

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F/A
(Amendment No. 2)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from to

Commission file number: 001-33911

EMEREN GROUP LTD

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

British Virgin Islands

(Jurisdiction of incorporation or organization)

**100 First Stamford Place, Suite 302
Stamford, CT 06902
U.S.A**

(Address of principal executive offices)

Ke Chen

Chief Financial Officer

**100 First Stamford Place, Suite 302
Stamford, CT 06902
U.S.A**

Tel: +1(347) 577 9055 x115

Fax: +1 (347) 577-9985

E-mail: ke.chen@emerengroup.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing 10 shares, no par value per share	SOL	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards † provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Auditor Name	Auditor Location	Auditor Firm ID
Marcum Asia CPAs LLP	New York, NY	PCAOB NO 5395

EXPLANATORY NOTE

Emeren Group Ltd (“we,” “us,” “the Company,” “our” or “Emeren”) is filing this Amendment No. 2 to Form 20-F (the “Form 20-F/A”) to its annual report on Form 20-F for the year ended December 31, 2022 (the “Annual Report”), which was originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 16, 2023 and was amended by Amendment No. 1 to Form 20-F (“Amendment No. 1”) which was originally filed with the SEC on August 18, 2023. The sole purpose of this Form 20-F/A is an exhibit-only filing to amend the Form 20-F to replace the Exhibit 99.1, which was originally filed with the SEC in Amendment No. 1, with the attached Exhibit 99.1. No other changes have been made to the Annual Report as amended by Amendment No. 1.

This Form 20-F/A does not reflect events occurring after the filing of the Annual Report and does not modify or update the disclosure therein in any way except as described above. No other changes have been made to the Annual Report, as amended by Amendment No. 1. The filing of this Form 20-F/A should not be understood to mean that any statements contained in the Annual Report, as amended by Amendment No. 1 and this Form 20-F/A, are true or complete as of any date subsequent to the original filing date of the Annual Report. Accordingly, this Form 20-F/A should be read in conjunction with the Annual Report as amended by Amendment No. 1.

ITEM 19. EXHIBITS.

Exhibit Number	Description of Document
<u>12.1*</u>	<u>CEO Certification, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>12.2*</u>	<u>CFO Certification, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>13.1*</u>	<u>CEO Certification, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
<u>13.2*</u>	<u>CFO Certification, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
<u>99.1*</u>	<u>Supplemental Submission pursuant to Item 16I(a) of Form 20-F</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

EMEREN GROUP LTD

By: /s/ Yumin Liu

Name: Yumin Liu

Title: Chief Executive Officer

Date: October 3, 2023

**Certification by the Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Yumin Liu, certify that:

1. I have reviewed this annual report on Form 20-F/A (the "Report") of Emeren Group Ltd (the "Company");

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

(d) Disclosed in this Report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: October 3, 2023

By: /s/ Yumin Liu

Name: Yumin Liu

Title: Chief Executive Officer

(Principal Executive Officer)

**Certification by the Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Ke Chen, certify that:

1. I have reviewed this annual report on Form 20-F/A (the "Report") of Emeren Group Ltd (the "Company");

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

(d) Disclosed in this Report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: October 3, 2023

By: /s/ Ke Chen

Name: Ke Chen

Title: Chief Financial Officer

(Principal Financial Officer)

**Certification by the Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Emeren Group Ltd (the "Company") on Form 20-F/A for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yumin Liu, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 3, 2023

By: /s/ Yumin Liu

Name: Yumin Liu

Title: Chief Executive Officer

(Principal Executive Officer)

**Certification by the Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Emeren Group Ltd (the "Company") on Form 20-F/A for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ke Chen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 3, 2023

By: /s/ Ke Chen
Name: Ke Chen
Title: Chief Financial Officer
(Principal Financial Officer)

**Supplemental Submission
Pursuant to Item 16I(a) of Form 20-F**

Emeren Group Ltd (the “Company”) is submitting via EDGAR the following information under Item 16I(a) of Form 20-F in relation to the Staff Statement on the Holding Foreign Companies Accountable Act and the Consolidated Appropriate Act, 2023 (the “HFCAA”). On May 26, 2022, the Company was conclusively identified by the U.S. Securities and Exchange Commission (the “SEC”) under the HFCAA as having filed audit reports issued by a registered public accounting firm that cannot be inspected or investigated completely by the Public Accounting Oversight Board (PCAOB) in connection with the Company’s filing of its annual report on Form 20-F for the fiscal year ended December 31, 2021. The Company’s registered public accounting firm for the fiscal year ended December 31, 2021, Grant Thornton Zhitong Certified Public Accountants LLP (“Grant Thornton”), was headquartered in mainland China, a jurisdiction where the PCAOB determined that it was unable to inspect or investigate completely registered public accounting firms headquartered there until December 2022, when the PCAOB vacated its previous determination. On January 31, 2023, the Company dismissed Grant Thornton and appointed Marcum Asia CPAs LLP (“MarcumAsia”) as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2022, effective January 31, 2023. MarcumAsia is an independent public accounting firm headquartered in New York and subject to the oversight of the PCAOB.

In response to Item 16I(a) of Form 20-F, the Company believes that the following information establishes that it is not owned or controlled by a governmental entity in China.

The Company’s principal shareholders are Mr. Himanshu H. Shah (and entities affiliated with him) and Invesco Ltd., who beneficially owned (determined in accordance with the SEC rules) 28.05% and 9.92% of our shares, respectively.

The following is an excerpt of the relevant disclosure in the Company’s annual report on Form 20-F for the year ended December 31, 2022 regarding the beneficial ownership of Mr. Himanshu H. Shah, Shah Capital Management, Inc., and Shah Capital Opportunity Fund LP: “The information was based on Schedule 13D/A filed by Shah Capital Management, Inc. (who serves as investment adviser to Shah Capital Opportunity Fund LP), Shah Capital Opportunity Fund LP and Himanshu H. Shah (who serves as President and Chief Investment Officer of Shah Capital Management, Inc.) Shah Capital Management, Inc. is a North Carolina registered corporation. Shah Capital Opportunity Fund LP is a Delaware Limited Partnership and Himanshu H. Shah is a United States citizen. Shah Capital Management, Inc. has shared voting power and shared dispositive power over 16,008,634 ADSs, and no sole voting power or sole dispositive power. Shah Capital Opportunity Fund LP has shared voting power and shared dispositive power over 15,620,899 ADSs, and no sole voting power or sole dispositive power. Himanshu H. Shah has sole voting power and sole dispositive power over 56,370 ADSs and shared voting power and shared dispositive power over 16,008,634 ADSs. The business address of Shah Capital Management, Inc., Shah Capital Opportunity Fund LP, and Himanshu H. Shah is 8601 Six Forks Road, Suite 630, Raleigh, North Carolina 27615.”

The following is an excerpt of the relevant disclosure in the Company’s annual report on Form 20-F for the year ended December 31, 2022 regarding the beneficial ownership of Invesco Ltd.: “The information was based on Schedule 13G/A filed by Invesco Ltd. on February 8, 2023. Invesco Ltd. has sole voting power and sole dispositive power over 56,828,290 shares. Invesco Ltd. does not have any shared voting power or shared dispositive power. Invesco Capital Management LLC and Invesco Asset Management Deutschland GmbH are subsidiaries of Invesco Ltd. However, no one individual has greater than 5% economic ownership. The shareholders of the fund have the right to receive or the power to direct the receipt of dividends and proceeds from the sale of securities listed above. The business address of Invesco Ltd. is 1555 Peachtree Street NW, Suite 1800, Atlanta, GA 30309.”

Based on an examination of the Company’s register of members and public filings made by its shareholders, to the Company’s knowledge, excluding the beneficial ownership of the Company’s directors and senior management, no other shareholder beneficially owned 5% or more of the Company’s outstanding shares as of March 31, 2023.

Furthermore, as of the date hereof, the directors, officers and senior management of the Company consist of: Martin Bloom, Julia Xu, Ramnath N. Iyer, Himanshu H. Shah, Yumin Liu, Ke Chen, Simon Cheah and John Ewen, and none of such persons are a representative of any government entity in the People's Republic of China.

Based on the above, the Company is not owned or controlled by a government entity in China.

EMEREN GROUP LTD

By: /s/ Yumin Liu

Name: Yumin Liu

Title: Chief Executive Officer

Date: October 3, 2023
