

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 9
TO
FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

JinkoSolar Holding 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)

3674

(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

1 Jingke Road,
Shangrao Economic Development Zone
Jiangxi Province, 334100
People's Republic of China
(86-793) 846-9699

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

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

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

Copies to:

Scott D. Clemens
Baker & McKenzie LLP
Suite 3401, China World Tower 2
China World Trade Center
1 Jianguomenwai Avenue
Beijing 100004, People's Republic of China
(86-10) 6535-3971

Leiming Chen
Simpson Thacher & Bartlett LLP
ICBC Tower, 35th Floor
3 Garden Road
Central, Hong Kong
(852) 2514-7600

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

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, 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 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 post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earliest effective registration statement for the same offering.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Explanatory Note

The sole purpose of this amendment is to amend the exhibit index and to file Exhibits 5.1, 5.2, 8.1, 8.2, 8.3, 8.4, 23.1, 23.2, 23.3 and 23.4 to the registration statement. No other changes have been made to the registration statement. Accordingly, this amendment consists only of the cover page, this explanatory note and Part II of the registration statement.

PART II

Information Not Required in Prospectus

Item 6. Indemnification of Directors and Officers

Cayman Islands law. Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent that any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime.

Memorandum and Articles of Association. Our articles of association provide for indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such, except through dishonesty, fraud or their own willful neglect or default.

Indemnification Agreements. Pursuant to indemnification agreements, the form of which is filed as Exhibit 10.29 and Exhibit 10.30 to this Registration Statement, we have agreed to indemnify our directors and officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

SEC Position. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Pursuant to the underwriting agreement for this offering, the form of which is filed as Exhibit 1.1 to this Registration Statement, the underwriters will agree to indemnify our directors and officers and persons controlling us, within the meaning of the Securities Act, against certain liabilities that might arise out of or are based upon certain information furnished to us by any such underwriter.

Item 7. Recent Sales of Unregistered Securities

As of the date hereof, we have issued the following securities. No underwriters were employed in any of these transactions. We believe that all of these sales were exempt from the Securities Act as transactions by an issuer not involving a public offering or pursuant to Regulation S promulgated under the Securities Act as sales by an issuer in offshore transactions.

<u>Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Title of Securities</u>	<u>Consideration</u>
Xiande Li	December 16, 2008(1)	25,000,000(1)	ordinary shares	500,000 ordinary shares in Paker, par value HK\$0.001 per share
Kangping Chen	December 16, 2008(1)	15,000,000(1)	ordinary shares	300,000 ordinary shares in Paker, par value HK\$0.001 per share
Xianhua Li	December 16, 2008(1)	10,000,000(1)	ordinary shares	200,000 ordinary shares in Paker, par value HK\$0.001 per share
Wealth Plan Investments Limited	December 16, 2008(1)	14,629	ordinary shares	14,629 ordinary shares in Paker, par value HK\$0.001 per share
Flagship	December 16, 2008(1)	67,263	Series A redeemable convertible preferred shares	67,263 Series A redeemable convertible preferred shares issued by Paker at price of US\$223.005 per share
Everbest	December 16, 2008(1)	40,240	Series A redeemable convertible preferred shares	40,240 Series A redeemable convertible preferred shares issued by Paker at price of US\$223.658 per share

<u>Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Title of Securities</u>	<u>Consideration</u>
SCGC	December 16, 2008	55,811	Series B redeemable convertible preferred shares	55,811 Series B redeemable convertible preferred shares issued by Paker at price of US\$236.513 per share
CIVC	December 16, 2008	21,140	Series B redeemable convertible preferred shares	21,140 Series B redeemable convertible preferred shares issued by Paker at price of US\$236.513 per share
Pitango	December 16, 2008	29,597	Series B redeemable convertible preferred shares	29,597 Series B redeemable convertible preferred shares issued by Paker at price of US\$236.513 per share
TDR	December 16, 2008	12,684	Series B redeemable convertible preferred shares	12,684 Series B redeemable convertible preferred shares issued by Paker at price of US\$236.513 per share
New Goldensea	December 16, 2008	29,597	Series B redeemable convertible preferred shares	29,597 Series B redeemable convertible preferred shares issued by Paker at price of US\$236.513 per share

- (1) On December 4, 2007, Offshore Incorporation (Cayman) Limited transferred all the equity interest of Greencastle to Wholly Globe, which is owned by Brilliant, Yale Pride and Peaky. Brilliant is owned by Xiande Li, Yale Pride is owned by Kangping Chen and Peaky is owned by Xianhua Li. On October 17, 2008, Wholly Globe distributed 25,000, 15,000 and 10,000 ordinary shares of Greencastle to Brilliant, Yale Pride and Peaky, respectively. On October 21, 2008, Greencastle changed its name to JinkoSolar Holding Co., Ltd. On December 16, 2008, we repurchased 24,999, 14,999, and 9,999 ordinary shares from Brilliant, Yale Pride and Peaky, respectively and reduced our share capital from US\$50,000 before the repurchase to US\$10,000. Subsequently, we subdivided our share capital into 10,000,000 shares, consisting of 9,743,668 ordinary shares, 107,503 series A redeemable convertible preferred shares and 148,829 series B redeemable convertible preferred shares, each at par value of US\$0.001 per share. As a result of the share subdivision, each share held by Brilliant, Yale Pride and Peaky was subdivided into 1,000 ordinary shares at par value of US\$0.001 per share. On December 16, 2008, we issued 499,000, 299,000 and 199,000 ordinary shares to Xiande Li, Kangping Chen and Xianhua Li in exchange for 500,000 ordinary shares, 300,000 ordinary shares and 200,000 ordinary shares in Paker respectively.

The references to numbers of shares, price per share, earnings per share and par value per share in this Item 7 have not been adjusted to give effect to the 2009 Share Split implemented on September 15, 2009 with the result of each share becoming 50 shares of the same class.

Item 8. Exhibits and Financial Statement Schedules

(a) Exhibits

See Exhibit Index beginning on page II-6 of this registration statement.

(b) Financial Statement Schedules

Schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the Consolidated Financial Statements or the Notes thereto.

Item 9. Undertakings

The undersigned Registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) For the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(4) For the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of the Registrant has signed this registration statement or amendment thereto in Newark, Delaware, on May 13, 2010.

PUGLISI & ASSOCIATES

By: _____ /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1**	Form of Underwriting Agreement
3.1**	Second Amended and Restated Memorandum and Articles of Association, as currently in effect
3.2**	Form of the Memorandum and Articles of Association conditionally approved by the company to become effective on closing of the offering
4.1**	Registrant's Specimen American Depositary Receipt (included in Exhibit 4.3)
4.2**	Registrant's Specimen Certificate for Shares
4.3**	Form of Deposit Agreement among the Registrant, the depository and holder of the American Depositary Receipts
4.4**	Shareholders Agreement among Paker Technology Limited, Xiande Li, Kangping Chen, Xianhua Li, Wealth Plan Investments Limited, Jiangxi Kinko Energy Co., Ltd., Flagship Desun Shares Co., Limited and Everbest International Capital Limited dated May 30, 2008
4.5**	Series A Preferred Share Purchase Agreement among Paker Technology Limited, Xiande Li, Kangping Chen, Xianhua Li, Jiangxi Kinko Energy Co., Ltd. and Flagship Desun Shares Co., Limited dated May 8, 2008, amended on May 19, 2008 and September 18, 2008
4.6**	Series A Preferred Share Purchase Agreement among Paker Technology Limited, Xiande Li, Kangping Chen, Xianhua Li, Jiangxi Kinko Energy Co., Ltd. and Everbest International Capital Limited dated May 19, 2008, amended on September 17, 2008
4.7**	Letter of Appointment from Wealth Plan Investments Limited to Paker Technology Limited dated May 19, 2008
4.8**	Letter from Wealth Plan Investments Limited and Flagship Desun Shares Co., Limited to Paker Technology Limited dated May 19, 2008
4.9**	Series B Preferred Share Purchase Agreement among Paker Technology Limited, Xiande Li, Kangping Chen, Xianhua Li, Wealth Plan Investments Limited, Jiangxi Kinko Energy Co., Ltd., Flagship Desun Shares Co., Limited, Everbest International Capital Limited, SCGC Capital Holding Company Limited, CIVC Investment Ltd., Pitango Venture Capital Fund V, L.P. and Pitango Venture Capital Principals Fund V, L.P., TDR Investment Holdings Corporation, and New Goldensea (Hong Kong) Group Company Limited, and the Supplemental Agreement, both dated September 18, 2008
4.10**	Amended and Restated Shareholders Agreement among Paker Technology Limited, Xiande Li, Kangping Chen, Xianhua Li, Wealth Plan Investments Limited, Jiangxi Kinko Energy Co., Ltd., Flagship Desun Shares Co., Limited, Everbest International Capital Limited, SCGC Capital Holding Company Limited, CIVC Investment Ltd., Pitango Venture Capital Fund V, L.P. and Pitango Venture Capital Principals Fund V, L.P., TDR Investment Holdings Corporation, and New Goldensea (Hong Kong) Group Company Limited, dated September 18, 2008
4.11**	Shareholders Agreement among JinkoSolar Holding Co., Ltd., Xiande Li, Kangping Chen, Xianhua Li, Wealth Plan Investments Limited, Flagship Desun Shares Co., Limited, Everbest International Capital Limited, SCGC Capital Holding Company Limited, CIVC Investment Ltd., Pitango Venture Capital Fund V, L.P. and Pitango Venture Capital Principals Fund V, L.P., TDR Investment Holdings Corporation, and New Goldensea (Hong Kong) Group Company Limited, dated December 16, 2008, as amended
4.12**	Share Subscription Agreement among JinkoSolar Holding Co., Ltd., Paker Technology Limited, Jiangxi Jinko Solar Co., Ltd., Xiande Li, Kangping Chen, Xianhua Li, Wealth Plan Investments Limited, Flagship Desun Shares Co., Limited, Everbest International Capital Limited, SCGC Capital Holding Company Limited, CIVC Investment Ltd., Pitango Venture Capital Fund V, L.P. and Pitango Venture Capital Principals Fund V, L.P., TDR Investment Holdings Corporation, and New Goldensea (Hong Kong) Group Company Limited and the Supplemental Agreement, both dated December 11, 2008, as amended

<u>Exhibit No.</u>	<u>Description</u>
4.13**	Agreement among JinkoSolar Holding Co., Ltd., Paker Technology Limited, Xiande Li, Kangping Chen, Xianhua Li, Jiangxi Jinko Solar Co., Ltd., SCGC Capital Holding Company Limited, CIVC Investment Ltd., Pitango Venture Capital Fund V, L.P. and Pitango Venture Capital Principals Fund V, L.P., TDR Investment Holdings Corporation, and New Goldensea (Hong Kong) Group Company Limited, dated December 16, 2008
4.14**	English translation of Share Pledge Agreement among Xiande Li, Kangping Chen, Xianhua, Li and Paker Technology Limited, dated February 27, 2007
4.15**	Agreement between Xiande Li, Kangping Chen, Xianhua Li and Flagship Desun Shares Co., Limited dated July 22, 2009, as amended
4.16**	Amended and Restated Commitment Letter from Xiande Li, Kangping Chen and Xianhua Li to Series B Shareholders Regarding Adjustment of Share Percentage Based on the Year 2009 Net Earnings, dated June 22, 2009
4.17**	Commitment Letter from Xiande Li, Kangping Chen and Xianhua Li to Series B Investors Regarding Exhibit C-Disclosure Schedule of the Share Subscription Agreement, dated December 11, 2008
4.18**	Management Rights Letter issued by JinkoSolar Holding Co., Ltd. to Pitango Venture Capital Fund V, L.P. and Pitango Venture Capital Principals Fund V, L.P., dated December 16, 2008
4.19**	English translation of Share Subscription and Capital Increase Agreement between Jiangxi Desun Energy Co., Ltd. and Paker Technology Limited dated February 28, 2007
4.20**	Amendment Agreement among Xiande Li, Kangping Chen, Xianhua Li, SCGC Capital Holding Company Limited, CIVC Investment Ltd., Pitango Venture Capital Fund V, L.P. and Pitango Venture Capital Principals Fund V, L.P., TDR Investment Holdings Corporation, and New Goldensea (Hong Kong) Group Company Limited, dated June 22, 2009, as amended
4.21**	English translation of Share Transfer Agreement between Paker Technology Limited and New Energy International Ltd., dated June 20, 2009
4.22**	English translation of Share Transfer Agreement between Paker Technology Limited and Green Power Technology Co., Ltd., dated June 20, 2009
4.23**	English translation of Share Transfer Agreement between Jinko Solar Co., Ltd. and Haining Chaoda Warp Knitting Co., Ltd., dated June 27, 2009
5.1	Opinion of Conyers Dill & Pearman, Cayman Islands counsel to the Registrant, regarding the validity of the ordinary shares being issued
5.2	Opinion of Chen & Co. Law Firm regarding structure
8.1	Opinion of Baker & McKenzie LLP regarding certain U.S. tax matters
8.2	Opinion of Conyers Dill & Pearman regarding certain Cayman Islands tax matters (included in Exhibit 5.1)
8.3	Opinion of Baker & McKenzie LLP regarding certain Hong Kong tax matters
8.4	Opinion of Chen & Co. Law Firm regarding PRC tax matters
10.1**	2009 Long Term Incentive Plan, amended and restated as of January 25, 2010
10.2**	English translation of Plant Lease Agreement between Jinko Solar Co., Ltd. and Jiangxi Desun Energy Co., Ltd. dated January 1, 2008
10.4†**	Amended and Restated Supply Agreement between Jiangxi Jinko Solar Co., Ltd. and Hoku Materials, Inc. dated February 26, 2009, amended on November 25, 2009
10.5†**	English translation of Purchase Contract between Jinko Solar Co., Ltd. and Wuxi Zhongcai Technological Co., Ltd. dated July 8, 2008, amended on January 7, 2009 and the Guarantee Contract dated July 10, 2008

<u>Exhibit No.</u>	<u>Description</u>
10.6†**	English translation of Purchase Contract between Jinko Solar Co., Ltd. and Jiangsu Green Power PV Co., Ltd. dated September 18, 2008, amended on January 15, 2009 and August 27, 2009
10.8†**	English translation of Purchase Contract between Jinko Solar Co., Ltd. and Jiangyin Jetion Science and Technology Co., Ltd. dated September 15, 2008
10.9†**	English translation of Purchase Contract between Jinko Solar Co., Ltd. and Shanghai Alex New Energy Co., Ltd. dated July 12, 2008, amended on December 22 and December 28, 2008
10.10†**	Supply Agreement between Jiangxi Jinko Energy Co., Ltd. and Solland Solar Cells B.V. dated November 27, 2008
10.11†**	Sales Contract between Jiangxi Jinko Solar Co., Ltd. and Win-Korea Trading PTY., Ltd. dated December 13, 2008, amended on January 15 and April 29, 2009
10.15**	English translation of Loan Contract between Jinko Solar Co., Ltd. and Bank of China, dated February 2009
10.18**	English translation of Maximum Amount Pledge Contract between Jinko Solar Co., Ltd. and Agricultural Bank of China, dated January 13, 2009
10.20**	English translation of Mortgage Contract between Jinko Solar Co., Ltd. and Bank of China, dated February 2009
10.21†**	English translation of Form of Maximum Amount Guarantee Contract between the directors and Bank of China
10.24**	English translation of Purchase Contract between Jinko Solar Co., Ltd. and Shangrao Hexing Enterprise Co., Ltd. dated September 18, 2008, amended on October 27, 2008
10.27**	Form of Executive Service Agreement of Chief Financial Officer
10.28**	English translation of Form of Employment Agreement
10.29**	Form of Indemnification Agreement between the directors and the Registrant
10.30**	Form of Indemnification Agreement between the directors and Paker Technology Limited
10.35**	English translation of Loan Agreement between Jinko Solar Co., Ltd. and Jiangxi Heji Investment Co., Ltd. dated June 13, 2009
10.36**	English translation of Guarantee Agreement between Jinko Solar Co., Ltd. and Jiangxi International Trust Co., Ltd., dated May 31, 2009
10.37**	English translation of Loan Contract between Jinko Solar Co., Ltd. and Agricultural Bank of China dated June 25, 2009
10.38**	(a) English translation of Entrusted Loan Contract between Jinko Solar Co., Ltd. and Agricultural Bank of China, dated September 27, 2009 (b) English translation of Entrusted Loan Contract between Jinko Solar Co., Ltd. and Agricultural Bank of China, dated October 21, 2009
10.39†**	English translation of Maximum Amount Guarantee Agreement between the directors and Agricultural Bank of China
10.40**	English translation of Loan Contract between Jinko Solar Co., Ltd. and Bank of China dated July 20, 2009
10.41**	English translation of Loan Contract between Jinko Solar Co., Ltd. and Bank of China dated October 21, 2009
10.42**	(a) English translation of Mortgage Contract between Jinko Solar Co., Ltd. and Bank of China, dated July 20, 2009 (b) English translation of Mortgage Contract between Jinko Solar Co., Ltd. and Bank of China, dated October 22, 2009

<u>Exhibit No.</u>	<u>Description</u>
10.43†**	Strategy Cooperation Agreement between Jinko Solar Co., Ltd. and Upsolar Co., Limited, dated September 18, 2009, amended on January 23, 2010
10.45†**	Sales Representative Contract between Jinko Solar Co., Ltd. and Yonatan Sussman; Tzach Itzhak Dotan, dated October 19, 2009
10.46†**	English translation of Maximum Amount Guarantee Contract between Xiande Li and Bank of China dated October 13, 2009
10.47**	Sales Agreement between Zhejiang Jinko Solar Co., Ltd. and SOLART Systems/Solsmart BV, dated December 10, 2009
10.48†**	Co-Certification and Cooperation Contract between Jinko Solar Co., Ltd. and Visel Placas SL, dated December 24, 2009
10.49**	English translation of Fixed Assets Loan Contract between Jinko Solar Co., Ltd. and Bank of China, dated December 24, 2009
10.50**	English translation of Mortgage Contract between Jinko Solar Co., Ltd. and Bank of China, dated December 24, 2009
10.51†**	English translation of Sales Contract between Jinko Solar Co., Ltd. and Changzhou CuiBo Solar Technology Co., Ltd., dated January 18, 2010
10.52†**	Sales Contract between Jinko Solar Co., Ltd. and DIE Solar, dated January 5, 2010
10.53†**	Long Term Co-Operation Agreement and OEM Purchasing Contract for Solar Modules between Jinko Solar Co., Ltd. and ILB Helios AG and ILB Helios Spain S.A., dated January 15, 2010
10.54†**	Sales Contract between Zhejiang Jinko Solar Co., Ltd. and Erquan Technologies und Handels GmbH, dated September 25, 2009, amended on January 25, 2010
10.55†**	Contract between Jinko Solar Co., Ltd. and Miyamoto Trading Limited, dated February 26, 2010
10.56†**	Sales Contract between Shangrao Jinko Solar Import and Export Co., Ltd. and TRE Tozzi Renewable Energy dated March 5, 2010
10.57†**	OEM Processing Agreement among One Sun (Holdings) Co., Ltd., Senergy Corporation (Shanghai) Co., Ltd. and Jinko Solar Co., Ltd., dated February 8, 2010
10.58†**	Sales Contract between Shangrao Jinko Import and Export Co., Ltd. and E environment-energy GmbH dated March 22, 2010
10.59†**	Sales Contract between Mage Solar GmbH and Jinko Solar Import and Export Co., Ltd., dated April 22, 2010
10.60**	Form of Executive Employment Agreement of Chief Strategy Officer
10.61†**	Purchase Agreement between Arcman Solar Power Corp. and Shangrao Jinko Solar Import and Export Co., Ltd., dated April 10, 2010
21.1**	Subsidiaries of the Registrant
23.1	Consent of PricewaterhouseCoopers Zhong Tian CPAs Limited Company, independent registered public accounting firm
23.2	Consent of Baker & McKenzie (included in Exhibits 8.1 and 8.3)
23.3	Consent of Conyers Dill & Pearman (included in Exhibits 5.1 and 8.2)
23.4	Consent of Chen & Co (included in Exhibits 5.2 and 8.4)
24.1**	Powers of Attorney (included on the signature page of this registration statement)
99.1**	Code of Business Conduct and Ethics

† Confidential treatment has been requested for portions of this exhibit.

** Filed previously.

Exhibit 5.1

13 May, 2010

JinkoSolar Holding Co., Ltd.
China Shanghai Pudong Century Road
1777 East Hope Building Level 10
Shanghai, China

DIRECT LINE: (852) 2842 9511
E-MAIL: david.lamb@conyersdillandpearman.com
OUR REF: DML/lg/318028 (M#872827)
YOUR REF:

Dear Sirs,

JinkoSolar Holding Co., Ltd. (the “Company”)

We have acted as special legal counsel in the Cayman Islands to the Company in connection with the public offering on the New York Stock Exchange of American Depositary Shares representing ordinary shares of the Company (the “**Shares**”) as described in the prospectus contained in the Company’s registration statement on Form F-1, as amended (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) filed by the Company under the U.S. Securities Act of 1933, as amended, (the “**Securities Act**”) with the United States Securities and Exchange Commission (the “**Commission**”).

For the purposes of giving this opinion, we have examined and relied upon copies of the following documents:

- (i) the Registration Statement; and
- (ii) a draft of the prospectus (the “**Prospectus**”) contained in the Registration Statement.

We have also reviewed and relied on a director’s certificate (the “**Director’s Certificate**”) of the Company dated 13 May, 2010 certifying amongst other things: (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken; and (b) the accuracy and completeness of all factual representations made in the Registration Statement and the Prospectus and other documents reviewed by us, the second amended and restated memorandum of association and articles of association of the Company (the “**Amended and Restated M&As**”), the new memorandum of association and articles of association of the Company conditionally adopted by the Company to become effective on the listing of the Shares on the New York Stock Exchange (the “**New M&As**”), copies of the minutes of a meeting of the members of the Company held on 15 September, 2009, resolutions in writing of the members dated 8 January, 2010 and minutes of the board of directors of the Company dated 15 September, 2009 and 8 January, 2010 (together the “**Resolutions**”), a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 11 May, 2010 (the “**Certificate Date**”) and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

JinkoSolar Holding Co., Ltd.
13 May, 2010

We have made no investigation of and express no opinion in relation to or the effect of the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement in connection with the offering of the Shares by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing,:

1. We are of the opinion that, as at the Certificate Date, the Company is duly incorporated and validly existing under the laws of the Cayman Islands in good standing (as such term is not defined under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, meaning solely that it has not failed to make any filing with any Cayman Islands government authority or to pay any Cayman Islands government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of the Cayman Islands).
2. We are of the opinion that, when issued and paid for at a price above the nominal value of the Shares as contemplated by the Registration Statement and Prospectus, the Shares will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue thereof).
3. The description of Cayman Islands taxation under the heading of "Cayman Islands Taxation", as set forth in the Registration Statement under the section of "Taxation", constitutes our opinion.

We hereby consent to the use of this opinion in the filing of the Registration Statement and to the references to our firm under the captions "Enforcement of Civil Liabilities", "Taxation" and "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully

/s/ Conyers Dill & Pearman

Conyers Dill & Pearman

Exhibit 5.2

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

May 13, 2010

Dear Sirs:

We are qualified lawyers of the People's Republic of China (the "**PRC**") and, as such, qualified to issue this opinion on the laws and regulations of the PRC.

We have acted as PRC counsel to JinkoSolar Holding Co., Ltd, a company incorporated under the laws of the Cayman Island (the "**Company**"), in connection with (i) the Company's Registration Statement on Form-1, including all amendments or supplements thereto (the "**Registration Statement**"), filed with Securities and Exchange Commission (the "**SEC**"), relating to the proposed initial public offering (the "**Offering**") of the Company's American Depositary Shares (the "**ADSs**"), and (ii) the Company's proposed listing of its ADSs on the New York Stock Exchange (the "**Listing**"). We have been requested to give our opinion as to the matters set forth below. Capitalized terms used but not otherwise defined herein shall have the same meanings assigned to them in the Registration Statement.

In so acting, we have examined the documents provided to us by or on behalf of the Company and such other documents, corporate records, certificates, approvals and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion ("the **Documents**"). With respect to the following aspects of Documents, we rely on the officer's certificate issued by the Company dated May 13, 2010 certifying the following (also including the reservation thereof):

- (a) the genuineness of all the signatures, seals and chops of the Company, Paker, Jiangxi Desun, Jiangxi Jinko, and Xiande Li, Kangping Chen and Xianhua Li (the "**Founders**"), the authenticity of all Documents submitted to us as originals, and the conformity with the originals of all Documents submitted to us as copies and the authenticity of such originals;
- (b) to the best of the Company's knowledge, all the signatures, seals and chops of other parties other than the Company, Paker, Jiangxi Desun, Jiangxi Jinko and the Founders are genuine;
- (c) the Documents as presented to us remain in full force and effect up to the date of this legal opinion and have not been revoked, amended, varied or supplemented;

-
- (d) the truthfulness, accuracy and completeness of all factual statements in the Documents; and
 - (e) all documents with regard to the transactions contemplated by 2007 Restructuring, 2008 Restructuring and the issues covered therein were provided to us in response to our requests.

In examining the Documents and for the purpose of giving this opinion, we have assumed the following:

- (a) that all parties to the Documents, other than the Founders, Jiangxi Desun and Jiangxi Jinko, have the requisite power and authority to enter into the relevant documents and to perform their obligations thereunder, and have duly authorized, executed and delivered the relevant documents; and
- (b) as to questions of fact material to the opinions expressed hereof, we have, when facts were not independently established by us, relied upon relevant statements, approvals, certificates, licenses, or confirmations provided to us by the Company.

Meanwhile, our opinion is subject to the following qualifications:

- (a) there are uncertainties as to how Circular 10 and other relevant PRC laws and regulations will be interpreted and implemented in the future by the competent PRC governmental authorities. If any rules, regulations, requirements, or interpretations which are contrary to our opinion are made in the future by PRC competent governmental authorities, the Company and any other relevant party shall comply with such rules, regulations, requirements, or interpretations.
- (b) this opinion is based on the PRC laws and regulations promulgated as of the date of this opinion and does not cover future laws or regulations or future official interpretations or implementations of the current laws and regulations.

On August 8, 2006, six PRC governmental and regulatory agencies, including the PRC Ministry of Commerce (the “**MOFCOM**”) and the China Securities Regulatory Commission (the “**CSRC**”), promulgated a rule entitled “Provisions Regarding Mergers and Acquisition of Domestic Enterprises by Foreign Investors”, or Circular 10, which became effective on September 8, 2006. Circular 10 requires PRC domestic enterprises or domestic natural persons to obtain the prior approval of MOFCOM when an offshore company established or controlled by them proposes to merge with or acquire a PRC domestic company with which such enterprises or persons have a connected relationship. Circular 10 also requires that an offshore special purpose vehicle, or SPV, which is controlled by a PRC resident for the purpose of listing its rights and interests in a PRC domestic enterprise on an overseas securities exchange through the listing of the SPV’s shares, obtain approval from the CSRC prior to publicly listing its securities on such overseas securities exchange. On September 21, 2006, the CSRC published procedures specifying documents and materials that must be submitted by SPV seeking CSRC approval of their overseas listings.

Based on and subject to the foregoing, we are of the following opinion:

Regarding the 2007 Acquisition and the 2007 Pledge

Article 11 of Circular 10 requires PRC domestic enterprises or domestic natural persons to obtain the prior approval of MOFCOM when an offshore company established or controlled by them proposes to merge with or acquire a PRC domestic company with which such enterprises or persons have a connected relationship. As the Founders are PRC natural persons and controlled both Paker and Jiangxi Desun at the time of acquisition of the equity interest in Jiangxi Desun by Paker as part of the 2007 Restructuring (the “**2007 Acquisition**”), the 2007 Acquisition was required to be approved in advance by the MOFCOM. However, the 2007 Acquisition was only approved by Jiangxi MOFCOM. As a result, the 2007 Acquisition may be deemed to have been approved by an incompetent approving authority. Further, the pledge of equity interest in Jiangxi Desun by the Founders to Paker as part of the 2007 Restructuring (the “**2007 Pledge**”) was also only approved by Jiangxi MOFCOM, which may not be competent to grant the approval either. To date, we are not aware of any precedent under PRC law in which a company is subject to sanctions for a breach of Article 11 of Circular 10. However, permissions or approvals granted by an administrative body that exceed its statutory authority may be revoked in accordance with the Administrative Permission Law of the PRC. Therefore, it is possible that the approvals for the 2007 Acquisition and the 2007 Pledge granted by the Jiangxi MOFCOM may be revoked in the future.

We are of the opinion that the possibility for the approvals for the 2007 Acquisition and the 2007 Pledge to be revoked is remote for the following reasons:

- (i) The 2007 Pledge was terminated on July 28, 2008 and Paker has transferred its entire equity interest in Jiangxi Desun to Long Faith Creation Limited, an unrelated Hong Kong company, on July 31, 2008;
- (ii) All relevant approval and registration procedures for such transfer and termination have been duly completed; and

-
- (iii) On November 11, 2008, Jiangxi MOFCOM confirmed in writing to the Company that there has been no modification to the approvals for the 2007 Acquisition, the 2007 Pledge and Paker's transfer of its equity interest in Jiangxi Desun to Long Faith, and that the Company may continue to rely on those approvals for further transactions.

As the Company has disposed of its equity interest in Jiangxi Desun, the corporate structure of the Company currently complies in all respects with Circular 10.

Regarding the 2008 Restructuring Transactions

Circular 10 regulates mergers with and acquisitions of a domestic enterprise by foreign investors, which is defined to include the following types of transactions in which: 1) foreign investors purchase an equity interest from shareholders of a domestic enterprise with no foreign investment (a " **Domestic Company**"); 2) foreign investors subscribe to the increase in the registered capital of a Domestic Company with the result that such Domestic Company changes into a foreign investment enterprise; 3) foreign investors establish a foreign investment enterprise and then, through such enterprise, purchase the assets of a domestic enterprise by agreement and operate such assets, or 4) foreign investors purchase the assets of a domestic enterprise by agreement and use such assets as investment to establish a foreign investment enterprise to operate such assets.

In the 2008 Restructuring Transactions, the Company did not purchase any equity interest in or subscribe for any increase in the registered capital of Jiangxi Desun, nor did the Company or Jiangxi Jinko purchase any assets of Jiangxi Desun for setting up a foreign investment enterprise. As such, the 2008 Restructuring Transactions, whether viewed individually or on the whole, were not a merger with or acquisition of Jiangxi Desun's shares or assets as regulated by Circular 10.

In light of the above, we are of the opinion that Circular 10 does not apply to the 2008 Restructuring Transactions.

Regarding the CSRC's Approval for the Offering and Listing

Circular 10 also requires that an offshore special purpose vehicle, or SPV, which is controlled by a PRC resident for the purpose of listing its rights and interests in a PRC domestic enterprise on an overseas securities exchange through the listing of the SPV's shares, obtain approval from the CSRC prior to publicly listing its securities on such overseas securities exchange. On September 21, 2006, the CSRC published procedures specifying documents and materials that must be submitted by SPVs seeking CSRC approval of their overseas listings.

We are of the opinion that CSRC approval as referred to in Circular 10 is not required for the Offering or the Listing for the following reasons:

- (i) The CSRC approval requirement under Circular 10 only applies to overseas listing of SPVs that have used their existing or newly issued equity interest to acquire existing or newly issued equity interest in PRC Domestic Companies, or the SPV-Domestic Company share swap, and there has not been any SPV-Domestic Company share swap in the Company's corporate history; and
- (ii) Paker's interest in Jiangxi Jinko was obtained by means of green field investment, or the incorporation of Jiangxi Jinko, rather than through the acquisition of shares or assets of an existing PRC domestic enterprise.

This opinion is issued to the Company for the purpose of filing the Registration Statement with the SEC. 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 firm's name under the section entitled "Risk Factors", "Our Corporate History and Structure", "Regulation", "Enforceability of Civil Liabilities" and "Legal Matters" included in the Registration Statement as well as in the "Notes to the Consolidated Financial Statements for the years ended December 31, 2007, 2008 and 2009", page F-43, section (d), paragraph one. In giving such consent, we do not thereby admit that we fall within the category of the person whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the regulations promulgated thereunder.

Sincerely yours,

/s/ Chen & Co. Law Firm

Chen & Co. Law Firm

Exhibit 8.1

BAKER & MCKENZIE

Baker & McKenzie LLP
1114 Avenue of the Americas
New York, New York 10036, USA
Tel: +1 212 626 4100
Fax: +1 212 310 1600
www.bakernet.com

Asia Pacific
Bangkok
Beijing
Hanoi
Ho Chi Minh City
Hong Kong
Jakarta
Kuala Lumpur
Manila
Melbourne
Shanghai
Singapore
Sydney
Taipei
Tokyo

Europe & Middle East
Almaty
Amsterdam
Antwerp
Bahrain
Baku
Barcelona
Berlin
Bologna
Brussels
Budapest
Cairo
Düsseldorf
Frankfurt / Main
Geneva
Kyiv
London
Madrid
Milan
Moscow
Munich
Paris
Prague
Riyadh
Rome
St. Petersburg
Stockholm
Vienna
Warsaw
Zurich

North & South America
Bogotá
Brasilia
Buenos Aires
Caracas
Chicago
Chihuahua
Dallas
Guadalajara
Houston
Juarez
Mexico City
Miami
Monterrey
New York
Palo Alto
Porto Alegre
Rio de Janeiro
San Diego
San Francisco
Santiago
Sao Paulo
Tijuana
Toronto
Valencia
Washington, DC

May 13, 2010

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

Re: American Depositary Shares of JinkoSolar Holding Co., Ltd. (the "Company")

Ladies and Gentlemen:

In connection with the public offering on the date hereof of American Depositary Shares ("ADS"), representing ordinary shares (the "Ordinary Shares") of the Company pursuant to the Registration Statement on Form F-1 under the Securities Act of 1933, as amended (the "Act"), filed by the Company with the Securities and Exchange Commission (the "Commission") on January 20, 2010, as amended to date (the "Registration Statement"), you have requested our opinion concerning the statements in the Registration Statement under the caption "Taxation – U.S. Federal Income Taxation."

The facts, as we understand them, and upon which with your permission we rely in rendering the opinion herein, are set forth in the Registration Statement.

In our capacity as counsel to the Company, we have made such legal and factual examinations and inquiries, including an examination of originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, and other instruments as we have deemed necessary or appropriate for purposes of this opinion. For the purposes of our opinion, we have not made an independent investigation or audit of the facts set forth in the above-referenced documents.

We are opining herein as to the effect on the subject transaction of the federal income tax laws of the United States only and we express no opinion with respect to the applicability thereto, or the effect thereon, of other federal laws, the laws of any state or any other jurisdiction, or as to any matters of municipal law or the laws of any other local agencies within any state.

Based on such facts and subject to limitations set forth in the Registration Statement, the statements of law or legal conclusions in the Registration Statement under the caption "Taxation – U.S. Federal Income Taxation" constitute the opinion of Baker & McKenzie LLP as to the material tax consequences of an investment in the ADSs.

Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein.

No opinion is expressed as to any matter not discussed herein.

We undertake no obligation to update this opinion subsequent to the date on which the Commission declares the Registration Statement effective. This opinion is based on the Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect, or to different interpretation. Also, any variation or difference in the facts from those set forth in the Registration Statement may affect the conclusions stated herein.

This opinion is furnished to you, and is for your use in connection with the transactions set forth in the Registration Statement. This opinion may not be relied upon by you for any other purpose. However, this opinion may be relied upon by persons entitled to rely on it pursuant to applicable provisions of federal securities law.

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 captions "Legal Matters" and "Taxation – U.S. Federal Income Taxation" in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission promulgated thereunder.

Very truly yours,

Baker & McKenzie LLP

/s/ Baker & McKenzie LLP

Exhibit 8.3

13 May 2010

Our Ref: JYS/DQK/32217151-000002

JinkoSolar Holding Co. Ltd.
Scotia Centre, 4th Floor
P.O. Box 2804,
George Town,
Grand Cayman,
Cayman Islands

By email

Dear Sir,

Project Victory Hong Kong Tax Opinion

1. We refer to the contemplated initial public offering (the "Offering") of American Depositary Shares ("ADSs") of JinkoSolar Holding Co., Ltd. (the "Company"), a Cayman Islands company. The Company proposes to list the ADSs on the New York Stock Exchange.
2. We have been asked to provide this tax opinion on the Hong Kong tax consequences of the purchase and ownership of the ADSs by an investor that purchases ADSs in connection with the Offering.

Background

3. We set our understanding of the facts as follows:
 - (a) Each ADS represents two ordinary shares of the Company, par value US\$0.00002 per share.
 - (b) The Company is a solar wafer, solar cell and solar module producer and the Company conducts its production activities primarily through its operating subsidiaries, Jinko Solar Co., Ltd. ("Jiangxi Jinko") in Jiangxi Province and Zhejiang Jinko Solar Co., Ltd. ("Zhejiang Jinko") in Zhejiang Province in China.

-
- (c) The Company was incorporated in the Cayman Islands in August 2007. The Company owns 100% of Paker Technology Limited (“Paker”), a Hong Kong incorporated company, which in turn owns 100% of Jiangxi Jingko.
 - (d) Paker and Jiangxi Jinko own 25% and 75%, respectively, of Zhejiang Jinko.
 - (e) Paker owns 100% of JinkoSolar International Limited, a company incorporated under the laws of Hong Kong.
 - (f) Jiangxi Jinko owns 100% of Shangrao Jinko Import and Export Co., Ltd., a company incorporated under the laws of China.
 - (g) Both the Company and Paker are pure investment holding companies with no business activities in Hong Kong. None of Jiangxi Jingko, Zhejiang Jinko, JinkoSolar International Limited and Shangrao Jinko Import and Export Co., Ltd. have any employees or business activities in Hong Kong.
4. Based on and subject to the foregoing, we set out below our opinion of the Hong Kong tax consequences of the purchase and ownership of the ADSs by an investor that purchases ADSs in connection with the Offering.

Certain Hong Kong Tax Matters

Hong Kong profits tax generally

5. An investor will be subject to Hong Kong profits tax on income derived from investing in the ADSs only if both of the following factors are satisfied:
 - (i) the investor carries on a business in Hong Kong, and
 - (ii) the gain arises in or is derived from Hong Kong.Hong Kong does not tax gains of a capital nature.
6. The profits tax rate applicable to companies for the year of assessment 2010/11 is 16.5%. The profits tax rate applicable to individuals for year of assessment 2010/11 is 15%.

Purchase and sale of ADSs

7. Where the investor has no presence in Hong Kong and does not carry on any activities in Hong Kong either directly or through an agent, any gains derived by the investor from the purchase and subsequent disposal of the ADSs would not be subject to Hong Kong profits tax.

-
8. Where the investor carries on business in Hong Kong, one needs to consider whether the gains from the disposal of the ADSs is capital or revenue in nature, and whether it is Hong Kong or non-Hong Kong sourced.
 9. There is no tax on capital gains in Hong Kong. If the investor is carrying on a business in Hong Kong but holds the ADSs for investment purpose, any gains derived from the disposal of the ADS would not be subject to Hong Kong profits tax. The onus will be on the investor to prove that the gains are capital in nature.
 10. If the investor is carrying on business in Hong Kong and fails to prove that the profits derived from the disposal of the ADSs is capital in nature, the profits on disposal will be subject to Hong Kong profits tax if it is Hong Kong source. Trades of ADSs executed on the New York Stock Exchange would generally be considered to be effected in the United States and therefore any profits on disposal would be considered to be non-Hong Kong source and hence not subject to Hong Kong tax. This general principle may not apply to the trading profits of certain investors due to the nature of their business (e.g. insurance companies) or the way their transaction is arranged (e.g. off exchange transactions).

Dividends received on ADSs

11. According to the current tax practice of the Hong Kong Inland Revenue Department, dividends paid by the Company on ADSs would not be subject to any Hong Kong tax, even if received by investors in Hong Kong.

Stamp duty

12. No Hong Kong stamp duty is payable on the purchase and sale of the ADSs.

* * *

This Opinion is based on Hong Kong laws applicable as of the date of this opinion and does not cover future laws or regulations or future interpretations or implementations of the current laws and regulations.

Pursuant to requirements relating to practice before the Internal Revenue Service, any tax advice in this communication is not intended to be used, and cannot be used, for the purpose of (i) avoiding penalties imposed under the U.S. Internal Revenue Code, or (ii) promoting, marketing or recommending to another person any tax related matter.

This opinion is given to the addressee for the purpose of filing the Registration Statement with the Securities and Exchange Commission. We hereby consent to the use of this opinion in, and the filing of this opinion as an exhibit to, the Registration Statement and to the use of our name under the caption "Taxation" in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933 or the rules or regulations of the Commission promulgated thereunder.

Please contact Jacqueline Shek (+852 2846-2154) if you have any questions.

Yours faithfully,

Baker & McKenzie

/s/ Baker & McKenzie

Exhibit 8.4

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

May 13, 2010

Dear Sirs:

We are qualified lawyers of the People's Republic of China (the "**PRC**") and as such qualified to issue this opinion on the laws and regulations of the PRC.

We have acted as PRC counsel to JinkoSolar Holding Co., Ltd, a company incorporated under the laws of the Cayman Island (the "**Company**"), in connection with (i) the Company's Registration Statement on Form-1, including all amendments or supplements thereto (the "**Registration Statement**"), filed with Securities and Exchange Commission (the "**SEC**"), relating to the proposed initial public offering (the "**Offering**") of the Company's American Depositary Shares ("**ADSs**"), and (ii) the Company's proposed listing of its ADSs on the New York Stock Exchange (the "**Listing**"). We have been requested to give our opinion in connection with the Section "Taxation-People's Republic of China Taxation" regarding the PRC Taxation.

The opinion is rendered on the basis of the PRC laws effective as of the date hereof and there is no assurance that any of such laws will not be changed, amended or replaced in the immediate future or in the longer term with or without retrospective effect. The PRC laws referred to herein are laws, regulations and rules of the mainland territory of the PRC that currently in force on the date of this opinion. We have not made any investigation of, and do not express any opinions on, the laws and regulations of any jurisdiction other than the PRC.

Based on and subject to the foregoing, we are of the following opinion:

The description of the PRC taxation under the heading of "People's Republic of China Taxation", as set forth in the Registration Statement under the section of "Taxation", constitutes our opinion.

This opinion is issued to the Company for the purpose of filing the Registration Statement with the SEC.

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 captions of "Legal Matters" and "Taxation - People's Republic of China Taxation" in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we fall within the category of the person whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the regulations promulgated thereunder.

Sincerely yours,

/s/ Chen & Co. Law Firm

Chen & Co. Law Firm

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the use in this Registration Statement on Form F-1 of our report dated April 9, 2010 relating to the consolidated financial statements of JinkoSolar Holding Co., Ltd., which appears in such Registration Statement. We also consent to the references to us under the headings "Summary Consolidated Financial and Operating Data", "Selected Consolidated Financial and Operating Data", "Recent Developments" and "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers Zhong Tian CPAs Limited Company

Shanghai, People's Republic of China

May 13, 2010