
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM F-3

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

SINOVAC BIOTECH LTD.

(Exact name of registrant as specified in its charter)

Not Applicable

(Translation of registrant's name into English)

Antigua, West Indies
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

**No. 39 Shangdi Xi Road,
Haidian District, Beijing 100085
People's Republic of China
Tel: +86-10-8289-0088**

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

**Law Debenture Corporate Services Inc.
400 Madison Avenue, 4th Floor
New York, New York 10017
212-750-6474**

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

Copies to:

**David T. Zhang, Esq.
Eugene Y. Lee, Esq.**
Latham & Watkins
41st Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
+852-2522-7886

Approximate date of commencement of proposed sale to the public: as soon as practicable 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.
File No. 333-163165

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 statement 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.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common shares, par value US\$ 0.001 per share	1,500,000	US\$5.75	US\$8,625,000	US\$642

- (1) Includes (i) common shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public and (ii) common shares that may be purchased by the underwriters pursuant to an over-allotment option. These common shares are not being registered for the purposes of sales outside of the United States.
- (2) In accordance with Rule 462(b) under Securities Act of 1933, an additional amount of common shares having a proposed maximum aggregate offering price of the securities eligible to be sold under the related registration statement on Form F-3 (File No. 333-163165) (the "Initial Registration Statement"), is hereby registered. The registrant previously registered 10,000,000 common shares on the Initial Registration Statement for which a filing fee of \$4,671 was paid.

This registration statement will become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462 (b) under the Securities Act of 1933.

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933. The contents of the registration statement on Form F-3 (Registration No. 333-163165) initially filed by Sinovac Biotech Ltd. with the Securities and Exchange Commission (the "Commission") on November 18, 2009, which was declared effective by the Commission on November 30, 2009, are incorporated herein by reference.

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 Beijing, People's Republic of China, on January 27, 2010.

SINOVAC BIOTECH LTD.

By: /s/ Weidong Yin

Name: Weidong Yin

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on January 27, 2010.

Signature

Title

/s/ Weidong Yin

Weidong Yin

Chairman and Chief Executive Officer
(principal executive officer)

/s/ Jinling Qin

Jinling Qin

Acting Chief Financial Officer
(principal financial and accounting officer)

*

Xianping Wang

Director

*

Simon Anderson

Director

*

Yuk Lam Lo

Director

*

Chup Hung Mok

Director

/s/ Jasmine Marrero

Name: Jasmine Marrero

Title: Manager

Law Debenture Corporate Services Inc.

Authorized U.S. Representative

*By: /s/ Weidong Yin

Name: Weidong Yin

Attorney-in-fact

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INDEX TO EXHIBITS

Exhibit Number	Description of Document
5.1	Opinion of Rhudd & Associates regarding the validity of the common shares to be registered
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Rhudd & Associates (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-3 of Sinovac Biotech Ltd. (Registration No. 333-163165) filed with the Securities and Exchange Commission on November 18, 2009).

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[Letterhead of Rhudd & Associates]

January 27, 2010

Sinovac Biotech Ltd.
No.39 Shangdi Xi Road,
Haidian District, Beijing 100085
People's Republic of China

Dear Sirs,

Sinovac Biotech Ltd. (the "Company")

We have acted as special Antigua and Barbuda legal counsel to the Company and is furnishing this opinion to you in connection with the Registration Statement on Form F-3 (the "462(b) Registration Statement") being filed by the Company with the Securities and Exchange Commission (the "SEC") pursuant Rule 462(b) under the U.S. Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of up to 1,500,000 common shares of the Company (the "Additional Shares"). The 462(b) Registration Statement is being filed in connection with and incorporates by reference the information contained in, the registration statement on Form F-3 (Registration No. 333-163165) (the "Shelf Registration Statement") originally filed with the SEC on November 18, 2009 with respect to the proposed issuance by the Company of up to 10,000,000.00 common shares (together with the Additional Shares, the "Shares").

For the purposes of giving this opinion, we have examined and relied upon copies of the following documents:

- (i) the 462(b) Registration Statement; and
- (ii) the Shelf Registration Statement.

We have also reviewed and relied upon (i) the articles of incorporation and by-laws of the Company, (ii) a copy of the written resolutions of the board of directors of the Company, (iii) the register of members of the Company, and (iv) 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 made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Antigua and Barbuda. This opinion is to be governed by and construed in accordance with the laws of Antigua and Barbuda and is limited to and is given on the basis of the current law and practice in Antigua and Barbuda.

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

- (i) The Company is duly incorporated and existing under the laws of Antigua and Barbuda.
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- (ii) On the assumption that the Shares have been duly authorised prior to the issuance of such Shares, and when the Shares have been issued, delivered and paid for in the manner described in and pursuant to the terms of the Registration Statement and any prospectus supplement filed pursuant thereto, the Shares will be validly issued, fully paid and non-assessable (meaning that no further sums are payable to the Company with respect to the holding of such Shares).

We hereby consent to the filing of this opinion with the SEC as an exhibit to the Registration Statement and to the references to us under the headings “Enforcement of Civil Liabilities” and “Validity of the Securities” in the Registration Statement (including any prospectus and prospectus supplement filed pursuant thereto). In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the Rules and Regulations of the SEC thereunder.

Yours faithfully,

/s/Septimus A. Rhudd

Septimus A. Rhudd
Rhudd & Associates
Attorneys-at-Law

SAR/ab

CONSENT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

We consent to the reference to our firm under the caption “Experts” in the Registration Statement (Form F-3) filed with the Securities and Exchange Commission on January 27, 2010 and related Prospectus of Sinovac Biotech Ltd. for the registration of 1,500,000 common shares and to the incorporation by reference therein of our reports dated April 8, 2009, with respect to the consolidated financial statements of Sinovac Biotech Ltd. and the effectiveness of internal control of financial reporting of Sinovac Biotech Ltd., included in its Annual Report on Form 20-F (as amended) for the year ended December 31, 2008, filed with the Securities and Exchange Commission.

Vancouver, Canada
January 27, 2010

/s/ Ernst & Young LLP

Chartered Accountants
