 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 People's Republic of China on March 2, 2009.

YINGLI GREEN ENERGY HOLDING
COMPANY LIMITED

By: /s/ Liansheng Miao
Name: Liansheng Miao
Title: Chairperson of the Board / Chief
Executive Officer

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature below does hereby constitute and appoint Liansheng Miao and Zongwei Li and each of them singly, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post effective amendments) to this Post-Effective Amendment to Registration Statement on Form F-6 and sign any registration statement for the same offering covered by this Post-Effective Amendment to Registration Statement on Form F-6 that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, and all post effective amendments thereto and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities and on the dates indicated:

| Signatures | Title | Date |
|--|--|---------------|
| /s/ Liansheng Miao Liansheng Miao | Chairperson of the Board / Chief Executive Officer (principal executive officer) | March 2, 2009 |
| /s/ Zongwei Li Zongwei Li | Chief Financial Officer (principal financial and accounting officer) | March 2, 2009 |
| /s/ George Jian Chuang George Jian Chuang | Director | March 2, 2009 |
| /s/ Xiangdong Wang Xiangdong Wang | Director | March 2, 2009 |
| /s/ Iain Ferguson Bruce Iain Ferguson Bruce | Director | March 2, 2009 |
| /s/ Chi Ping Martin Lau Chi Ping Martin Lau | Director | March 2, 2009 |
| /s/ Ming Huang Ming Huang | Director | March 2, 2009 |
| /s/ Junmin Liu Junmin Liu | Director | March 2, 2009 |

Junmin Liu

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INDEX TO EXHIBITS

Exhibit Number

- (a)(2) Form of Amendment No. 1 to Deposit Agreement
- (a)(3) Form of Supplemental Agreement among Yingli Green Energy Holding Company Limited, JPMorgan Chase Bank, N.A. and the holders from time to time of American Depositary Receipts issued under the Deposit Agreement.
- (e) Rule 466 certification