JinkoSolar Holding Co., Ltd. Form 424B5 February 08, 2018

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### PROSPECTUS SUPPLEMENT (To Prospectus dated August 22, 2017)

3,600,000 American Depositary Shares

# JinkoSolar Holding Co., Ltd.

**Representing 14,400,000 Ordinary Shares** 

We are offering 3,600,000 American Depositary Shares, or the ADSs. Each ADS represents four ordinary shares, par value US\$0.00002 per share. Tanka International Limited, an exempted company incorporated in the Cayman Islands held by Mr. Xiande Li, our chairman, and Mr. Kangping Chen, our chief executive officer, has agreed to purchase US\$35 million of our ordinary shares in a separate private placement concurrent with the completion of this offering at a price per share equal to the public offering price, or the Concurrent Private Placement. The sale of these shares will not be registered under the Securities Act of 1933, as amended.

Our ADSs are traded on the New York Stock Exchange, or the NYSE, under the symbol JKS. On February 7, 2018, the closing sale price of our ADSs on the NYSE was US\$18.16 per ADS.

Investing in our ADSs involves a high degree of risk. Before buying any ADSs, you should read the discussion of material risks of investing in our ADSs in Risk Factors beginning on page <u>S</u>-18.

Neither the United States Securities and Exchange Commission, or the SEC, nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per ADS	Total
Public offering price	US\$18.15	US\$65,340,000
Underwriting discounts and commissions	US\$ 0.82	US\$ 2,940,300
Proceeds, before expenses, to us	US\$17.33	US\$62,399,700

The underwriters may also purchase up to an additional 540,000 ADSs at the public offering price, less the underwriting discounts and commissions, if any, within 30 days of the date of this prospectus supplement. If the underwriters exercise this option in full, the total underwriting discounts and commissions will be US\$3,381,345, and our total proceeds, before expenses, will be US\$71,759,655 for this offering.

The underwriters are offering the ADSs as set forth under Underwriting. Delivery of the ADSs will be made on or about February 9, 2018.

**Credit Suisse** 

**Barclays** The date of this prospectus supplement is February 8, 2018.

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### PROSPECTUS

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You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.

# **ABOUT THIS PROSPECTUS SUPPLEMENT**

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the SEC using a shelf registration process. Under the shelf registration process, from time to time, we may sell any combination of the securities described in the accompanying prospectus in one or more offerings, subject in certain cases to the receipt of regulatory approval. This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering of our ADSs and supplements information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part consists of the accompanying prospectus, which gives more general information about us and the securities we may offer from time to time under our shelf registration statement, some of which may not be applicable to this offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and Credit Suisse Securities (USA) LLC and Barclays Capital Inc., have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and Credit Suisse Securities (USA) LLC and Barclays Capital Inc., are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

In this prospectus supplement, unless otherwise indicated or unless the context otherwise requires,

we, us, our company, our or JinkoSolar refer to JinkoSolar Holding Co., Ltd., a Cayman Islands holding compa current and former subsidiaries for the relevant periods;

2009 Long Term Incentive Plan refers to the 2009 Long Term Incentive Plan adopted on July 10, 2009, which was subsequently amended and restated;

2014 , 2015 and 2016 refers to our fiscal years ended December 31, 2014, 2015 and 2016, respectively;

2014 Equity Incentive Plan refers to the 2014 Equity Incentive Plan adopted on August 18, 2014;

ADSs refers to our American depositary shares, and ADRs refers to the American depositary receipts evidencing our ADSs;

CE refers to CE certification, a verification of electromagnetic compatibility (EMC) compliance issued by SGS Taiwan Ltd. certifying compliance with the principal protection requirement of directive 2004/108/EC of the European Union and EN61000-6-3:2001+A11:2004 and EN61000-6-1:2001 standards;

CQC refers to the certificate issued by China Quality Certification Centre certifying that our solar modules comply with IEC61215:2005 and IEC61730-2:2004 standards;

DG projects refers to distributed generation solar power projects, including ground-mounted distributed generation projects and rooftop distributed generation projects;

Euro, EUR or € refers to the legal currency of the European Union;

FIT refers to feed-in tariff(s), the government guaranteed and subsidized electricity sale price at which solar power projects can sell to the national power grids. FIT in China is set by the central government consisting of the applicable national government subsidies paid from the Renewable Energy Development Fund, as well as the desulphurized coal benchmark electricity price paid by State Grid;

ground-mounted projects refers to solar power projects built on the ground, consisting of ground-mounted DG projects and utility-scale projects;

ground-mounted DG projects refers to small-scale ground-mounted projects with capacity less than or equal to 20 MW and 35 kV or lower grid connection voltage grade (except in the northeastern regions, where connection voltage must be 66 kV or lower) and with a substantial portion of the electricity generated to be consumed within the substation area of the grid connection points;

JET refers to the certificate issued by Japan Electrical Safety & Environment Technology Laboratories certifying that our modules comply with IEC61215:2005, IEC61730-1:2004 and IEC61730-2:2004 standards;

Jiangxi Desun refers to Jiangxi Desun Energy Co., Ltd., an entity in which our founders and substantial shareholders, Xiande Li, Kangping Chen and Xianhua Li, each holds more than 10%, and collectively hold 73%, of the equity interest;

Jiangxi Jinko refers to Jinko Solar Co., Ltd., our wholly-owned operating subsidiary incorporated in the PRC; Jiangxi Jinko Engineering refers to Jinko Power Technology Co., Ltd., formerly known as Jiangxi JinkoSolar

Engineering Co., Ltd., previously one of our indirect subsidiaries, and its subsidiaries;

Jiangxi Materials refers to Jiangxi Photovoltaic Materials Co., Ltd., our wholly-owned operating subsidiary incorporated in the PRC by Jiangxi Jinko on December 1, 2010;

JPY refers to Japanese Yen;

kV refers to kilovolts;

long-term supply contracts refers to our polysilicon supply contracts with terms of one year or above; MCS refers to MCS certificate of factory production control issued by British Approvals Board for Selecommunications certifying that the production management system of our certain types of solar papels complie

Telecommunications certifying that the production management system of our certain types of solar panels complies with MCS005 Issue 2.3 and MCS010 Issue 1.5 standards;

OEM refers to an original equipment manufacturer who manufactures products or components that are purchased by another company and retailed under that purchasing company s brand name;

PRC or China refers to the People s Republic of China, excluding, for purposes of this prospectus supplement, Taiwan, Hong Kong and Macau;

PV refers to photovoltaic;

RMB or Renminbi refers to the legal currency of China;

shares or ordinary shares refers to our ordinary shares, par value US\$0.00002 per share; State Grid refers to State Grid Corporation of China and the local grid companies, which are the subsidiaries of the State Grid in China:

TÜV refers to TÜV certificates, issued by TÜV Rheinland Product Safety GmbH certifying that certain types of our solar modules comply with IEC 61215:2005, EN 61215:2005, IEC 61730-1:2004, IEC 61730-2:2004, EN 61730-1:2007 and EN 61730-2:2007 standards;

UL refers to the certificate issued by Underwriters Laboratories Inc., to certify that certain types of our solar modules comply with its selected applicable standards;

US\$, dollars or U.S. dollars refers to the legal currency of the United States;

utility-scale projects refers to ground-mounted projects that are not ground-mounted DG projects;

watt or W refers to the measurement of total electrical power, where kilowatt or kW means one thousand watts, megawatts or MW means one million watts and gigawatt or GW means one billion watts; and Zhejiang Jinko refers to Zhejiang Jinko Solar Co., Ltd., formerly Zhejiang Sun Valley Energy Application Technology Co., Ltd., a solar cell supplier incorporated in the PRC which has been our wholly-owned subsidiary since June 30, 2009.

We publish our consolidated financial statements in Renminbi. The conversion of Renminbi into U.S. dollars in this prospectus supplement is solely for the convenience of readers. The exchange rate refers to the exchange rate as set

forth in the H.10 statistical release of the Federal Reserve Board. Unless otherwise noted, all translations from Renminbi to U.S. dollars and from U.S. dollars to Renminbi in this prospectus supplement and the accompany prospectus were made at a rate of RMB6.6533 to US\$1.00, the noon buying rate in effect as of September 29, 2017 as

set forth in the H.10 statistical release of the Federal Reserve Board. The Renminbi is not freely convertible into foreign currency. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, the rates stated below, or at all.

## SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS

This prospectus supplement and the information incorporated herein by reference include forward-looking statements within the meaning of, and intended to qualify for the safe harbor from liability established by, the United States Private Securities Litigation Reform Act of 1995. These statements, which are not statements of historical fact, may contain estimates, assumptions, projections expectations or any combination of the above regarding future events, which may or may not occur. These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify these forward-looking statements by words such as anticipate, believe, could, estimate, expect, intend, potential. should. will. would, or similar expressions, including their negatives.

This prospectus supplement also contains data, including industry-demand and product-pricing data, related to the PV market in several countries, including China. These market data include projections that are based on a number of assumptions. If any one or more of the assumptions underlying the market data proves to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on these forward-looking statements.

Whether actual results will conform to our expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond our control, and reflect future business decisions that are subject to change. Some of the assumptions, future results and levels of performance expressed or implied in the forward-looking statements we make inevitably will not materialize, and unanticipated events may occur which will affect our results. The Risk Factors section of this prospectus supplement directs you to a description of the principal contingencies and uncertainties to which we believe we are subject.

We do not guarantee that the transactions and events described in this prospectus supplement and the accompanying prospectus will happen as described or that they will happen at all. You should read this prospectus supplement and the accompanying prospectus completely and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements and any related statements made in this prospectus supplement and the documents incorporated by reference are made as of the date of the respective documents. The forward-looking statements obtained from third-party studies or reports are made as of the date of the corresponding study or report. We undertake no obligation, beyond that required by law, to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, even though circumstances may change in the future.

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### SUMMARY

The following summary contains information about us and the offering. It may not contain all of the information that may be important to you in making an investment decision. For a more complete understanding of us and the offering, we urge you to read this entire prospectus supplement and the accompanying prospectus carefully, including the Risk Factors section and the documents incorporated by reference, including our financial statements and the related notes to those statements contained in such documents, before you decide to invest in our ADSs.

### **Our Business**

We are a global leader in the PV industry based in China. We have built a vertically integrated solar power product value chain, from recovering silicon materials to manufacturing solar modules. We sell most of our solar modules under our own JinkoSolar brand, with a small portion of solar modules on an OEM basis. We also sell silicon wafers and solar cells that we do not use in our solar module production.

We sell our products in major export markets and China. We have global sales offices in China, Hong Kong, Japan, India, Turkey, Germany, Switzerland, United States, Brazil, Chile, Australia, South Africa and United Arab Emirates, and 16 oversea subsidiaries in Japan, Singapore, India, Turkey, Germany, Italy, Switzerland, United States, Canada, Mexico, Brazil, Chile, Australia, South Africa and United Arab Emirates. As of September 30, 2017, we had an aggregate of more than 1,500 customers for our solar modules globally, including distributors, project developers and system integrators.

Our solar cells and modules utilize advanced solar technologies, such as the passivated emitter rear cell (PERC) technology and half cell technology, and have achieved industry-leading conversion efficiency. In 2014, 2015, 2016 and the nine months ended September 30, 2017, the average conversion efficiency rate of our solar cells using our monocrystalline silicon wafers was 19.6%, 19.6%, 21.0% and 21.3%, respectively, and the conversion efficiency rate of our solar cells using our multicrystalline silicon wafers was 18.2%, 18.3%, 18.7% and 18.8%, respectively, both consistently higher than industry average. In 2015, our multicrystalline solar modules reached peak power output of 334.5 watts for a 60-cell module. In 2016, our multicrystalline solar modules reached peak power output of 343.9 watts for a 60-cell module. In September 2017, we launched Eagle HC, a half cell module which increases power output beyond 320 watts and 380 watts for a 60-cell module and a 72-cell module, respectively. Half cell modules have power output comparable to that of PERC modules and are more affordable. In October 2017, our P-type crystalline PERC solar cells reached the conversion efficiency of 22.78%, and we achieve a P-type 60-cell monocrystalline module output of 356.5 watts and a P-type polycrystalline module output of 347.6 watts. In November 2017, our P-type monocrystalline PERC solar cells reached the conversion efficiency of 23.45%.

Our high-quality manufacturing capabilities have enabled us to produce solar cells and modules meeting the industry s highest performance standards. All of our solar modules sold in Europe are CE, IEC, TÜV and MCS certified, all of our solar modules sold in Japan are JET certified, all of our solar modules sold in North America are UL certified and our monocrystalline solar modules sold in China are CQC certified. In 2013, our solar modules passed TÜV Nord s Dust & Sand Certification Test, demonstrating their suitability for installation in desert regions, and we also unveiled our Eagle II solar modules, which represent a new standard for performance and reliability. In May 2017, we became one of the first Chinese PV manufacturers to pass the intensive UV test according to IEC61345 from TÜV Rheinland, which further demonstrates our technology strength and industry leading position. In July 2017, we became one of the first PV module providers to guarantee that all our standard PV modules meet IEC62804 double anti-PID standards,

which demonstrates the stable operation of PV installations operating in hot and humid environments over their

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25-year life span.

We leverage our vertically integrated platform and cost-efficient manufacturing capabilities in China to produce high quality products at competitive costs. Our solar cell and silicon wafer operations support our solar module production. As of December 31, 2017, we had an integrated annual capacity of 8.0 GW for silicon wafers, 5.0 GW for solar cells and 8.0 GW for solar modules. Our manufacturing facilities are primarily located in Jiangxi Province, Zhejiang Province and Xinjiang Uygur Autonomous Region of China and Penang of Malaysia providing convenient and timely access to key resources and suppliers.

The following table sets forth our annual production capacity by solar products and by geographies as of December 31, 2017:

	As of December 31, 2017			
	China (GW)	Malaysia	Portugal	Total
Solar modules	6.66	1.3	0.04	8.0
Solar cells	3.0	2.0		5.0
Silicon wafers	8.0			8.0

On January 29, 2018, we announced that we are finalizing planning for the construction of an advanced solar module manufacturing facility in the United States, which is expected to have an annual capacity up to 1.5 GW once it becomes fully operational. The new facility is expected to commence production in the third quarter of 2018 and reach full production capacity in the first half of 2019.

We no longer have any downstream solar power projects in China after we disposed of our downstream solar power projects business in China in the fourth quarter of 2016, but still have a few overseas solar power projects in Italy, Mexico, Argentina, Japan and United Arab Emirates with total net capacity of 587.4 MW as of December 31, 2017. With our focus shifting towards our core competencies in manufacturing, we will cease developing new overseas downstream solar projects in the future. The following table sets forth our portfolio of overseas solar power projects by geography as of December 31, 2017:

Country	Our economic interest	Gross c capacity (MW)	Net capacity (MW)	Status	Expected commercial operation date
Italy <sup>(1)</sup>	100 %	2.4	2.4	operational	N.A.
Mexico	100 %	251.4	251.4	under construction	third quarter 2018 first quarter 2019
Argentina	100 %	93.8	93.8	under construction	fourth quarter 2018
Japan <sup>(1)</sup>	100 %	4.4	4.4	under construction	first quarter 2018
United Arab Emirates	20 %	1,177.0	235.4	under construction	first quarter 2019
Total					