

Ossen Innovation Co. Ltd.
Form F-6 POS
March 16, 2018

As filed with the U.S. Securities and Exchange Commission on March 16, 2018

Registration No. 333- 170975

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3 TO

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

Ossen Innovation Co., Ltd.

(to be renamed San Meditech Holdings Ltd.)

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

n/a

(Translation of issuer's name into English)

British Virgin Islands

(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

Telephone (800) 990-1135

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

CT Corporation System

111 Eighth Avenue

New York, New York 10011

(212) 894-8940

(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, Suite 2405

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time)

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

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 a designated number of ordinary shares of Ossen Innovation Co., Ltd. (to be renamed San Meditech Holdings Ltd.) | N/A | N/A | N/A | N/A |

(1) Each unit represents one American Depositary Share.

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is (2) 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 Amendment No. 2 to the Amended and Restated Deposit Agreement (also referred to as the "Deposit Agreement") filed as Exhibit (a)(3) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u> |
|--|---|
| (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) |
| (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

| <u>Item Number and Caption</u> | Location in Form of American Depositary | <u>Receipt Filed Herewith as Prospectus</u> |
|---|---|---|
| (b) Statement that Ossen Innovation Co., Ltd. (to be renamed San Meditech Holdings Ltd.) 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

Form of Deposit Agreement. Form of Amended and Restated Deposit Agreement dated as of , 2016 among (a)(1) Ossen Innovation Co., Ltd., JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder. Previously filed.

(a)(2) Form of Amendment No. 1 to Deposit Agreement. Previously filed.

(a)(3) Form of Amendment No. 2 to Deposit Agreement, including the form of American Depositary Receipt, is filed herewith as Exhibit (a)(3).

(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.

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 March 16, 2018.

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

JPMORGAN CHASE BANK,
N.A., as Depositary

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ossen Innovation Co., Ltd. (to be renamed San Meditech Holdings Ltd.) 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 March 16, 2018.

Ossen Innovation Co., Ltd.

By: /s/ Wei Hua
Name: Wei Hua
Title: Chief Executive Officer

Under the requirements of the Securities Act, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on March 16, 2018, in the capacities indicated.

SIGNATURES

| <u>Signature</u> | <u>Title</u> |
|----------------------------------|---|
| /s/ Liang Tang Liang Tang | Chairman of the Board of Directors |
| /s/ Wei Hua Wei Hua | Chief Executive Officer and Chief Financial Officer, Director |
| /s/ Junhong Li Junhong Li | Director |
| /s/ Xiaobing Liu Xiaobing Liu | Director |
| /s/ Yingli Pan Yingli Pan | Director |
| /s/ Zhongcai Wu Zhongcai Wu | Director |

/s/ Feng Peng
Feng Peng

Authorized Representative in the United States

INDEX TO EXHIBITS

Exhibit Number

- | | |
|--------|--|
| (a)(3) | Form of Amendment No. 2 to Amended and Restated Deposit Agreement. |
| (e) | Rule 466 Certification |