

DAQO NEW ENERGY CORP.

Form F-6 POS

December 11, 2012

As filed with the U.S. Securities and Exchange Commission on December 11, 2012

Registration No. 333-164310

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

DAQO NEW ENERGY CORP.
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

The Cayman Islands
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depositary as specified in its charter)

1 Chase Manhattan Plaza, Floor 58, New York, NY, 10005-1401
Telephone (800) 990-1135
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Law Debenture Corporate Services Inc.
400 Madison Avenue, 4th Floor
New York, New York 10017
(212) 750-6474
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466

o immediately upon filing
x on December 21, 2012 at 8:30 a.m. (EST)

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

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate 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 25 ordinary shares of Daqo New Energy Corp.	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 American Depositary Receipts evidencing American Depositary Shares.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the form of Amendment to Deposit Agreement filed as Exhibit (a)(2) to this Post-Effective Amendment to Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption		Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(1)	Name and address of Depositary	Introductory paragraph and bottom of face of American Depositary Receipt
(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	Paragraph (12)
(iii)	Collection and distribution of dividends	Paragraphs (4), (5), (7) and (10)
(iv)	Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8) and (12)
(v)	Sale or exercise of rights	Paragraphs (4), (5) and (10)
(vi)	Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (10) and (13)
(vii)	Amendment, extension or termination of the Deposit Agreement	Paragraphs (16) and (17)
(viii)	Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders of ADRs	Paragraph (3)

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(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (4), and (5)
(x)	Limitation upon the liability of the Depositary	Paragraph (14)
(3)	Fees and Charges	Paragraph (7)

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(b) Statement that Daqo New Energy Corp. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the Securities and Exchange Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C.	Paragraph (8)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Deposit Agreement dated as of _____, 2010 among Daqo New Energy (1) Corp., JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement") . Previously filed as Exhibit (a) to Registration Statement No. 333-164310 and incorporated herein by reference.
- (a)(2) Form of Amendment No. 1 to Deposit Agreement. Form of Amendment No. 1 to Deposit Agreement dated as of December , 2012, including the Form of American Depositary Receipt, is filed herewith as Exhibit (a)(2).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being 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 American Depositary 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 amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post -effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on December 11, 2012.

Legal entity created by the form of Deposit Agreement for the
issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Gregory A. Levendis

Name: Gregory A. Levendis

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Daqo New Energy Corp. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post -Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on December 11, 2012.

Daqo New Energy Corp.

By: /s/ Gongda Yao

Name: Gongda Yao

Title: Chief Executive Officer

Under the requirements of the Securities Act of 1933, as amended, this Post -Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on December 11, 2012 , in the capacities indicated.

SIGNATURES

Signature	Title
/s/ Guangfu Xu Guangfu Xu	Chairman of the Board of Directors
/s/ Xiang Xu Xiang Xu	Director
/s/ Fei Ge Fei Ge	Director
/s/ Rongling Chen Rongling Chen	Director
/s/ Daqing Dave Qi Daqing Dave Qi	Director
/s/ Minsong Liang Minsong Liang	Director
/s/ Fumin Zhuo Fumin Zhuo	Director
/s/ Shuming Zhao Shuming Zhao	Director
/s/ Gongda Yao Gongda Yao	Director and Chief Executive Officer (principal executive officer)
/s/ Bing Su Bing Su	Chief Financial Officer (principal financial and accounting officer)

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Daqo New Energy Corp., has signed this Post -Effective Amendment to Registration Statement on Form F-6 and Power of Attorney in New York, New York, on December 11, 2012.

Authorized U.S. Representative

Law Debenture Corporate Services Inc.

By:	/s/ Kate Ledyard
	Kate Ledyard
Name:	Manager, Law Debenture
Title:	Corporate Services Inc.

INDEX TO EXHIBITS

Exhibit
Number

- (a)(2) Form of Amendment to Deposit Agreement.
- (e) Rule 466 Certification