



Form 6-K

CHINA YUCHAI INTERNATIONAL LTD - CYD

Filed: May 20, 2009 (period: May 20, 2009)

Report of foreign issuer rules 13a-16 and 15d-16 of the Securities Exchange Act

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

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

May 20, 2009

Commission File Number: 1-13522

China Yuchai International Limited

(Translation of registrant's name into English)

16 Raffles Quay #26-00
Hong Leong Building
Singapore 048581

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

TABLE OF CONTENTS

Exhibit Index

| | |
|------|--|
| 99.1 | Press Release dated May 20, 2009 - Receipt of Notice from Shareholders |
| 99.2 | Notice dated May 19, 2009 |
| 99.3 | Response dated May 20, 2009 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

China Yuchai International Limited

Date: May 20, 2009

By: /s/ Teo Tong Kooi

Name: Teo Tong Kooi

Title: President and Director

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release dated May 20, 2009 -Receipt of Notice from Shareholders |
| 99.2 | Notice dated May 19, 2009 |
| 99.3 | Response dated May 20, 2009 |

Receipt of Notice from Shareholders

Singapore, Singapore – May 20, 2009 – The Board of Directors of China Yuchai International Limited (“CYI Board”) wishes to announce that it has received an unsigned notice dated May 19, 2009 from three entities purporting to be shareholders of CYI (“Notice”). The entities have requested the convening of a special general meeting of CYI’s shareholders to consider proposals to: (i) eliminate the “special share” provided for in CYI’s bye-laws, (ii) remove the CEO as an officer and director of CYI, (iii) remove the Audit Committee Chairman as a director of CYI, (iv) appoint two independent directors to be proposed by the three entities and (v) forego the increase in directors’ fees approved at the annual general meeting on April 17, 2009. The CYI Board has been advised that the Notice is invalid as it does not comply with Bermuda law and CYI’s bye-laws and accordingly has declined to convene such a special meeting.

A copy of the foregoing Notice and CYI’s response is attached.

About China Yuchai International

China Yuchai International Limited, through its subsidiary, Guangxi Yuchai Machinery Company Limited (“GYMCL”), engages in the manufacture, assembly, and sale of a wide array of light-duty, medium-sized and heavy-duty diesel engines for construction equipment, trucks, buses, and cars in China. GYMCL also produces diesel power generators, which are primarily used in the construction and mining industries. Through its regional sales offices and authorized customer service centers, the Company distributes its diesel engines directly to auto OEMs and retailers and provides maintenance and retrofitting services throughout China. Founded in 1951, GYMCL has established a reputable brand name, strong research & development team and significant market share in China with high-quality products and reliable after-sales support. In 2008, GYMCL sold approximately 372,000 diesel engines and was consistently ranked No. 1 in unit sales by China Association of Automobile Manufacturers. For more information, please visit <http://www.cylimited.com>

For more information, please contact:

Kevin Theiss / Dixon Chen

Grayling Global

Tel: +1-646-284-9409

Email: ktheiss@hfgcg.com

dchen@hfgcg.com

May 19, 2009

Board of Directors
China Yuchai International Limited
16 Raffles Quay
#26-00 Hong Leong Building
Singapore 048581

To the board of directors of China Yuchai International Limited

The undersigned shareholders, as a group (the "Shareholder Group"), having ownership interest and/or proxies for in excess of 12.5% of the outstanding common stock of China Yuchai International, hereby notify the corporate secretary, Mr. Ira Stuart Outerbridge III, that pursuant to article 24 of the corporate by-laws he is required to convene a Special General Meeting no later than July 20th 2009. We further instruct that the items 1 to 5 below be put forward for shareholder vote at that meeting:

1. Amendments to be enacted, to the corporate by-laws, to remove the Golden Share provision and all related provisions.
2. Immediate removal of Mr. Teo Tong Kooi as an officer and director of China Yuchai International Limited and the appointment of a CEO who is qualified and competent to serve in that capacity at a company which is publicly listed in the United States.
3. Immediate removal of Mr. Tan Aik-Leang as Audit Committee Chairman and as a director of the company. In his capacity as audit committee chairman he has failed to oversee the auditing and release of company financials in a timely and effective fashion. A new auditor has just been ratified at the recent shareholder meeting and the timing is ideal to appoint a new director who can fulfill the Audit Committee Chairman function in an effective and competent fashion. Mr. Tan Aik-Leang has also failed in his duty as an independent director to act in the best interests of the public shareholders.
4. Appointment of two independent directors, by the Shareholder Group, in order to improve governance and represent the interests of the public shareholders. The Shareholder Group owns or has proxies for more than 12.5% of the common stock. In addition, we have expressions of support from other holders who represent approximately 5% and we feel strongly that, at the required Special Meeting, we will get substantially more support (an additional 15%, based on advice from parties experienced in these matters). There are two directors who represent the interests of the Chinese held shares. As the Shareholder Group will have support from a larger number of shares, we believe that we are entitled to at least that level of representation.
5. Agreement to forego the increase in directors fees, which we have been told by management were approved at the shareholder meeting on 17th April 2009.

In anticipation that the board of directors of China Yuchai International will begin to act in the best interests of the majority of the shareholders, we look forward to hearing from you.

Sincerely,
Himanshu H. Shah
Shah Capital Management

Patrick Manning
Quasar Capital Management/ Trellus Management

TheoMuller

May 20, 2009

Quasar Capital Management
780 3rd . Av., 43rd Floor,
New York, N.Y. 10017

Attention: Mr. Patrick Manning

Dear Mr. Shah, Mr. Muller, and Mr. Manning, (Mr. Manning is designated as the representative of the shareholder group at paddymanning@quasarcap.com).

I refer to your post-dated notice (“Notice”) dated May 19, 2009 addressed to the Board of Directors of China Yuchai International Limited (“CYI Board”) requisitioning for a special general meeting to be convened no later than July 20, 2009.

The CYI Board has been advised that the Notice is invalid as it does not comply with Bermuda law and CYI’s bye-laws and accordingly is declining to convene such a special meeting.

Sincerely,

/s/ Deborah Foo
General Counsel
For and on behalf of the Board of Directors