

SOLARFUN POWER HOLDINGS CO., LTD.

FORM F-3MEF

(Registration pursuant to Securities Act Rule 462(b) of up to an additional 20% of securities for an offering that was registered on a Form F-3)

Filed 11/10/10

Telephone	86-21-6393 8318
CIK	0001371541
Symbol	SOLF
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology

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

FORM F-3

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Solarfun Power Holdings Co., Ltd.

(Exact name of registrant as specified in its charter)

Not Applicable

(Translation of registrant's name into English)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

Not Applicable

(I.R.S. Employer
Identification Number)

**888 Linyang Road,
Qidong, Jiangsu Province 226200, People's Republic of China
(86 513) 8330-7688**

(Address and telephone number of registrant's principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 664-1666**

(Name, address and telephone number of agent for service)

Copies to:

**Alan Seem, Esq.
Shearman & Sterling LLP
12th Floor East Tower, Twin Towers
B-12 Jianguomenwai Dajie
Beijing 100022, People's Republic of China
(86-10) 5922-8000**

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. ☒
File No. 333-152005

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 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 filed 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	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price (2)	Amount of registration fee
Ordinary shares, par value US\$0.0001 per share (1)	(3)	(3)	US\$15,604,041	US\$1,112.57

- (1) American depositary shares, or ADSs, issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-139263). Each American depositary share represents five ordinary shares.
- (2) Estimated solely for purposes of calculating the registration fee. As of the date of this registration statement, the maximum aggregate offering price of securities which remain to be offered pursuant to the prior registration statement on Form F-3 (Registration No. 333-152005) is \$78,020,206. The maximum aggregate offering price of the additional securities being registered hereby pursuant to Rule 462(b) under the Securities Act is \$15,604,041, which represents 20% of the maximum aggregate offering price of securities remaining on the Prior Registration Statement.
- (3) Omitted pursuant to Rule 457(o) under the Securities Act.

This registration statement will become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933. The contents of the registration statement on Form F-3 (Registration No. 333-152005) initially filed by Solarfun Power Holdings Co., Ltd. with the Securities and Exchange Commission (the “Commission”) on June 27, 2008, as amended and supplemented, which was declared effective by the Commission on July 16, 2008, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Shanghai, People's Republic of China, on November 10, 2010.

Solarfun Power Holdings Co., Ltd.

By: /s/ Ping Peter Xie

Name: Ping Peter Xie

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated below and on November 10, 2010.

Signature	Title
<u>/s/ Ki-Joon Hong</u> Ki-Joon Hong	Chairman of the Board
<u>/s/ Dong Kwan Kim</u> Dong Kwan Kim	Director
<u>/s/ Wook-Jin Yoon</u> Wook-Jin Yoon	Director
<u>/s/ Thomas J. Toy</u> Thomas J. Toy	Independent Director
<u>/s/ Ernst A. Bütler</u> Ernst A. Bütler	Independent Director
<u>/s/ Yingzhang Gu</u> Yingzhang Gu	Independent Director
<u>/s/ David N. K. Wang</u> David N. K. Wang	Independent Director
<u>/s/ Ping Peter Xie</u> Ping Peter Xie	Chief Executive Officer (principal executive officer)
<u>/s/ Gareth Kung</u> Gareth Kung	Chief Financial Officer (principal financial officer)
<u>/s/ Ziv Chen Yu</u> Ziv Chen Yu	Financial Controller

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act, the undersigned, the duly authorized representative in the United States of Solarfun Power Holdings Co., Ltd., has signed this registration statement or amendment thereto in Newark, Delaware, on November 10, 2010.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

INDEX TO EXHIBITS

Exhibit Number	Description of Document
5.1	Opinion of Maples and Calder regarding the validity of securities being registered
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Maples and Calder (included in Exhibit 5.1)

Our ref RDS\620011\4164931v2
 Direct tel +852 2971 3046
 Email richard.spooner@maplesandcalder.com

Solarfun Power Holdings Co., Ltd.
 888 Linyang Road
 Qidong, Jiangsu Province, 226200
 People's Republic of China.

10 November 2010

Dear Sir

Solarfun Power Holdings Co., Ltd.

We act as Cayman Islands counsel for Solarfun Power Holdings Co., Ltd (the “**Company**”), a Cayman Islands 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 Securities Act of 1933, as amended (the “**Act**”) and the earlier effective registration statement on Form F-3 (Registration No. 333-152005), through which the Company may periodically offer American Depositary Shares, preferred shares in the capital of the Company, debt securities and/or warranties (together, the “**Securities**”).

1 DOCUMENTS REVIEWED

We have reviewed originals, copies, drafts or conformed copies of the following documents (the “**Documents**”):

- 1.1 the Certificate of Incorporation dated 12 May 2006 and Memorandum and Articles of Association of the Company adopted by special resolution on 18 December 2006 and effective on 26 December 2006 (together the “**Memorandum and Articles of Association**”);
- 1.2 the minutes of the meeting of the board of directors of the Company held on 3 November 2010 (the “**Minutes**”) and the two sets of written resolutions of the directors of the Company dated 27 June 2008 (the “**Written Resolutions**”, and together with the resolutions set forth in the Minutes, the “**Resolutions**”) and the corporate records of the Company maintained at its registered office in the Cayman Islands;
- 1.3 a Certificate of Good Standing issued by the Registrar of Companies (the “**Certificate of Good Standing**”) dated 14 September 2010;
- 1.4 a certificate from a director of the Company dated 10 November 2010, a copy of which is annexed hereto (the “**Director’s Certificate**”); and
- 1.5 the 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. 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 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 and the Certificate of Good Standing as to matters of fact without further verification and have relied upon the following assumptions, which we have not independently verified:

- (i) Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- (ii) The genuineness of all signatures and seals.
- (iii) There is no contractual or other prohibition (other than as may arise by virtue of the laws of the Cayman Islands) binding on the Company or on any other party prohibiting it from entering into and performing its obligations.

3 OPINIONS

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 the foregoing and subject to 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\$50,000 divided into 500,000,000 Ordinary Shares of a nominal or par value of US\$0.0001 each.
- 3.3 On the assumption that any shares which may be issuable pursuant to the Securities have been duly authorised prior to issuance, when such shares have been issued, delivered and paid for in the manner described in and pursuant to the terms of the Registration Statement, the shares will be validly issued, fully paid and non-assessable.
- 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 following qualification and limitation that under the Companies Law (2010 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 (2010 Revision) directs or authorises to be inserted therein. A third party interest in the 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).

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 the Registration Statement or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the use of this opinion in, and the filing hereof as an Exhibit to, the Registration Statement and to the reference to our name under the headings "Enforceability of Civil Liabilities" 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 U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder

Maples and Calder

PO Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

10 November 2010

To: Maples and Calder
PO Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Dear Sirs

Solarfun Power Holdings Co., Ltd. (the “Company”)

I, Thomas Toy, being a director of the Company, am aware that you are being asked to provide a legal opinion (the “**Opinion**”) in relation to certain aspects of Cayman Islands law. Capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

- 1 The Memorandum and Articles of Association of the Company as adopted with effect from 26 December 2006 by a special resolution passed on 18 December 2006 remain in full force and effect and are unamended.
 - 2 The Company has not entered into any mortgages or charges over its property or assets other than those entered in the register of mortgages and charges.
 - 3 The minutes of the Meeting held on 3 November 2010 are a true and correct record of the proceedings of the Meeting, which was duly convened and held, and at which a quorum was present throughout and at which each director disclosed his interest (if any), in the manner prescribed in the Articles of Association.
 - 4 The Written Resolutions were signed by all the directors in the manner prescribed in the Articles of Association of the Company.
 - 5 The authorised share capital of the Company is US\$50,000 divided into 500,000,000 shares of US\$0.0001 par value each. The issued share capital of the Company is 404,434,572 shares of US\$0.0001 each, which have been issued and are fully paid up.
 - 6 The shareholders of the Company have not restricted or limited the powers of the directors in any way. There is no contractual or other prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from entering into and performing its obligations in respect of any Securities which may be issued pursuant to the Registration Statement and/or the Prospectus (or supplement thereto).
 - 7 The Resolutions were duly adopted, are in full force and effect at the date hereof and have not been amended, varied or revoked in any respect.
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8 The directors of the Company at the date of the Meeting and at the date hereof were and are as follows:

Ki-Joon Hong
Dong Kwan Kim
Wook-Jin Yoon
Thomas Toy
Yinzhang Gu
Ernst Butler
David N. K. Wang

- 9 The minute book and corporate records of the Company as maintained at its registered office in the Cayman Islands and made available to you are complete and accurate in all material respects, and all minutes and resolutions filed therein represent a complete and accurate record of all meetings of the shareholders and directors (or any committee thereof) (duly convened in accordance with the Articles of Association) and all resolutions passed at the meetings, or passed by written consent as the case may be.
- 10 Each director considers the transactions contemplated by the Registration Statement and the Prospectus to be of commercial benefit to the Company and has acted bona fide in the best interests of the Company, and for a proper purpose of the Company, in relation to such transactions.
- 11 To the best of my knowledge and belief, having made due inquiry, the Company is not the subject of legal, arbitral, administrative or other proceedings in any jurisdiction. Nor have the directors or shareholders taken any steps to have the Company struck off or placed in liquidation, nor have any steps been taken to wind up the Company. Nor has any receiver been appointed over any of the Company's property or assets.
- 12 The Company is not a central bank, monetary authority or other sovereign entity of any state.

I confirm that you may continue to rely on this certificate as being true and correct on the day that you issue the Opinion unless I shall have previously notified you personally to the contrary.

Signature: /s/ Thomas Toy

Director

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in the amendment to the Registration Statement (Form F-3 No. 333-152005) of Solarfun Power Holdings Co., Ltd. for the registration of ordinary shares represented by American Depositary Shares, preferred shares, debt securities, warrants, convertible senior notes and the ordinary shares represented by American Depositary Shares, issuable upon conversion of the notes, and to the incorporation by reference therein of our reports dated May 25, 2010, with respect to the consolidated financial statements of Solarfun Power Holdings Co., Ltd. and the effectiveness of internal control over financial reporting of Solarfun Power Holdings Co., Ltd., included in its Annual Report (Form 20-F) for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming
Shanghai, People’s Republic of China
November 10, 2010