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Form 6-K

CHINA YUCHAI INTERNATIONAL LTD - CYD

Filed: May 15, 2012 (period: May 15, 2012)

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

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SIGNATURES

EX-99.1 (EX-99.1)

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**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 15, 2012

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 offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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 registrant in connection with Rule 12g3-2(b): **Not applicable.**

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99.1 [Notice of Annual General Meeting of China Yuchai International Limited](#)

99.2 [Proxy Form](#)

NOTICE OF ANNUAL GENERAL MEETING

CHINA YUCHAI INTERNATIONAL LIMITED

To all Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of **CHINA YUCHAI INTERNATIONAL LIMITED** (the “**Company**”) will be held at Hotel Nikko, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, June 15, 2012 at 9.30 a.m. (Hong Kong time) for the following purposes:

As Ordinary Business

1. To receive and adopt the audited financial statements and independent auditors’ report for the financial year ended December 31, 2011.
2. To approve an increase in the limit of the Directors’ fees as set out in Bye-law 10(11) of the Bye-laws of the Company from US\$250,000 to US\$593,973 for the financial year 2011 (Directors’ fees paid for FY 2010: US\$625,205).
3. To re-elect the following Directors retiring pursuant to Bye-law 4(2) of the Bye-laws of the Company to hold office until the next annual general meeting of the Company:
 - (i) Mr Kwek Leng Peck
 - (ii) Mr Gan Khai Choon
 - (iii) Mr Francis Yuen Kin Pheng
 - (iv) Mr Tan Aik-Leang
 - (v) Mr Neo Poh Kiat
 - (vi) Mr Matthew Richards
 - (vii) Mr Han Yi Yong
4. To re-elect the following Directors retiring pursuant to Bye-law 4(3) of the Bye-laws of the Company to hold office until the next annual general meeting of the Company:
 - (i) Ms Wang Hong (appointed on July 15, 2011)
 - (ii) Mr Benny Goh Heng Heng (appointed on September 14, 2011)
 - (iii) Mr Hoh Weng Ming (appointed on November 11, 2011)
5. To authorize the Board of Directors to appoint Directors up to the maximum of 11 or such maximum number as determined from time to time by the shareholders in general meeting to fill any vacancies on the Board.
6. To re-appoint Messrs Ernst & Young LLP as independent auditors of the Company and to authorize the Audit Committee to fix their remuneration.
7. To transact any other business as may properly come before the Meeting or any adjournment thereof.

By Order of the Board

Benny Goh Heng Heng
President
Date: May 15, 2012

Notes:

1. Pursuant to the bye-laws of the Company, no resolution of Members may be passed without the affirmative vote of the Special Share cast by the holder of the Special Share.
2. By resolution of the Board, only Members entered in the Register of Members of the Company at the close of business on May 7, 2012 (New York time) are entitled to receive notice of and to attend and vote at the Meeting.
3. A Member is entitled to appoint one or more proxies to attend and vote in his stead.
4. A proxy need not be a member of the Company.
5. If a proxy is appointed, the proxy form and the power of attorney or other authority (if any) under which it is signed, must be lodged with the Company at 16 Raffles Quay, #26-00 Hong Leong Building, Singapore 048581, Republic of Singapore OR to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 not less than 48 hours before the time appointed for the Meeting, that is no later than 9.30 a.m. on Wednesday, June 13, 2012 (Singapore time) or 9.30 p.m. on Tuesday, June 12, 2012 (New York time).

CHINA YUCHAI INTERNATIONAL LIMITED
16 RAFFLES QUAY
#26-00 HONG LEONG BUILDING
SINGAPORE 048581

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 9:30 p.m. Eastern Time on Tuesday, June 12, 2012. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 9:30 p.m. Eastern Time on Tuesday, June 12, 2012. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M47558-P27530

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CHINA YUCHAI INTERNATIONAL LIMITED		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.								
<p>The Board of Directors recommends you vote FOR the following:</p>													
3.	To re-elect the following Directors retiring pursuant to Bye-law 4(2) of the Bye-laws of the Company to hold office until the next annual general meeting of the Company:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____								
<p>Nominees:</p> <table border="0"> <tr> <td>01) Mr Kwek Leng Peck</td> <td>05) Mr Neo Poh Kiat</td> </tr> <tr> <td>02) Mr Gan Khai Choon</td> <td>06) Mr Matthew Richards</td> </tr> <tr> <td>03) Mr Francis Yuen Kin Pheng</td> <td>07) Mr Han Yi Yong</td> </tr> <tr> <td>04) Mr Tan Aik-Leang</td> <td></td> </tr> </table>						01) Mr Kwek Leng Peck	05) Mr Neo Poh Kiat	02) Mr Gan Khai Choon	06) Mr Matthew Richards	03) Mr Francis Yuen Kin Pheng	07) Mr Han Yi Yong	04) Mr Tan Aik-Leang	
01) Mr Kwek Leng Peck	05) Mr Neo Poh Kiat												
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03) Mr Francis Yuen Kin Pheng	07) Mr Han Yi Yong												
04) Mr Tan Aik-Leang													
					For Against Abstain								
4.	To re-elect the following Directors retiring pursuant to Bye-law 4(3) of the Bye-laws of the Company to hold office until the next annual general meeting of the Company:	For	Against	Abstain									
	A) Ms Wang Hong (appointed on July 15, 2011)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
	B) Mr Benny Goh Heng Heng (appointed on September 14, 2011)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
	C) Mr Hoh Weng Ming (appointed on November 11, 2011)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
<p>The Board of Directors recommends you vote FOR the following proposals:</p>													
1.	To receive and adopt the audited financial statements and independent auditors' report for the financial year ended December 31, 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
For address changes and/or comments, please check this box and write them on the back where indicated.				<input type="checkbox"/>									
<p>2. To approve an increase in the limit of the Directors' fees as set out in Bye-law 10(11) of the Bye-laws of the Company from US\$250,000 to US\$593,973 for the financial year 2011 (Directors' fees paid for FY 2010: US\$625,205).</p>													
<p>5. To authorize the Board of Directors to appoint Directors up to the maximum of 11 or such maximum number as determined from time to time by the shareholders in general meeting to fill any vacancies on the Board.</p>													
<p>6. To re-appoint Messrs Ernst & Young LLP as independent auditors of the Company and to authorize the Audit Committee to fix their remuneration.</p>													
					<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>								
<p>Please sign exactly as your name(s) appear(s) hereon within the box. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.</p>													
<input type="text"/> Signature of Shareholder/Common Seal		<input type="text"/> Date		<input type="text"/> Signature of Shareholder/Common Seal									
				<input type="text"/> Date									

IMPORTANT – Please read the following notes before completing this form

1. You may appoint a proxy of your choice who need not be a Member of the Company by inserting the proxy's name on this proxy form in the space provided. If you do not enter a name in the space provided, the Chairman or such other person as he may designate will be authorised to act as your proxy.
2. A member is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. For ease of administration, we would request members not to appoint more than two proxies.
3. The Company shall be entitled to reject a proxy form which is incomplete, improperly completed or illegible. If the true intentions of the appointer are not ascertainable from the instruction of the appointer specified on the proxy form and in relation to any other matter which may come before the Meeting, the proxy shall be entitled to vote in his/her discretion.
4. In the case of a corporation, this proxy must be executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign.
5. To be valid, this proxy and the power of attorney or other authority (if any) under which it is signed, must be lodged with the Company at 16 Raffles Quay, #26-00 Hong Leong Building, Singapore 048581, Republic of Singapore OR Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 not less than 48 hours before the time appointed for the Meeting, that is no later than 9.30 a.m. on Wednesday, June 13, 2012 (Singapore time) or 9.30 p.m. on Tuesday, June 12, 2012 (New York time).
6. In the case of joint holders of any share, this proxy may be signed by any one of such joint holders. At the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
7. Pursuant to the Bye-laws of the Company, no resolution of Members may be passed without the affirmative vote of the Special Share cast by the holder of the Special Share.
8. By resolution of the Board, only Members entered in the Register of Members of the Company at the close of business on May 7, 2012 (New York time) are entitled to receive notice of and to attend and vote at the Annual General Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:

Notice of Annual General Meeting and Annual Report are available at www.proxyvote.com.

M47559-P27530

**CHINA YUCHAI INTERNATIONAL LIMITED
ANNUAL GENERAL MEETING OF SHAREHOLDERS
JUNE 15, 2012 9:30 A.M.**

I/We, _____ of _____ being (a) shareholder(s) of China Yuchai International Limited (the "Company"), hereby appoint(s) Name: _____ and/or _____ with Passport Number: _____ and/or _____ of Address: _____ and/or _____ holding Proportion of shareholding (%): _____ and/or _____ or failing him/her, the Chairman of the Meeting or such other person as he may designate as my/our proxy(ies) to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Hotel Nikko, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, June 15, 2012 at 9:30 a.m. (Hong Kong time), and at any adjournment thereof.

Address Changes/Comments: _____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

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Source: CHINA YUCHAI INTERNATIONAL LTD, 6-K, May 15, 2012