

Edgar Filing: ReneSola Ltd - Form SC 13G

ReneSola Ltd
Form SC 13G
February 10, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b),
(c) and (d) and Amendments Thereto Filed
Pursuant to Rule 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. _____) *

ReneSola Ltd

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G7500C 106

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13 G

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1 Name of Reporting Person

I.R.S. Identification No. of Above Person (Entities Only)

Yuncaï Holdings Limited

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2 Check the Appropriate Box if A Member of A Group (a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization

British Virgin Islands

5 Sole Voting Power
 Number of Shares 19,294,970 ordinary shares

6 Shared Voting Power
 Beneficially Owned by 0

7 Sole Dispositive Power
 Each Reporting Person With 19,294,970 ordinary shares

8 Shared Dispositive Power
 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 19,294,970 ordinary shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented By Amount In Row 9
 14.0%

12 Type of Reporting Person
 CO

CUSIP NO. G7500C 106 Schedule 13 G 3

1 Name of Reporting Person
 I.R.S. Identification No. of Above Person (Entities Only)
 Yuncai Wu

2 Check the Appropriate Box if A Member of A Group (a)
 (b)

3 SEC Use Only

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4 Citizenship or Place of Organization
 People's Republic of China

Number of Shares 5 Sole Voting Power
 10,214,195 ordinary shares

Beneficially Owned by Each Reporting Person With 6 Shared Voting Power
 9,080,775 ordinary shares (consisting of 9,080,775 ordinary shares beneficially owned by Mr.Xiangjun Dong which are expressly disclaimed by Mr. Yuncai Wu)

7 Sole Dispositive Power
 10,214,195 ordinary shares

8 Shared Dispositive Power
 9,080,775 ordinary shares (consisting of 9,080,775 ordinary shares beneficially owned by Mr.Xiangjun Dong which are expressly disclaimed by Mr. Yuncai Wu)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 19,294,970 ordinary shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented By Amount In Row 9
 14.0%

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12 Type of Reporting Person
 IN

CUSIP NO. G7500C 106 Schedule 13 G 5

1 Name of Reporting Person
 I.R.S. Identification No. of Above Person (Entities Only)
 Xiangjun Dong

2 Check the Appropriate Box if A Member of A Group (a)

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(b) |X|

3 SEC Use Only

4 Citizenship or Place of Organization

People's Republic of China

5 Sole Voting Power

Number of Shares 0

6 Shared Voting Power

Beneficially Owned by 10,215,871 ordinary shares

7 Sole Dispositive Power

Each Reporting Person with 0

8 Shared Dispositive Power

10,215,871 ordinary shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

10,215,871 ordinary shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented By Amount In Row 9

7.4%

12 Type of Reporting Person

IN

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ITEM 1(a). NAME OF ISSUER:

ReneSola Ltd

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

No. 8 Baoqun Road
 Yaozhuang County, Jiashan Town
 Zhejiang Province 314117
 People's Republic of China

ITEM 2(a). NAME OF PERSON FILING:

Yuncai Holdings Limited

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Yuncai Wu

Xiangjun Dong

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

Yuncai Holdings Limited
Craigmuir Chambers, Road Town, Tortola, British Virgin Islands

Yuncai Wu
No. 8 Baoqun Road
Yaozhuang County, Jiashan Town
Zhejiang Province 314117
People's Republic of China

Xiangjun Dong
No. 8 Baoqun Road
Yaozhuang Industrial Park, Jiashan County
Zhejiang Province 314117
People's Republic of China

ITEM 2(c) CITIZENSHIP:

The place of organization of Yuncai Holdings Limited is the British Virgin Islands.

Yuncai Wu is a citizen of the People's Republic of China.

Xiangjun Dong is a citizen of the People's Republic of China.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary Share of no par value

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ITEM 2(e). CUSIP NUMBER:

G7500C 106

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the ordinary shares of the issuer by the reporting person is provided as of December 31, 2008:

Shared
power to Sole power

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| Reporting Person | Amount beneficially owned: | Percent of class: | Sole power to vote or direct the vote: | vote or to direct the vote: | dispose of direct dispositi |
|-------------------------|------------------------------|-------------------|--|------------------------------|-----------------------------|
| Yuncaï Holdings Limited | 19,294,970 ordinary shares | 14.0% | 19,294,970 ordinary shares | 0 | 19,294, ordinary |
| Yuncaï Wu | 19,294,970 ordinary shares* | 14.0% | 10,214,195 ordinary shares | 9,080,775 ordinary shares* | 10,214, ordinary |
| Xiangjun Dong | 10,215,871 ordinary shares** | 7.4% | 0 | 10,215,871 ordinary shares** | 0 |

* Includes 9,080,775 ordinary shares beneficially owned by Mr. Xiangjun Dong, while the legal ownership and voting rights to those shares are held by Yuncai Holdings Limited under a trust agreement entered into among Mr. Xianshou Li, Mr. Zhengmin Lian, Mr. Xiangjun Dong and Mr. Yuncai Wu on May 2, 2006.

** Consists of 1,135,096 and 9,080,775 ordinary shares which legal ownership and voting rights are held by Ruixin Holdings Limited and Yuncai Holdings Limited, respectively, under a trust agreement entered into among Mr. Xianshou Li, Mr. Zhengmin Lian, Mr. Xiangjun Dong and Mr. Yuncai Wu on May 2, 2006.

Yuncaï Holdings Limited, a British Virgin Islands company, is the record owner of 19,294,970 ordinary shares of ReneSola Ltd. Mr. Yuncai Wu is the sole shareholder of Yuncai Holdings Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Mr. Yuncai Wu may be deemed to beneficially own all of the shares of ReneSola Ltd held by Yuncai Holdings Limited. Mr. Yuncai Wu disclaims the 9,080,775 ordinary shares beneficially owned by Mr. Xianjun Dong.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

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Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2009

Yuncaï Holdings Limited By: /s/ Yuncai Wu

Name: Yuncai Wu
Title: Director

Yuncaï Wu By: /s/ Yuncai Wu

Xiangjun Dong By: /s/ Xiangjun Dong

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Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Ordinary Shares of no par value, of ReneSola, a British Virgin Islands company, and that this Agreement may be included as an Exhibit to such joint filing.

This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

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Signature Page to Joint Filing Agreement

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 10, 2009.

Yuncai Holdings Limited By: /s/ Yuncai Wu

Name: Yuncai Wu
Title: Director

Yuncai Wu By: /s/ Yuncai Wu

Xiangjun Dong By: /s/ Xiangjun Dong
