
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KENON HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

(Company Registration No. 201406588W)

Singapore
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**1 Temasek Avenue # 36-01
Millenia Tower
Singapore 039192
Tel: +65 6351 1780**
(Address of Principal Executive Offices)

**Kenon Holdings Ltd. Share Incentive Plan 2014
Kenon Holdings Ltd. Share Option Plan 2014**
(Full title of the plan)

**Primus Green Energy, Inc.
219 Homestead Rd.
Hillsborough, NJ 08844**
(Name and Address of Agent For Service)

Tel: 908 281 6000
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

**Scott V. Simpson
James A. McDonald
Skadden, Arps, Slate, Meagher & Flom (UK) LLP
40 Bank Street
London E14 5DS
United Kingdom
Telephone: +44 207 519 7000
Facsimile: +44 207 519 7070**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, no par value, to be allotted and issued under the (i) Kenon Holdings Ltd. Share Incentive Plan 2014 and (ii) Kenon Holdings Ltd. Share Option Plan 2014	1,601,490 ⁽¹⁾	\$16.36 ⁽²⁾	\$26,200,376 ⁽²⁾	\$3,044.48
Options to acquire Ordinary Shares, no par value, under the Kenon Holdings Ltd. Share Option Plan 2014	1,601,490 ⁽³⁾	\$1.00 ⁽⁴⁾	\$1,601,490 ⁽⁴⁾	\$ 186.09
Total	3,202,980	—	\$27,801,866	\$3,230.57

- (1) The amount of Ordinary Shares being registered with respect to the Kenon Holdings Ltd. Share Incentive Plan 2014 (the “Share Incentive Plan”) and the Kenon Holdings Ltd. Share Option Plan 2014 (the “Share Option Plan” and, together with the Share Incentive Plan, the “Plans”) represents the total number of Ordinary Shares delivered or to be delivered pursuant to the vesting of awards, or the exercise of options, where such awards or options are granted or are to be granted under the Plans which, in the aggregate, shall not exceed 3% of the total number of issued Ordinary Shares (excluding treasury shares) of Kenon Holdings Ltd. (the “Registrant”).
- (2) Estimated solely for purposes of calculating the registration fee. Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933 (the “Securities Act”), calculated on the basis of the average of the high and low prices of the Ordinary Shares of the Registrant, as reported on the New York Stock Exchange on January 21, 2015.
- (3) The amount of options being registered with respect to the Share Option Plan represents the total number of options that may be granted under the Share Option Plan. The total number of Ordinary Shares delivered or to be delivered pursuant to the exercise of such options, together with the total number of Ordinary Shares delivered or to be delivered pursuant to the vesting of awards under the Share Incentive Plan, shall not, in the aggregate, exceed 1,601,490 ordinary shares, representing 3% of the total number of issued Ordinary Shares (excluding treasury shares) of Kenon Holdings Ltd.
- (4) Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price of the options being registered hereby is the price paid by Share Option Plan participants to acquire such options.

PART I.

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with or furnished to the Securities and Exchange Commission (the "Commission") by the Registrant pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") are incorporated herein by reference:

- (a) The Registrant's Registration Statement on Form 20-F filed with the Commission on January 5, 2015;
- (b) The Registrant's Report of a Foreign Private Issuer on Form 6-K furnished to the Commission on January 8, 2015; and
- (c) The Registrant's Report of a Foreign Private Issuer on Form 6-K furnished to the Commission on January 12, 2015.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and, to the extent designated therein, certain reports on Form 6-K that we submit to the Commission after the date hereof, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that is or is deemed to be incorporated by reference herein modifies or supersedes such previous statement. Any statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's articles of association provide that, subject to the provisions of the Companies Act, Chapter 50 of Singapore, every director, secretary or other officer of the Registrant or the Registrant's subsidiaries and affiliates shall be entitled to be indemnified by the Registrant against all costs, interest, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties and where he or she serves at the Registrant's request as a director, officer, employee or agent of any of the Registrant's subsidiaries or affiliates or in relation thereto and in particular and without prejudice to the generality of the foregoing, no director, secretary or other officer of the Registrant shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Registrant through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Registrant or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Registrant shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own gross negligence, willful default, breach of duty or breach of trust.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The list of exhibits is set forth under "Index of Exhibits" at the end of this Registration Statement and is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that

(1) paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment 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) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement 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.

(c) 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 foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the 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 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.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto authorized, in Tel Aviv, Israel on January 27, 2015.

Kenon Holdings Ltd.

By: /s/ Yoav Doppelt

Name: Yoav Doppelt

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Yoav Doppelt, Robert Rosen, and Tzahi Goshen and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Kenon Holdings Ltd., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons, in the capacities indicated and on January 27, 2015.

Signature

Title

/s/ Yoav Doppelt

Name: Yoav Doppelt

Date: January 27, 2015

Chief Executive Officer
(Principal Executive Officer)

/s/ Tzahi Goshen

Name: Tzahi Goshen

Date: January 27, 2015

Interim Chief Financial Officer and Controller
(Controller or Principal Accounting Officer)

/s/ Kenneth Cambie

Name: Kenneth Cambie

Date: January 27, 2015

Chairman of the Board

/s/ Laurence N. Charney

Name: Laurence N. Charney

Date: January 27, 2015

Board Member

<u>/s/ Cyril Pierre-Jean Ducau</u> Name: Cyril Pierre-Jean Ducau Date: January 27, 2015	Board Member
<u>/s/ N. Scott Fine</u> Name: N. Scott Fine Date: January 27, 2015	Board Member
<u>/s/ Ron Moskovitz</u> Name: Ron Moskovitz Date: January 27, 2015	Board Member
<u>/s/ Elias Sakellis</u> Name: Elias Sakellis Date: January 27, 2015	Board Member
<u>/s/ Vikram Talwar</u> Name: Vikram Talwar Date: January 27, 2015	Board Member
<u>/s/ Douglas L. Cox</u> Name: Douglas L. Cox Title: Chief Financial Officer, Primus Green Energy, Inc. Date: January 27, 2015	Authorized Representative in the United States

INDEX OF EXHIBITS

Exhibit Number	<u>Description</u>
3.1	Memorandum and Articles of Association of Kenon Holdings Ltd. (incorporated herein by reference to Exhibit 1.1 to the Registration Statement on Form 20-F (File No. 001-36761))
5.1	Opinion of Allen & Gledhill LLP
23.1	Consent of Somekh Chaikin, a Member Firm of KPMG International, Independent Registered Public Accounting Firm of Kenon Holdings Ltd.
23.2	Consent of Brightman Almagor Zohar & Co., a Member Firm of Deloitte Touche Tohmatsu, independent auditor of Tower Semiconductor Ltd.
23.3	Consent of Baker Tilly Virchow Krause, LLP, independent auditor of Petrotec AG
23.4	Consent of KPMG Huazhen (Special General Partnership), independent auditor of Qoros Automotive Co., Ltd.
24.1	Power of Attorney (included on the Signature Page of this Registration Statement)

[On the letterhead of Allen & Gledhill LLP]

27 January 2015

Kenon Holdings Ltd.
1 Temasek Avenue #36-01
Millenia Tower
Singapore 039192

Dear Sirs

Registration Statement on Form S-8 of Kenon Holdings Ltd. (the “Company”)

1. At your request, we have examined the Registration Statement on Form S-8 (excluding all Exhibits thereto) (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission on or about 27 January 2015 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,601,490 ordinary shares in the capital of the Company (“**Ordinary Shares**”) and up to a maximum of 1,601,490 options (the “**Registration Options**”) to be granted over the Option Shares (as defined below). This opinion is being rendered solely to the Company in connection with the filing of the Registration Statement.
2. The Ordinary Shares to be registered under the Registration Statement represent not more than three (3) per cent. of the total number of issued Ordinary Shares as at the date of this opinion, and comprise an aggregate of:
 - (a) such number of Ordinary Shares (the “**Award Shares**”) underlying share awards granted or to be granted pursuant to the Kenon Holdings Ltd. Share Incentive Plan 2014 (the “**SIP 2014**”), the issuance of which is subject to the satisfaction of certain criteria prescribed by the compensation committee of the Board of Directors of the Company (the “**Compensation Committee**”); and
 - (b) such number of Ordinary Shares (the “**Option Shares**”) subject to issuance by the Company upon the valid exercise of subscription rights represented by outstanding Registration Options to be granted under the Kenon Share Option Plan 2014 (the “**SOP 2014**”)(the Award Shares and the Option Shares to be collectively defined as the “**Registration Shares**”).
3. As your Singapore counsel, we have examined copies of:
 - (a) the Directors’ resolutions in writing passed on 15 May 2014 approving the adoption of the SIP 2014 and delegating the authority for the allotment and issue of Award Shares to the Compensation Committee; and

- (b) the Directors' resolutions in writing passed on 10 December 2014 approving the adoption of the SOP 2014 and delegating the authority for the allotment and issue of Option Shares to the Compensation Committee

(collectively, the "**Company Board Resolutions**").
- 4. We have also made such other examinations of law and fact as we have considered necessary in order to form a basis for the opinion hereinafter expressed.
- 5. We have assumed that:
 - (a) there shall be subsisting a valid authority given to the Board of Directors of the Company pursuant to Section 161 of the Companies Act, Chapter 50 in respect of:
 - (i) the grant of Registration Options at the time of grant of such Registration Options by the Board of Directors of the Company or, as the case may be, the Compensation Committee pursuant to the SOP 2014; and
 - (ii) the issue of the Registration Shares at the time of the issue of the Registration Shares;
 - (b) the Board of Directors of the Company or, as the case may be, the Compensation Committee shall:
 - (i) before the issue of the Award Shares resolve to approve the allotment and issue by the Company of the Award Shares in accordance with the terms of the SIP 2014;
 - (ii) before the grant of the Registration Options resolve to approve the grant by the Company of the Registration Options in accordance with the terms of the SOP 2014; and
 - (iii) before the issue of the Option Shares resolve to approve the allotment and issue by the Company of the Option Shares in accordance with the terms of the SOP 2014 upon the exercise of the subscription rights represented by the outstanding Registration Options.

(the "**Company's Allotment Procedures**");

 - (c) the copies of the Company Board Resolutions submitted to us for examination are true, complete and up-to-date; and
 - (d) the Company Board Resolutions have not been rescinded or modified and they remain in full force and effect and that no other resolution or other action has been taken which may affect the validity of the Company Board Resolutions.
- 6. Based upon and subject to the foregoing and subject to any matters not disclosed to us, we are of the opinion that:
 - (a) the Award Shares allotted and issued by the Company (i) in accordance with the terms of the SIP 2014, (ii) pursuant to the Company's Allotment Procedures, and (iii) represented by share certificates issued by the Company in respect of such Award Shares, will be legally issued, fully-paid and non-assessable;
 - (b) the Registration Options granted by the Company (i) in accordance with the terms of the SOP 2014 against full payment of the specified consideration for the acceptance of the Registration Options, and (ii) pursuant to the Company's Allotment Procedures, will be legally issued, fully paid and non-assessable;
 - (c) the Option Shares allotted and issued by the Company (i) upon the exercise of the subscription rights represented by outstanding Registration Options to be granted under the SOP 2014 in accordance with its terms against full payment of the applicable exercise price, (ii) pursuant to the Company's Allotment Procedures, and (iii) represented by share certificates issued by the Company in respect of such Option Shares, will be legally issued, fully-paid and non-assessable.

7. For the purposes of this opinion we have assumed that:

- (a) the term “non-assessable” in relation to the Registration Shares to be issued means under Singapore law that holders of such Registration Shares, having fully paid up all amounts due on such Registration Shares as to the issue price thereon, are under no further personal liability to contribute to the assets or liabilities of the Company in their capacities purely as holders of such Registration Shares; and
 - (b) the expression “fully paid and non-assessable” in relation to the Registration Options to be granted means under Singapore law that holders of such Registration Options, having fully paid up the specified consideration for the acceptance of the Registration Options, are under no further personal liability to contribute to the assets or liabilities of the Company in their capacities purely as holders of such Registration Options. For the avoidance of doubt, the expression “fully paid and non-assessable” in relation to the Registration Options does not cover the personal liability on the part of holders of the Registration Options to pay the specified exercise price that is payable upon the exercise of such Registration Options.
8. Our opinion is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matter in connection with the Registration Statement or otherwise. Subject to the foregoing, we consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement and any amendments thereto.
9. This opinion is given on the basis of the laws of the Republic of Singapore in force as at the date of this opinion and we undertake no responsibility to notify you of any change in the laws of the Republic of Singapore after the date of this opinion.

Yours faithfully

/s/ Allen & Gledhill LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Kenon Holdings Ltd.:

We consent to the use of our report dated August 13, 2014, with respect to the combined carve-out statements of financial position of the carved-out operations of certain holdings of Israel Corporation Ltd. ("Kenon Holdings, Carve-out") as of December 31, 2013, 2012 and January 1, 2012, and the related combined carve-out statements of income, other comprehensive income, changes in parent company investment and cash flows for each of the years in the two-year period ended December 31, 2013, incorporated herein by reference.

Our report refers to the ZIM Integrated Shipping Services Ltd. restructuring completed on July 16, 2014 that will impact ZIM's capital debt and Kenon Holdings, Carve-out's holdings in ZIM.

/s/ Somekh Chaikin
Certified Public Accountants (Israel)
Member firm of KPMG International

Tel Aviv, Israel
January 20, 2015



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Kenon Holdings Ltd. of our report dated February 27, 2014 with respect to the consolidated financial statements of Tower Semiconductor Ltd. and subsidiaries for the years ended December 31, 2013 and 2012.

Sincerely,

/s/ Brightman Almagor Zohar & Co.

Brightman Almagor Zohar & Co.
Certified Public Accountants
A Member of Deloitte Touche Tohmatsu Limited
Tel Aviv, Israel
January 15, 2015

Tel Aviv - Main Office	Trigger Foresight	Ramat-Gan	Jerusalem	Haifa	Beer-Sheva	Eilat
1 Azrieli Center	3 Azrieli Center	6 Ha-rakun	12 Sarei Israel	5 Ma'aleh Hashichrur	Omer Industrial Park	The City Center
Tel Aviv, 6701101	Tel Aviv, 6701101	Ramat Gan, 5252183	Jerusalem, 9439024	P.O.B. 5648	Building No. 10	P.O.B. 583
P.O.B. 16593				Haifa, 3105502	P.O.B. 1369	Eilat, 8810402
Tel Aviv, 6116402					Omer, 8496500	
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Fax: +972 (3) 609 4022	Fax: +972 (3) 607 0501	Fax: +972 (3) 676 9955	Fax: +972 (2) 537 4173	Fax: +972 (4) 867 2528	Fax: +972 (8) 690 9600	Fax: +972 (8) 637 1628
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Consent of Independent Registered Public Accounting Firm

Kenon Holdings Ltd.
Singapore

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Kenon Holdings Ltd. of the Baker Tilly Virchow Krause, LLP report dated June 16, 2014, relating to Petrotec AG's consolidated balance sheet as of December 31, 2011, 2012 and 2013 and the related consolidated statements of comprehensive income, cash flows and changes in equity for the years ended December 31, 2012 and 2013.

/s/ Baker Tilly Virchow Krause, LLP

Pittsburgh, Pennsylvania
January 20, 2015



KPMG Huazhen
(Special General Partnership)
 50th Floor, Plaza 66
 1266 Nanjing West Road
 Shanghai 200040
 China

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Telephone 电话 +86 (21) 2212 2888
 Fax 传真 +86 (21) 6288 1889
 Internet 网址 kpmg.com/cn

Consent of Independent Registered Public Accounting Firm

The Board of Directors
 Qoros Automotive Co., Ltd.:

We consent to use of our report dated 17 June 2014, with respect to the consolidated statements of financial position of Qoros Automotive Co., Ltd. and its subsidiary, as of 31 December 2013, 2012 and 1 January 2012 and the related consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for each of the years in the two-year period ended 31 December 2013, incorporated herein by reference.

KPMG Huazhen (SGP)

Shanghai, China
 20 January 2015

KPMG Huazhen (Special General Partnership), a special general partnership in China and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

We are authorised to practise under the name of KPMG Huazhen (Special General Partnership).

毕马威华振会计师事务所(特殊普通合伙) - 中国特殊普通合伙企业会计师事务所, 是与瑞士实体 - 毕马威国际合作组织("毕马威国际")相关联的独立成员所网络中的成员。

本分所已获毕马威华振会计师事务所(特殊普通合伙)总所授权执行业务。