

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LTD
Form F-6 POS
January 30, 2018

333-209986

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM F-6

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

For American Depositary Shares Evidenced by American Depositary Receipts

Brilliance China Automotive Holdings Limited

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

Bermuda

(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, Floor 12, New York, New York 10004

Tel. No.: (800) 990-1135

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

JPMorgan Chase Bank, N.A.

ADR Department

4 New York Plaza, 12th Floor

New York, New York 10004

Tel. No.: (800) 990-1135

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

Copy to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates, LLP

570 Lexington Avenue, Suite 2405

New York, New York 10022

It is proposed that this filing become effective under Rule 466

immediately upon filing on January 31, 2018 at 8:00 a.m. (EST)

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

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ten ordinary shares of Brilliance China Automotive Holdings Limited	n/a	n/a	n/a	n/a

(1) Each unit represents one American Depositary Share.

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

PART I

INFORMATION REQUIRED IN PROSPECTUS

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	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	Articles (12) and (14)
(iii)	Collection and distribution of dividends	Article (13)
(iv)	Transmission of notices, reports and proxy soliciting material	Articles (11) and (12)
(v)	Sale or exercise of rights	Articles (13) and (14)
(vi)	Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles (13) and (16)
(vii)	Amendment, extension or termination of the Deposit Agreement	Articles (18) and (19)
(viii)	Rights of holders of receipts to inspect the transfer books of the Depositary and	Article (3)

the list of Holders of receipts

- | | | |
|------|--|---|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Articles (1), (2), (4), (6), (15), (16) and (17) |
| (x) | Limitation upon the liability of the Depositary | Introductory paragraph and Articles (1), (2), (4), (7), (16) and (17) |

- | | | |
|-----|------------------|--------------|
| (3) | Fees and Charges | Article (20) |
|-----|------------------|--------------|

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
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Statement that Article (11)

**as of the date
of the
establishment
of the
program for
issuance of
Receipts by
the
Depositary,
the Depositary
had a good
faith belief
(after limited
investigation),
that the issuer
of the
Deposited
Securities
publishes
information in
English
required to
maintain the
exemption
from
registration
under Rule
12g3-2(b)
under the
Securities
Exchange Act
of 1934 on its
Internet Web
site (with the
location of**

such Internet
Web site) or
through an
electronic
information
delivery
system
generally
available to
the public in
its primary
trading
market

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Prospectus

THIS PAGE AND THE FORM OF AMERICAN DEPOSITARY RECEIPT ATTACHED HERETO AS EXHIBIT (A) CONSTITUTE THE PROSPECTUS RELATING TO SUCH AMERICAN DEPOSITARY RECEIPTS, IN ACCORDANCE WITH GENERAL INSTRUCTION III.B OF FORM F-6 OF THE SECURITIES AND EXCHANGE COMMISSION

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) Copy of Agreement - The Agreement between JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of American Depositary Receipts evidencing American Depositary Shares registered hereunder is contained in the form of the American Depositary Receipt itself, constituting the Prospectus filed as a part of this Registration Statement. Filed herewith as exhibit (a).

(b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. - None.

(c) Any 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. - None.

(d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered. Previously filed.

(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 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 amount of fees charged is 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 a 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 agreement for the issuance of American Depositary Shares, certifies that it has reasonable grounds to believe that all of 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 January 30, 2018.

Legal entity created by the agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares for shares of the foreign private issuer whose name is set forth on the facing page of this Registration Statement on Form F-6

JPMORGAN CHASE BANK, N.A., as
Depositary

By: /s/ Gregory A. Levendis
Name: Gregory A. Levendis
Title: Executive Director

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INDEX TO EXHIBITS

Exhibit

Number

(a) Form of ADR

(e) Rule 466 Certification