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

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FORM F-3/A

Amendment No. 2 to  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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**CHINA CORD BLOOD CORPORATION**

<b>Cayman Islands</b> (State or other jurisdiction of incorporation or organization)	(Exact name of registrant as specified in its charter)	<b>Not Applicable</b> (I.R.S. Employer Identification Number)
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**48<sup>th</sup> Floor, Bank of China Tower**  
**1 Garden Road**  
**Central**  
**Hong Kong S.A.R.**  
**Tel: (852) 3605-8180**  
**Fax: (852) 3605-8181**

(Address and telephone number of registrant's principal executive offices)

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**Law Debenture Corporate Services, Inc.**  
**400 Madison Avenue, Suite 4D**  
**New York, New York 10017**  
**Tel: (212) 750-6474**

(Name, address and telephone number of agent for service)

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with a copy to:

**Mitchell S. Nussbaum, Esq.**  
**Loeb & Loeb LLP**  
**345 Park Avenue**  
**New York, NY 10154**  
**(212) 407-4000**

**Virginia Tam, Esq.**  
**Jones Day**  
**29<sup>th</sup> Floor, Edinburgh Tower**  
**The Landmark**  
**15 Queen's Road Central**  
**Hong Kong**  
**(852) 3189 7318**

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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### **EXPLANATORY NOTE**

This registration statement, which is a new registration statement, also constitutes post-effective amendment no. 5 on Form F-3 to the Registration Statement on Form S-4 (File No. 333-155579) (the “S-4 Registration Statement”) of China Cord Blood Corporation (the “Company” or “CCBC”) and is being filed pursuant to the undertakings in Item 21 of the S-4 Registration Statement to update and supplement the information contained in the S-4 Registration Statement, as originally declared effective by the Securities and Exchange Commission on August 6, 2009.

This Amendment No. 2 to the Registration Statement is being filed for the sole purpose of revising certain exhibits to the Registration Statement. No other changes have been made to the Registration Statement. Accordingly, this amendment consists of only the facing page, this explanatory note and Part II of the Registration Statement.

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## PART II INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 8. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. CCBC's Memorandum and Articles of Association provide for indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such, except that such indemnity shall not extend to any matter in respect of any fraud or dishonesty.

This provision, however, will not eliminate or limit liability arising under federal securities laws. CCBC's Memorandum and Articles of Association do not eliminate its directors' fiduciary duties. The inclusion of the foregoing provision may, however, discourage or deter shareholders or management from bringing a lawsuit against directors even though such an action, if successful, might otherwise have benefited CCBC and its shareholders. This provision should not affect the availability of a claim or right of action based upon a director's fraud or dishonesty.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

**Item 9. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Form of Equity Securities Underwriting Agreement*
1.2	Form of Debt Securities Underwriting Agreement*
3.1	Memorandum and Articles of Association <sup>(1)</sup>
4.1	Specimen Ordinary Share Certificate <sup>(1)</sup>
4.2	Certificate of Designation for Preferred Shares*
4.3	Specimen Warrant Certificate*
4.4	Form of Warrant Agreement*
4.5	Form of Subscription Rights Agreement*
4.6	Form of Subscription Rights Certificate*
4.7	Form of Senior Debt Securities Indenture**
4.8	Form of Subordinated Debt Securities Indenture**
4.9	Specimen Unit Certificate*
5.1	Opinion of Conyers Dill & Pearman
5.2	Opinion of Loeb & Loeb LLP**
12.1	Statement regarding the computation of consolidated ratio of earnings to fixed charges**
23.1	Consent of Conyers Dill & Pearman (included in Exhibit 5.1)
23.2	Consent of Loeb & Loeb LLP (included in Exhibit 5.2)**
23.3	Consent of KPMG, independent registered public accounting firm**
23.4	Consent of JunZeJun Law Offices**
23.5	Consent of Frost & Sullivan**
24.1	Power of Attorney (included in signature page of this registration statement)**
25.1	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of the Trustee under the Senior Debt Securities Indenture*
25.2	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of the Trustee under the Subordinated Debt Securities Indenture*
99.1	Acquisition Agreement, dated February 24, 2010, between China Stem Cells (East) Company Limited, a subsidiary of the Registrant and Glorysum Holdings Group Limited.**

\* To be filed as an exhibit to a post-effective amendment to this registration statement or as an exhibit to a report filed or furnished pursuant to the Exchange Act of the Registrant and incorporated herein by reference.

\*\* Previously filed.

(1) Incorporated by reference to the registration statement on Form F-1 of the Registrant (File No. 333-161602).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hong Kong S.A.R., Country of People's Republic of China on October 21, 2010.

**CHINA CORD BLOOD CORPORATION**

By: /s/ Ting Zheng

Ting Zheng

Chairperson and Chief Executive Officer

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ting Zheng</u>	Chief Executive Officer, Chairperson and Director	October 21, 2010
<u>Ting Zheng</u>	(principal executive officer)	
<u>/s/ Albert Chen</u>	Chief Financial Officer	October 21, 2010
<u>Albert Chen</u>	(principal accounting and financial officer)	
<u>*</u>	Director	October 21, 2010
<u>Mark D. Chen</u>		
<u>*</u>	Director	October 21, 2010
<u>Ken Lu</u>		
<u>*</u>	Director	October 21, 2010
<u>Jennifer J. Weng</u>		
<u>*By /s/ Ting Zheng</u>		
<u>Ting Zheng</u>		
<u>Attorney-in-fact</u>		

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of China Cord Blood Corporation, has signed this registration statement or amendment thereto in New York, New York on October 21, 2010.

**Authorized U.S. Representative**

By: /s/ Mitchell S. Nussbaum

Name: Mitchell S. Nussbaum

## INDEX TO EXHIBITS

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China Cord Blood Corporation  
48<sup>th</sup> Floor, Bank of China Tower  
1 Garden Road, Central  
Hong Kong S.A.R.

Dear Sirs,

**Re: China Cord Blood Corporation (the “Company”)**

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form F-3/A (the “**Registration Statement**”) filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about 21 October 2010 under the U.S. Securities Act of 1933, as amended, (the “**Securities Act**”) through which (A) the Company may periodically offer (i) ordinary shares, par value US\$0.0001 per share, in the Company (the “**Ordinary Shares**”), (ii) preferred shares, par value US\$0.0001 per share, in the Company (the “**Preferred Shares**” and together with the Ordinary Shares, “**Equity Securities**”, which term includes any Ordinary Shares or Preferred Shares to be issued pursuant to the conversion, exchange or exercise of any other Securities), (iii) debt securities (the “**Debt Securities**”), (iv) warrants (the “**Warrants**”), (v) rights evidencing the right to purchase Ordinary Shares (the “**Rights**”) and (vi) securities in units each consisting of two or more of the foregoing (the “**Units**” and collectively with the Ordinary Shares, Preferred Shares, Debt Securities, Warrants and Rights, the “**Securities**”); and (B) the selling shareholders named herein may sell up to 14,070,055 Ordinary Shares (the “**Sale Shares**”).

For the purposes of giving this opinion we have examined:

- (i) a copy of the Registration Statement;
  - (ii) the Prospectus forming a part of the Registration Statement;
  - (iii) a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company;
  - (iv) a copy of the amended and restated memorandum and articles of association of the Company adopted by special resolutions passed on 25 June 2009 and effective on 30 June 2009 (the “**Constitutional Documents**”) and the register of members of the Company certified by a director of the Company on 21 October 2010;
  - (v) a copy of resolutions passed by the directors of the Company on 16 August 2010 authorising the filing of the Registration Statement (the “**Resolutions**”); and
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(vi) such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken; (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention; (c) the accuracy and completeness of all factual representations made in the Registration Statement and other documents reviewed by us; (d) that the resolutions contained in the Resolutions were passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended; (e) that the Company will issue the Securities in furtherance of its objects as set out in its memorandum of association; (f) that the Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein; (f) that the Company will have sufficient authorised capital to effect the issue of any of the Equity Securities at the time of issuance, whether as a principal issue or on the conversion, exchange or exercise of any Securities; (g) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein; (h) that the form and terms of any and all Securities (including, without limitation, the designation, powers, preferences, rights, qualifications, limitations and restrictions of Preferred Shares) or other securities (or other obligations, rights, currencies, commodities or other subject matter) comprising the same or subject thereto (in the case of the Warrants, Rights and Units), the issuance and sale thereof by the Company, and the Company's incurrence and performance of its obligations thereunder or in respect thereof (including, without limitation, its obligations under any related agreement, indenture or supplement thereto) in accordance with the terms thereof will not violate the Constitutional Documents nor any applicable law, regulation, order or decree in the Cayman Islands; (i) that all necessary corporate action will be taken to authorise and approve any issuance of Securities (including, if Preferred Shares are to be issued, all necessary corporate action to establish one or more series of Preferred Shares and fix the designation, powers, preferences, rights, qualifications, limitations and restrictions thereof), the terms of the offering thereof and related matters, and that the applicable definitive purchase, underwriting or similar agreement and, if Debt Securities are to be issued, the applicable indenture and any applicable supplements thereto, will be duly approved, executed and delivered by or on behalf of the Company and all other parties thereto; (j) that the applicable purchase, underwriting or similar agreement, any Debt Security, any indenture and any supplement thereto and any other agreement or other document relating to any Security will be valid and binding in accordance with its terms pursuant to its governing law; (k) that the issuance and sale of and payment for the Securities will be in accordance with the applicable purchase, underwriting or similar agreement duly approved by the board of directors of the Company or a duly authorised committee thereof, the Registration Statement (including the prospectus set forth therein and any applicable supplement thereto) and, if Debt Securities are to be issued, the applicable indenture and any applicable supplements thereto; (l) that, upon the issue of any Equity Securities, the Company will receive consideration for the final issue price thereof which shall be equal to at least the par value thereof; (m) the capacity, power and authority of all parties

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other than the Company to enter into and perform their obligations under any and all documents entered into by such parties in connection with the issuance of the Securities, and the due execution and delivery thereof by each party thereto.

The obligations of the Company under any Security (a) will be subject to the laws from time to time in effect relating to bankruptcy, insolvency, liquidation, possessory liens, rights of set off, reorganisation, amalgamation, moratorium or any other laws or legal procedures, whether of a similar nature or otherwise, generally affecting the rights of creditors; (b) will be subject to statutory limitation of the time within which proceedings may be brought; (c) will be subject to general principles of equity and, as such, specific performance and injunctive relief, being equitable remedies, may not be available; (d) may not be given effect to by a Cayman Islands court, if and to the extent they constitute the payment of an amount which is in the nature of a penalty and not in the nature of liquidated damages; (e) may not be given effect by a Cayman Islands court to the extent that they are to be performed in a jurisdiction outside the Cayman Islands and such performance would be illegal under the laws of that jurisdiction. Notwithstanding any contractual submission to the jurisdiction of specific courts, a Cayman Islands court has inherent discretion to stay or allow proceedings in the Cayman Islands against the Company under the Security if there are other proceedings in respect of that Security simultaneously underway against the Company in another jurisdiction. Under Cayman Islands law, a person who is not one of the parties to an agreement is, in general, unable to enforce it.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the offering of the Securities by the Company and is not to be relied upon in respect of any other matter, except that Loeb & Loeb LLP may rely upon it for the purpose of giving their opinion with respect to the Securities in substantially the form of paragraph 3 below.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and validly existing under the laws of the Cayman Islands in good standing (meaning solely that it has not failed to make any filing with any Cayman Islands government authority or to pay any Cayman Islands government fee which would make it liable to be struck off the Registrar of Companies and thereby cease to exist under the laws of the Cayman Islands).
  2. Upon the due issuance of Ordinary Shares and/or Preferred Shares and payment of the consideration therefor, such Ordinary Shares and/or Preferred Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).
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3. The Sale Shares are validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).
4. Upon the due issuance of: (a) Debt Securities of any series; (b) Warrants; (c) Rights and/or (d) Units, and payment of the consideration therefor, such Securities will be validly issued and (except in the case of any Equity Securities forming part of a Unit) will constitute valid and binding obligations of the Company in accordance with the terms thereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the captions "Enforcement of Civil Liabilities" and "Legal Matters" in the Prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

**Conyers Dill & Pearman**

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