

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 Depository Shares Evidenced by American Depositary Receipts

**GDS Holdings Limited**

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

n/a

(Translation of issuer's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

383 Madison Avenue, Floor 11, New York, New York 10179

Telephone (800) 990-1135

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

Cogency Global Inc.

10 East 40th Street, 10th Floor

New York, New York 10016

Telephone: (212) 947-7200

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

Copy to:

JPMorgan Chase Bank, N.A.

383 Madison Avenue, Floor 11

New York, New York 10179

Tel. No.: (800) 990-1135

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

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit (1)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing eight Class A ordinary shares, par value \$0.00005 per share, of GDS Holdings Limited.	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.
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**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 Deposit Agreement filed as Exhibit (a) to the Registration Statement on Form F-6 (File No. 333-214177), initially filed with the Securities and Exchange Commission on October 19, 2016, 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)

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**Item 2. AVAILABLE INFORMATION**

<u>Item Number and Caption</u>	<u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u>
Statement that GDS Holdings Limited 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)

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**PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a) **Form of Deposit Agreement.** Deposit Agreement, dated as of November 1, 2016 (the “Deposit Agreement”), among GDS Holdings Limited, JPMorgan Chase Bank, N.A., as depository (the “Depository”), and all holders from time to time of ADRs issued thereunder (the “Deposit Agreement”), including the form of American Depositary Receipt attached as Exhibit A thereto. Previously filed as Exhibit (a) to the Registration Statement on Form F-6 (File No. 333-214177), initially filed with the Securities and Exchange Commission on October 19, 2016, and incorporated herein by reference.
- (b) **Letter Agreement.** Letter Agreement, dated September 25, 2018, from GDS Holdings Limited to the Depository pursuant to the Deposit Agreement to change the Company's agent for service of process. Filed herewith as Exhibit (b).
- (c) **Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).
- (f) **Power of Attorney for certain officers and directors of the Registrant.** Included as part of the signature pages hereto.

**Item 4. UNDERTAKINGS**

- (a) The Depository hereby undertakes to make available at the principal office of the Depository 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 Depository 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 Depository 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 Depository 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, October 1, 2018.

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/ Joseph M. Leinhauser

Name: Joseph M. Leinhauser

Title: Executive Director

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, GDS Holdings Limited certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-6 and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California, on October 1, 2018.

GDS HOLDINGS LIMITED

By: /s/ William Wei Huang

Name: William Wei Huang

Title: Chairman and Chief Executive Officer

Each person whose signature appears below constitutes and appoints each of William Wei Huang and Daniel Newman as attorneys-in-fact with full power of substitution, for him or her in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorney and agent may deem necessary or desirable to enable the registrant to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission thereunder, in connection with the registration under the Securities Act of American depositary shares representing eight Class A ordinary shares, par value \$0.00005 per ordinary share, of the registrant (the "ADSs"), including, without limitation, the power and authority to sign the name of each of the undersigned in the capacities indicated below to the Registration Statement on Form F-6 (the "Registration Statement") to be filed with the Securities and Exchange Commission with respect to such ADSs, to any and all amendments or supplements to such Registration Statement, whether such amendments or supplements are filed before or after the effective date of such Registration Statement, to any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act, and to any and all instruments or documents filed as part of or in connection with such Registration Statement or any and all amendments thereto, whether such amendments are filed before or after the effective date of such Registration Statement; and each of the undersigned hereby ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on October 1, 2018, in the capacities indicated.

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**SIGNATURES**

**Signature**

**Title**

/s/ William Wei Huang  
William Wei Huang

Chairman and Chief Executive Officer  
(principal executive officer)

/s/ Daniel Newman  
Daniel Newman

Chief Financial Officer  
(principal financial and accounting officer)

/s/ Sio Tat Hiang  
Sio Tat Hiang

Director

/s/ Bin Yu  
Bin Yu

Director

/s/ Bruno Lopez  
Bruno Lopez

Director

/s/ Chang Sun  
Chang Sun

Director

/s/ Gary Wojtaszek  
Gary Wojtaszek

Director

/s/ Lee Choong Kwong  
Lee Choong Kwong

Director

/s/ Lim Ah Doo  
Lim Ah Doo

Director

/s/ Ping Hua  
Ping Hua

Director

/s/ Satoshi Okada  
Satoshi Okada

Director

/s/ Zulkifli Baharudin  
Zulkifli Baharudin

Director

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**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the requirements of the United States Securities Act of 1933, as amended, the undersigned, the duly authorized representative of GDS Holdings Limited in the United States has signed this Registration Statement in New York, New York, on the 1st day of October, 2018.

Authorized U.S. Representative  
Cogency Global Inc.

/s/ Siu Fung Ming

Name: Siu Fung Ming

Title: Assistant Secretary

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## INDEX TO EXHIBITS

Exhibit  
Number

- (b) [Letter Agreement, dated September 25, 2018, between GDS Holdings Limited and JPMorgan Chase Bank, N.A., as depositary.](#)
  - (e) [Certification under Rule 466.](#)
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JPMorgan Chase Bank, N.A.  
383 Madison Avenue, Floor 11  
New York, New York 10179  
Attention: Depositary Receipts Group

September 25, 2018

Re: Deposit Agreement, dated as of November 1, 2016 (the "**Deposit Agreement**"), among **GDS Holdings Limited (the "Company")**, **JPMorgan Chase Bank, N.A. (the "Depositary")**, as Depositary, and all holders from time to time of American Depositary Receipts issued thereunder

Dear Sirs:

We refer to the Deposit Agreement. Capitalized terms used, but not otherwise defined, herein have the meanings assigned to such terms in the Deposit Agreement.

Pursuant to Section 18 of the Deposit Agreement, the Company hereby advises the Depositary that Law Debenture Corporate Services Inc. will no longer serve as Authorized Agent under the Deposit Agreement, effective as of and after September 30, 2018. Accordingly, as required pursuant to Section 18 of the Deposit Agreement the Company has irrevocably appointed Cogency Global Inc., 10 East 40th Street, 10th Floor, New York, New York 10016, as successor Authorized Agent pursuant to, and for all purposes set forth in, the Deposit Agreement, effective as of and after October 1, 2018.

Please confirm that Cogency Global Inc. is acceptable to the Depositary pursuant to Section 18 of the Deposit Agreement.

Very truly yours,

**GDS HOLDINGS LIMITED**

By: /s/ William Wei Huang  
Name: William Wei Huang  
Title: Chairman and Chief Executive Officer

Agreed and Accepted  
as of the date first above written:

**JPMORGAN CHASE BANK, N.A., as depositary**

By: Joseph M. Leinhauser  
Name: Joseph M. Leinhauser  
Title: Executive Director

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Rule 466 Certification

The depositary, JPMorgan Chase Bank, N.A., represents and certifies the following:

- i. That it previously had filed a registration statement on Form F-6 (File No. 333-214177), which the U.S. Securities and Exchange Commission declared effective, with terms of deposit identical to the terms of deposit of this Form F-6 Registration Statement; and
- ii. That its ability to designate the date and time of effectiveness under Rule 466 has not been suspended.

JPMORGAN CHASE BANK, N.A.

By: /s/ Joseph M. Leinhauser  
Name: Joseph M. Leinhauser  
Title: Executive Director

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