

CHINA YUCHAI INTERNATIONAL LTD

Form 20-F

July 15, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 20-F**

- o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
OR**
- þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2008  
OR**
- o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
OR**
- o **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 \_\_\_\_\_  
Commission file number 1-13522**

**China Yuchai International Limited  
(Exact Name of Registrant as Specified in Its Charter)**

**Not Applicable  
(Translation of Registrant's Name  
Into English)**

**Bermuda  
(Jurisdiction of Incorporation or  
Organization)**

**16 Raffles Quay #26-00  
Hong Leong Building  
Singapore 048581  
65-6220-8411**

**(Address and Telephone Number of Principal Executive Offices)**

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

**Title of Each Class  
Common Stock, par value US\$0.10 per  
share**

**Name of Each Exchange on Which  
Registered**

**The 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.

As of December 31, 2008, 37,267,673 shares of common stock, par value US\$0.10 per share, and one special share, par value US\$0.10, were issued and outstanding.

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

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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 or  
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. Item 17  Item 18

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

**(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

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**Table of Contents****Certain Definitions and Supplemental Information**

All references to China, PRC and the State in this Annual Report are references to the People's Republic of China. Unless otherwise specified, all references in this Annual Report to US dollars, dollars, US\$ or \$ are to United States dollars; all references to Renminbi or Rmb are to Renminbi, the legal tender currency of China; all references to S\$ are to Singapore dollars, the legal tender currency of Singapore. Unless otherwise specified, translation of amounts for the convenience of the reader has been made in this Annual Report (i) from Renminbi to US dollars at the rate of Rmb 6.8343 = US\$1.00, the rate quoted by the People's Bank of China, or PBOC, on June 15, 2009 and (ii) from Singapore dollar to US dollars at the rate of S\$1.4608 = US\$1.00, the noon buying rate in New York for cable transfers payable in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York on June 15, 2009. No representation is made that the Renminbi amounts or Singapore dollar amounts could have been, or could be, converted into US dollars at rates specified herein or any other rate.

Our consolidated financial statements are reported in Renminbi and prepared in conformity with accounting principles generally accepted in the United States of America, or US GAAP. Totals presented in this Annual Report may not correctly total due to rounding of numbers. References to a particular fiscal year are to the period ended December 31 of such year.

As used in this Annual Report, unless the context otherwise requires, the terms the Company, CYI, we, us, our, our company refer to China Yuchai International Limited and its subsidiaries. All references herein to Yuchai are to Guangxi Yuchai Machinery Company Limited and its subsidiaries and, prior to its incorporation in July 1992, to the machinery business of its predecessor, Guangxi Yulin Diesel Engine Factory, or Yulin Diesel, which was founded in 1951 and became a state-owned enterprise in 1959. In the restructuring of Yulin Diesel in July 1992, its other businesses were transferred to Guangxi Yuchai Machinery Holdings Company, also sometimes referred to as Guangxi Yuchai Machinery Group Company Limited, or the State Holding Company, which became a shareholder of Yuchai. All references to HLGE are to HL Global Enterprises Limited (formerly known as HLG Enterprise Limited); and all references to the HLGE group are to HLGE and its subsidiaries. All references to TCL are to Thakral Corporation Ltd; and all references to the TCL group are to TCL and its subsidiaries.

As of December 31, 2008, 37,267,673 shares of our common stock, par value US\$0.10 per share, or Common Stock, and one special share, par value US\$0.10, of our Common Stock were issued and outstanding. The weighted average shares of common stock outstanding during the year was 37,267,673. Unless otherwise indicated herein, all percentage share amounts with respect to the Company are based on the weighted average number of shares of 37,267,673 for 2008. As of June 1, 2009, 37,267,673 shares of our Common Stock, and one special share, par value US\$0.10, of our Common Stock were issued and outstanding.

In China, Euro III emission standards are referred to as National III emission standards and all references to National III emissions standards are equivalent to references to Euro III emission standards.

**Cautionary Statements with Respect to Forward-Looking Statements**

We wish to caution readers that the forward-looking statements contained in this Annual Report, which include all statements which, at the time made, address future results of operations, are based upon our interpretation of factors affecting our business and operations. We believe that the following important factors, among others, in some cases have affected, and in the future could affect our consolidated results and could cause our consolidated results for 2009 and beyond to differ materially from those described in any forward-looking statements made by us or on our behalf:

- political, economic and social conditions in China, including the Chinese government's specific policies with respect to foreign investment, economic growth, inflation and the availability of credit, particularly to the extent such current or future conditions and policies affect the truck and diesel engine industries and markets in China, our diesel engine customers, the demand, sales volume and sales prices for our diesel engines and our levels of accounts receivable;

- the effects of unfavourable economic and market conditions and the current volatility in stock markets around the world adversely impacting the entire financial industry and capital markets resulting in a worldwide economic slowdown, on our business, operating results and growth rates;

the effects of competition in the diesel engine market on the demand, sales volume and sales prices for our diesel engines;

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- the effects of existing material weaknesses in our internal control over financial reporting and our ability to implement and maintain effective internal control over financial reporting;
- our ability to collect and control our levels of accounts receivable;
- our dependence on the Dongfeng Automobile Company and other major diesel truck manufacturers controlled by or affiliated with the Dongfeng Automobile Company;
- our ability to successfully manufacture and sell our 4108, 4110, 4110Q, 4112, 4F, 4G, 6105, 6108, 6112, 6L/6M (formerly referred to as 6113) heavy-duty diesel engines and any new products;
- our ability to finance our working capital and capital expenditure requirements, including obtaining any required external debt or other financing;
- the effects of inflation on our financial condition and results of operations, including the effects on Yuchai's costs of raw materials and parts and labor costs;
- our ability to successfully implement the Reorganization Agreement, as amended by the Cooperation Agreement (both as defined in Item 4. Information on the Company History and Development Reorganization Agreement ) (See Item 4. Information on the Company History and Development Cooperation Agreement );
- our ability to control Yuchai and consolidate Yuchai's financial results;
- the effects of China's political, economic and social conditions on our financial condition, results of operations, business or prospects;
- the effects of uncertainties in the Chinese legal system, which could limit the legal protection available to foreign investors, including with respect to the enforcement of foreign judgments in China;
- the effects of adverse economic conditions in consumer spending patterns and its impact on the demand for the TCL group's consumer electronics products;
- the effects of our disagreement with the other major shareholders of TCL over the running of TCL group's operations and its proposed change in its strategy from consumer electronics to real estate and related infrastructure investment in the pan-Asian region;
- the ability of TCL to obtain shareholders and regulatory approvals for, and successfully implement, its announced strategy of repositioning its principal business from consumer electronics distribution to real estate and related infrastructure investment in the pan-Asian region;
- the effects of changes to the international, regional and economic climate and market conditions in countries where the HLGE group's hospitality operations are located, as well as related global economic trends that adversely impact the travel and tourism industries;
- the outbreak of communicable diseases, such as the recent Influenza A (H1N1) virus and the Avian flu, if not contained, and its potential effects on the operations of the HLGE group and its business in the hospitality industry; and
- the impact of terrorism, terrorist events, airline strikes, hostilities between countries or increased risk of natural disasters or viral epidemics that may affect travel patterns and reduce the number of travelers and tourists to the

HLGE group's hospitality operations.



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Our actual results, performance, or achievement may differ from those expressed in, or implied by, the forward-looking statements contained in this Annual Report. Accordingly, we can give no assurances that any of the events anticipated by these forward-looking statements will transpire or occur or, if any of the foregoing factors or other risks and uncertainties described elsewhere in this Annual Report were to occur, what impact they will have on these forward-looking statements, including our results of operations or financial condition. In view of these uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. We expressly disclaim any obligation to publicly revise any forward-looking statements contained in this Annual Report to reflect the occurrence of events after the date of this Annual Report.

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS.**

Not Applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.**

Not Applicable.

**ITEM 3. KEY INFORMATION.**

**Selected Financial Data**

The selected financial information set forth below should be read in conjunction with, and is qualified in its entirety by reference to, Item 5. Operating and Financial Review and Prospects and our audited consolidated financial statements and the notes thereto included in this Annual Report. Our consolidated financial statements are prepared in conformity with US GAAP.

On May 30, 2008, the Company filed an amendment to its annual report on Form 20-F for the year ended December 31, 2005 containing the restated financial statements as of and for the year ended December 31, 2005 to reflect certain adjustments to correct accounting errors mainly at Yuchai for such period.

We currently own, through six of our wholly-owned subsidiaries, 76.4% of the outstanding shares of Yuchai. Our ownership interest in Yuchai is our main operating asset. As a result, our financial condition and results of operations depend primarily upon Yuchai's financial condition and results of operations, and the implementation of the Reorganization Agreement, as amended by the Cooperation Agreement.

Following an announcement in February 2005 by the Board of Directors of the Company of its approval of the implementation of our business expansion and diversification plan, we have looked for new business opportunities to seek to reduce our financial dependence on Yuchai. As of December 31, 2008, we had a 34.4% interest in the outstanding ordinary shares of TCL and a 45.4% interest in the outstanding ordinary shares of HLGE. As of June 1, 2009, our interest in the outstanding ordinary shares of TCL and HLGE remained unchanged. For further information on the Company's investments in TCL and HLGE, see Item 5. Operating and Financial Review and Prospects Business Expansion and Diversification Plan .

The selected consolidated balance sheet data as of December 31, 2007 and 2008 and the selected consolidated statement of operations data and selected consolidated statement of cash flows data set forth below for the years ended December 31, 2006, 2007 and 2008 are derived from our audited consolidated financial statements included in this Annual Report. Our selected consolidated balance sheet data set forth below as of December 31, 2004, 2005 and 2006 and selected consolidated statement of operations data and selected consolidated statement of cash flows data for the years ended December 31, 2004 and 2005 are derived from our audited consolidated financial statements not included in this Annual Report.

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	<b>Year ended December 31,</b>					
	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2008</b>
	<b>Rmb</b>	<b>Rmb</b>	<b>Rmb</b>	<b>Rmb</b>	<b>Rmb</b>	<b>US\$(<sup>1</sup>)</b>
<b>Selected Consolidated Statement of Income Data:</b>						
Revenues, net	5,582,095	5,816,740	6,920,528	9,556,303	10,384,022	1,519,398
Gross profit	1,575,209	1,143,383	1,272,121	1,944,718	1,822,502	266,670
Research and development costs	(136,960)	(123,793)	(167,653)	(153,146)	(177,370)	(25,953)
Provision for uncollectible loans to a related party		(202,950)				
Operating income	779,929	26,020	304,479	841,556	603,907	88,364
Other income/(expense), Net	5,682	25,449	38,856	53,554	43,261	6,329
Equity in income/(loss), net of affiliates		(6,032)	(22,449)	14,048	(36,573)	(5,351)
Earnings / (loss) before income taxes and minority Interests	753,854	(25,090)	203,395	783,914	463,622	67,837
Income taxes	(105,165)	(10,148)	(30,466)	(68,518)	(110,531)	(16,173)
Income / (loss) before minority Interests	648,689	(35,238)	172,929	715,396	353,091	51,644
Minority interests in (income) / losses of Consolidated Subsidiaries	(157,292)	2,947	(61,645)	(189,927)	(100,641)	(14,726)
Net income / (loss)	491,397	(32,291)	111,284	525,469	252,450	36,938
Basic and diluted earnings / (loss) per common share	13.90	(0.89)	2.99	14.10	6.77	0.99
Weighted average number of shares	35,340	36,460	37,268	37,268	37,268	37,268

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	<b>2004</b>	<b>2005</b>	<b>As of December 31,</b>		<b>2008</b>	<b>2008</b>
	<b>Rmb</b>	<b>Rmb</b>	<b>2006</b>	<b>2007</b>	<b>Rmb</b>	<b>US\$<sup>(1)</sup></b>
			<b>Rmb</b>	<b>Rmb</b>		
			<b>(in thousands)</b>			
<b>Selected Consolidated Balance Sheet Data:</b>						
Working capital <sup>(2)</sup>	1,402,226	823,324	457,449	1,028,732	1,027,660	150,368
Property, plant and equipment, net	1,158,931	1,440,712	1,795,405	2,158,246	2,149,290	314,485
Trade accounts and bills receivable, net	875,565	1,178,853	1,480,918	3,107,785	2,537,681	371,315
Short-term bank loans	430,000	812,835	1,009,134	819,164	1,068,675	156,369
Trade accounts payable	1,089,717	1,800,443	2,132,798	2,509,962	2,612,928	382,326

	<b>2004</b>	<b>2005</b>	<b>As of December 31,</b>		<b>2008</b>	<b>2008</b>
	<b>Rmb</b>	<b>Rmb</b>	<b>2006</b>	<b>2007</b>	<b>Rmb</b>	<b>US\$<sup>(1)</sup></b>
			<b>Rmb</b>	<b>Rmb</b>		
			<b>(in thousands)</b>			
Total assets	5,384,248	6,679,630	7,961,357	9,579,184	9,712,678	1,421,166
Long-term bank loans	100,000	50,000	675,454	767,929	254,529	37,243
Minority interests	724,311	654,687	693,296	849,527	974,046	142,524
Total stockholders equity	2,483,084	2,566,263	2,728,399	3,294,465	3,430,825	502,000

	<b>2004</b>	<b>2005</b>	<b>Year ended December 31,</b>		<b>2008</b>	<b>2008</b>
	<b>Rmb</b>	<b>Rmb</b>	<b>2006</b>	<b>2007</b>	<b>Rmb</b>	<b>US\$<sup>(1)</sup></b>
			<b>Rmb</b>	<b>Rmb</b>		
			<b>(in thousands)</b>			
<b>Selected Consolidated Statement of Cash Flows Data:</b>						
Net cash provided by operating activities	589,608	234,770	634,146	84,554	632,686	92,575
Capital expenditures <sup>(3)</sup>	552,902	515,359	323,781	265,258	480,333	70,282

- (1) The Company's functional currency is the U.S. dollar and its reporting currency is Renminbi. The functional currency of Yuchai is Renminbi. Translation of amounts from Renminbi to U.S. dollars is solely for

the convenience of  
the reader.

Translation of  
amounts from  
Renminbi to U.S.  
dollars has been  
made at the rate of  
Rmb 6.8343 =  
US\$1.00, the rate  
quoted by the  
People's Bank of  
China at the close  
of business on  
June 15, 2009. No  
representation is  
made that the  
Renminbi amounts  
could have been, or  
could be, converted  
into U.S. dollars at  
that rate or at any  
other rate prevailing  
on June 15, 2009 or  
any other date. The  
rate quoted by the  
People's Bank of  
China at the close  
of business on  
December 31, 2008  
was Rmb 6.8346 =  
US\$1.00.

- (2) Current assets less  
current liabilities.
- (3) Purchase of  
property, plant and  
equipment and  
payment for  
construction in  
progress.

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Our principal source of cash flow has historically been our share of the dividends, if any, paid to us by Yuchai, as described under Item 5. Operating and Financial Review and Prospects Liquidity and Capital Resources.

In May 1993, in order to finance further expansion, Yuchai sold shares to the Company, or Foreign Shares, and became a Sino-foreign joint stock company.

Chinese laws and regulations applicable to a Sino-foreign joint stock company require that before Yuchai distributes profits, it must (i) recover losses in previous years; (ii) satisfy all tax liabilities; and (iii) make contributions to the statutory reserve fund in an amount equal to 10% of net income for the year determined in accordance with generally accepted accounting principles in the PRC, or PRC GAAP. However, the allocation of statutory reserve fund will not be further required once the accumulated amount of such fund reaches 50.0% of the registered capital of Yuchai.

Any determination by Yuchai to declare a dividend will be at the discretion of Yuchai's shareholders and will be dependent upon Yuchai's financial condition, results of operations and other relevant factors. Yuchai's Articles of Association provide that dividends shall be paid once a year. To the extent Yuchai has foreign currency available, dividends declared by shareholders at a shareholders' meeting to be paid to holders of Foreign Shares (currently only us) will be payable in foreign currency, and such shareholders will have priority thereto. If the foreign currency available is insufficient to pay such dividends, such dividends may be payable partly in Renminbi and partly in foreign currency. Dividends allocated to holders of Foreign Shares may be remitted in accordance with the relevant Chinese laws and regulations. In the event that the dividends are distributed in Renminbi, such dividends may be converted into foreign currency and remitted in accordance with the relevant Chinese laws, regulations and policies.

The following table sets forth a five-year summary of dividends we have paid to our shareholders as well as dividends paid to us by Yuchai:

<b>Financial Year</b>	<b>Dividend paid by the Company to its shareholders in the financial year (per share)</b>	<b>Dividend paid by Yuchai to the Company<sup>(1)</sup> for the financial year (in thousands)</b>
2004	Nil	Rmb 231,309 (US\$27,906) <sup>(2)</sup>
2005	US\$0.39	Rmb 72,282 (US\$9,039) <sup>(3)</sup>
2006	US\$0.02 <sup>(4)</sup>	Rmb 72,284 (US\$9,598) <sup>(5)</sup>
2007	US\$0.10 <sup>(6)</sup>	Rmb 108,313 (US\$15,811) <sup>(7)</sup>
2008	US\$0.10 <sup>(8)</sup>	Nil

- (1) Dividends paid by Yuchai to us, as well as to other shareholders of Yuchai, were declared in Renminbi and paid in US dollars (as shown in parentheses) based on the exchange rates at local designated foreign exchange banks on the respective payment dates. For dividends paid for 2004, 2005, 2006 and 2007, the exchange rate used was Rmb 8.2765 = US\$1.00, Rmb 7.9967 = US\$1.00, Rmb 7.5310 = US\$1.00 and Rmb 6.8357 = US\$1.00

respectively.

- (2) The dividend declared for 2004 by Yuchai was paid to us in 2005 following the execution of the Reorganization Agreement (as defined in Item 4. Information on the Company-History and Development-Reorganization Agreement ).
- (3) On June 26, 2006, Yuchai declared a dividend to all shareholders in respect of the fiscal year ended December 31, 2005 and the amount attributable to the Company was Rmb 72.3 million. We received this dividend on July 28, 2006.
- (4) On December 4, 2006, we declared an interim dividend of US\$0.02 per ordinary share to all shareholders in respect of the fiscal year ended December 31, 2006. This dividend was paid to the shareholders on December 28, 2006.
- (5) The dividend declared for 2006 by Yuchai was paid to us on September 17, 2007.
- (6) On September 28, 2007, we declared a second interim dividend of US\$0.10 per ordinary share amounting to US\$3.7 million to all shareholders in respect of the fiscal year ended December 31, 2006. This dividend was paid to the shareholders on October 24, 2007.
- (7) The dividend declared for 2007 by Yuchai was paid to us on August 22, 2008.

- (8) On August 25, 2008, we declared an interim dividend of US\$0.10 per ordinary share amounting to US\$3.7 million to all shareholders in respect of the fiscal year ended December 31, 2007. This dividend was paid to the shareholders on September 19, 2008.

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On December 31, 2008, the PBOC rate was Rmb 6.8346 = US\$1.00. On June 15, 2009, the PBOC rate was Rmb 6.8343 = US\$1.00.

On December 31, 2008, the noon buying rate was Rmb 6.8225 = US\$1.00. On June 15, 2009, the noon buying rate was Rmb 6.8302 = US\$1.00.

The following tables set forth certain information concerning exchange rates between Renminbi and US dollars based on the noon buying rate in New York for cable transfers payable in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York for the periods indicated:

Period	Noon Buying Rate <sup>(1)</sup> (Rmb per US\$1.00)	
	High	Low
December 2008	6.8842	6.8225
January 2009	6.8403	6.8225
February 2009	6.8470	6.8241
March 2009	6.8438	6.8240
April 2009	6.8361	6.8180
May 2009	6.8326	6.8176
June 2009	6.8371	6.8264

Period	Noon Buying Rate <sup>(1)</sup> (Rmb per US\$1.00)			
	Period End	Average <sup>(2)</sup>	High	Low
2004	8.2765	8.2768	8.2774	8.2764
2005	8.0702	8.1734	8.2765	8.0702
2006	7.8041	7.9579	8.0702	7.8041
2007	7.2946	7.5806	7.8127	7.2946
2008	6.8225	6.9193	7.2946	6.7800
2009 (through June 15, 2009)	6.8361	6.8325	6.8470	6.8176



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- (1) The noon buying rate in New York for cable transfers payable in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. Since April 1994, the noon buying rate has been based on the rate quoted by the PBOC. As a result, since April 1994, the noon buying rate and the PBOC rate have been substantially similar. The PBOC rate at the end of 2007 was Rmb 7.2946, compared with RMB 7.5806 for the noon buying rate (average) for the year ended December 31, 2007. The PBOC rate at the end of 2008 was Rmb 6.8346, compared with Rmb 6.9193 for the noon buying rate (average) for the

year ended  
December 31,  
2008.

- (2) Determined by averaging the rates on the last business day of each month during the relevant period.

### **Risk Factors**

#### **Risks relating to our shares and share ownership**

##### ***Our controlling shareholder's interests may differ from those of our other shareholders.***

Our controlling shareholder, Hong Leong Asia Ltd., or Hong Leong Asia, indirectly owns 7,913,769, or 21.2%, of the outstanding shares of our Common Stock, as well as a special share that entitles it to elect a majority of our directors. Hong Leong Asia controls us through its wholly-owned subsidiary, Hong Leong (China) Limited, or Hong Leong China, and through HL Technology Systems Pte Ltd, or HL Technology, a wholly-owned subsidiary of Hong Leong China. HL Technology owns approximately 21.0% of the outstanding shares of our Common Stock and is, and has since August 2002 been, the registered holder of the special share. Hong Leong Asia also owns, and has since May 2005 owned, through another wholly-owned subsidiary, Well Summit Investments Limited, approximately 0.2% of the outstanding shares of our Common Stock. Hong Leong Asia is a member of the Hong Leong Investment Holdings Pte Ltd., or Hong Leong Investment, group of companies. Prior to August 2002, we were controlled by Diesel Machinery (BVI) Limited, or Diesel Machinery, which, until its dissolution, was a holding company controlled by Hong Leong China and was the prior owner of the special share. Through HL Technology's stock ownership and the rights accorded to the Special Share under our bye-laws and various agreements among shareholders, Hong Leong Asia is able to effectively approve and effect most corporate transactions. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Shareholders Agreement. In addition, our shareholders do not have cumulative voting rights. There can be no assurance that Hong Leong Asia's actions will be in the best interests of our other shareholders. See also Item 7. Major Shareholders and Related Party Transactions Major Shareholders.

##### ***We may experience a change of control as a result of sale or disposal of shares of our Common Stock by our controlling shareholders.***

As described above, HL Technology, a subsidiary of Hong Leong Asia, owns 7,831,169 shares of our Common Stock, as well as the special share. If HL Technology reduces its shareholding to less than 7,290,000 shares of our Common Stock, our Bye-Laws provide that the special share held by HL Technology will cease to carry any rights, and Hong Leong Asia may as a result cease to have control over us. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders The Special Share. If HL Technology sells or disposes of all of the shares of our Common Stock, we cannot determine what control arrangements will arise as a result of such sale or disposal (including changes in our management arising therefrom), or assess what effect those control arrangements may have, if any, on our financial condition, results of operations, business, prospects or share price.

In addition, certain of our financing arrangements have covenants requiring Hong Leong Asia to retain ownership of the special share and that we remain a principal subsidiary (as defined in such arrangements) of Hong Leong Asia. A breach of that covenant may require us to pay all outstanding amounts under those financing arrangements. There can be no assurance that we will be able to pay such amounts or obtain alternate financing.

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### ***The market price for our Common Stock may be volatile.***

In recent periods, there has been volatility in the market price for our Common Stock. The market price could fluctuate substantially in the future in response to a number of factors, including:

our interim operating results;

the availability of raw materials used in our engine production, particularly steel and cast iron;

the public's reaction to our press releases and announcements and our filings with the Securities and Exchange Commission;

changes in financial estimates or recommendations by stock market analysts regarding us, our competitors or other companies that investors may deem comparable;

operating and stock price performance of our competitors or other companies that investors may deem comparable;

changes in general economic conditions, especially the impact of the global financial crisis on economic growth;

future sales of our Common Stock in the public market, or the perception that such sales could occur; or

the announcement by us or our competitors of a significant acquisition.

As a result of the global financial crisis, global stock markets have experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market prices of securities issued by many companies for reasons unrelated to their operating performance. These broad market fluctuations may materially adversely affect our stock price.

### **Risks relating to our company and our business**

***The diesel engine business in China is dependent in large part on the performance of the Chinese and the global economy, as well as Chinese government policy. As a result, our financial condition, results of operations, business and prospects could be adversely affected by slowdowns in the Chinese and the global economy, as well as Chinese government policies affecting our business.***

Our operations and performance depend significantly on worldwide economic conditions. During periods of economic expansion, the demand for trucks, construction machinery and other applications of diesel engines generally increases. Conversely, uncertainty about current global economic conditions or adverse changes in the economy could lead to a significant decline in the diesel engine industry which is generally adversely affected by a decline in demand. As a result, the performance of the Chinese economy will likely affect, to a significant degree, our financial condition, results of operations, business and prospects. For example, the various austerity measures taken by the Chinese government from time to time to regulate economic growth and control inflation have in prior periods significantly weakened demand for trucks in China, and may have a similar effect in the future. In particular, austerity measures that restrict access to credit and slow the rate of fixed investment (including infrastructure development) adversely affect demand for, and production of, trucks and other commercial vehicles. Uncertainty and adverse changes in the economy could also increase costs associated with developing our products, increase the cost and decrease the availability of potential sources of financing, and increase our exposure to material losses from our investments, any of which could have a material adverse impact on our financial condition and operating results.

As widely reported, financial markets in the United States, Europe and Asia have been experiencing extreme disruption, including, among other things, extreme volatility in security prices, severely diminished liquidity and credit availability, rating downgrades of certain investments and declining valuations of others. Although recent data suggests that the rate of contraction in the world economy is slowing, there is still a lot of uncertainty over the global economy and its recovery prospects. Weak economic conditions in our target markets, or a reduction in automobile spending even if economic conditions improve, would likely adversely impact our business, operating results and

financial condition in a number of ways, including longer sales cycles, lower prices for our products and reduced unit sales. Our revenues and gross margins are based on certain levels of consumer and corporate spending.

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The current conditions make it difficult for our customers, our vendors and us to accurately forecast and plan future business activities. If our projections of these expenditures fail to materialize due to reductions in consumer or corporate spending as a result of uncertain conditions in the macroeconomic environment, our revenues and gross margins could be adversely affected. As a result of the current tightening of credit in financial markets, our customers and suppliers may experience serious cash flow problems and as a result, may modify, delay or cancel plans to purchase our products. Any inability of current and/or potential customers to pay us for our products may adversely affect our earnings and cash flow. The global financial crisis has had an adverse impact on China's economic growth as reflected in the fall in growth rates from 9% and 6.8% in the third and fourth quarters of 2008 respectively, to a multi-year growth rate of 6.1% in the first quarter ended March 31, 2009 according to the National Bureau of Statistics. The Chinese government has officially set growth rate targets for 2009 at 8%, which is regarded as the minimum growth rate required to prevent mass unemployment leading to social unrest, whereas the World Bank's recent forecast for China's gross domestic product growth for 2009 is 7.2%. The Chinese government on November 10, 2008 announced a 4 trillion yuan stimulus package to maintain economic stability and development through spending on infrastructure projects and in March 2009 at the 11th National People's Congress, further outlined a package of measures to drive economic growth. In addition, it was announced that a total of Rmb 908 billion of the central government investments in 2009 would be spent on key infrastructure construction, technology innovation, environmental protection and low-income housing. The measures being adopted by the Chinese government to ensure continued economic growth are in the early stages of implementation and would require time to have an effect on the economy. There is no assurance that such stimulus measures will be successful in achieving their aim. Uncertainty and adverse changes in the economy could also increase costs associated with developing our products, increase the cost and decrease the availability of potential sources of financing, and increase our exposure to material losses from our investments. Additionally, our stock price could decrease if investors have concerns that our business, financial condition and results of operations will be negatively impacted by a worldwide macroeconomic downturn. We are unable to predict the likely duration and severity of the current disruption in financial markets and adverse economic conditions in the U.S. and other countries. If these conditions deteriorate further or do not show improvement, we may experience material adverse impact to our business and operating results.

The business and prospects for the diesel engine industry, and thus the business and prospects of our company, may also be adversely affected by Chinese government policy. For example, in 1998, the Chinese government announced a major initiative to boost consumer demand through investments in infrastructure projects and increased availability of bank credit. As a result, demand for trucks and other commercial vehicles, and thus demand for diesel engines, continued to increase from 2002 to 2004. The sales for commercial vehicles increased by 14.2% and 22.2% in 2006 and 2007 respectively due to the strong economic growth achieved and continued investment in infrastructure building by the Chinese government. (*Source: China Automotive Industry Newsletter for 2006 and 2007*). In the first half of 2008, sales for commercial vehicles continued to increase but began slowing down in the second half of the year. As at December 31, 2008, the overall sales of commercial vehicles had reduced by approximately 5.25% compared to 2007. This was due to the effects of the global financial crisis in the third quarter of 2008 and also the implementation of the National III emission standard which resulted in advanced purchase of vehicles in the first half of 2008. (*Source: China Automotive Industry Newsletter for 2008*) However, we cannot assure you that the Chinese government will not change its policy in the future to de-emphasize the use of diesel engines, and any such change will adversely affect our financial condition, results of operations, business or prospects. For example, the Chinese government has from time to time introduced measures to avoid overheating in certain sectors of the economy, including tighter bank lending policies and increases in bank interest rates. See [Risks relating to Mainland China](#). Adverse changes in the economic policies of the Chinese government could have a material adverse effect on the overall economic growth of Mainland China, which could reduce the demand for our products and adversely affect our competitive position.

***Our financial condition, results of operations, business and prospects may be adversely affected if we are unable to implement the Reorganization Agreement and the Cooperation Agreement.***

We own 76.4% of the outstanding shares of Yuchai, and one of our primary sources of cash flow continues to be our share of the dividends, if any, paid by Yuchai and investment earnings thereon. As a result of the agreement

reached with Yuchai and its related parties pursuant to the July 2003 Agreement, we discontinued legal and arbitration proceedings initiated by us in May 2003 relating to difficulties with respect

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to our investment in Yuchai. In furtherance of the terms of the July 2003 Agreement, we, Yuchai and Coomber Investments Limited, or Coomber, entered into the Reorganization Agreement in April 2005, as amended in December 2005 and November 2006, and agreed on a restructuring plan for our company intended to be beneficial to our shareholders. In June 2007, we, along with Yuchai, Coomber and the State Holding Company, entered into the Cooperation Agreement. The Cooperation agreement amends certain terms of the Reorganization Agreement and as so amended, incorporates the terms of the Reorganization Agreement. Pursuant to the amendments to the Reorganization Agreement, the Company has agreed that the restructuring and spin-off of Yuchai will not be effected, and, recognizing the understandings that have been reached between the Company and the State Holding Company to jointly undertake efforts to expand the business of Yuchai, the Company will not seek to recover the anti-dilution fee of US\$20 million that was due from Yuchai. See Item 4. Information on the Company History and Development Reorganization Agreement. No assurance can be given as to when the business expansion requirements relating to Yuchai as contemplated by the Reorganization Agreement and the Cooperation Agreement will be fully implemented, or that implementation of the Reorganization Agreement and the Cooperation Agreement will effectively resolve all of the difficulties faced by us with respect to our investment in Yuchai.

In addition, the Reorganization Agreement contemplates the continued implementation of our business expansion and diversification plan adopted in February 2005. One of the goals of this business expansion and diversification plan is to reduce our financial dependence on Yuchai. Thus far, we have acquired strategic stakes in TCL and HLGE. See

Item 5. Operating and Financial Review and Prospects Business Expansion and Diversification Plan. Nonetheless, no assurance can be given that we will be able to successfully expand and diversify our business. We may also not be able to continue to identify suitable acquisition opportunities, or secure funding to consummate such acquisitions or successfully integrate such acquired businesses within our operations. Any failure to implement the terms of the Reorganization Agreement and Cooperation Agreement, including our continued expansion and diversification, could have a material adverse effect on our financial condition, results of operations, business or prospects. Additionally, although the Cooperation Agreement amends certain provisions of the Reorganization Agreement and also acknowledges the understandings that have been reached between us and the State Holding Company to jointly undertake efforts to expand and diversify the business of Yuchai, no assurance can be given that we will be able to successfully implement those efforts or as to when the transactions contemplated therein will be consummated.

***We have and may continue to experience disagreements and difficulties with the Chinese shareholders in Yuchai.***

Although we own 76.4% of the outstanding shares of Yuchai, and believe we have proper legal ownership of our investment and a controlling financial interest in Yuchai, in the event there is a dispute with Yuchai's Chinese shareholders regarding our investment in Yuchai, we may have to rely on the Chinese legal system for remedies. The Chinese legal system may not be as effective as compared to other more developed countries such as the United States. See Risks relating to Mainland China The Chinese legal system embodies uncertainties which could limit the legal protection available to foreign investors. We have in the past experienced problems from time to time in obtaining assistance and cooperation of Yuchai's Chinese shareholders in the daily management and operation of Yuchai. We have, in the past also experienced problems from time to time in obtaining the assistance and cooperation of the State Holding Company in dealing with other various matters, including the implementation of corporate governance procedures, the payment of dividends, the holding of Yuchai board meetings and the resolution of employee-related matters. Examples of these problems are described elsewhere in this Annual Report. The July 2003 Agreement, the Reorganization Agreement and the Cooperation Agreement are intended to resolve certain issues relating to our share ownership in Yuchai and the continued corporate governance and other difficulties which we have had with respect to Yuchai. As part of the terms of the Reorganization Agreement, Yuchai agreed that it would seek the requisite shareholder approval prior to entering into any material transactions (including any agreements or arrangements with parties related to Yuchai or any of its shareholders) and that it would comply with its governance requirements. Yuchai also acknowledged and affirmed the Company's continued rights as majority shareholder to direct the management and policies of Yuchai through Yuchai's Board of Directors. Yuchai's Articles of Association have been amended and such amended Articles of Association entitle the Company to elect nine of Yuchai's 13 directors, thereby reaffirming the Company's right to effect all major decisions relating to Yuchai. However, Yuchai's amended Articles of Association are not yet effective pending approval of the Ministry of Commerce, PRC. While

Yuchai has affirmed the Company's continued rights as Yuchai's majority shareholder and authority to direct the management and policies of Yuchai, no assurance can be given that disagreements and difficulties with Yuchai's management and/or Yuchai's Chinese shareholders will not recur, including implementation of the Reorganization Agreement and the Cooperation Agreement, corporate governance matters or related party transactions. Such disagreements and difficulties could ultimately have a material adverse impact on our consolidated financial position, results of operations and cash flows.



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***We have identified material weaknesses in our internal control over financial reporting and cannot assure you that additional material weaknesses will not be identified in the future. Our failure to implement and maintain effective internal control over financial reporting could result in material misstatements in our financial statements which could require us to restate financial statements in the future, or cause us not to be able to provide timely financial information, which may cause investors to lose confidence in our reported financial information and have a negative effect on our stock price.***

We restated our consolidated financial statements for the year ended December 31, 2005, and reported material weaknesses in our internal control over financial reporting and concluded that as of December 31, 2005, 2006 and 2007, our disclosure controls and procedures were not effective and as of December 31, 2006 and 2007, our internal control over financial reporting was not effective. In addition, in connection with management's assessment of the effectiveness of our internal control over financial reporting for the period covered by this Annual Report, management has identified material weaknesses in our internal control over financial reporting and has concluded that as of December 31, 2008, our disclosure controls and procedures and internal control over financial reporting were not effective. Our current independent registered public accounting firm has expressed an adverse opinion on the effectiveness of our internal control over financial reporting as of December 31, 2008. See Item 15 Controls and Procedures.

Despite our efforts to ensure the integrity of our financial reporting process, we cannot assure you that additional material weaknesses or significant deficiencies in our internal control over financial reporting will not be identified in the future. Any failure to maintain or improve existing controls or implement new controls could result in additional material weaknesses or significant deficiencies and cause us to fail to meet our periodic reporting obligations which in turn could cause our shares to be de-listed or suspended from trading on the NYSE. In addition, any such failure could result in material misstatements in our financial statements and adversely affect the results of annual management evaluations regarding the effectiveness of our internal control over financial reporting. Any of the foregoing could cause investors to lose confidence in our reported financial information, leading to a decline in our share price. ***Our exposure to the Dongfeng Group has had, and could continue to have, a material adverse effect on our business, financial condition and results of operation.***

Our sales are concentrated among the Dongfeng Group which includes the Dongfeng Automobile Company, one of the largest state-owned automobile companies in China, and other major diesel truck manufacturers controlled by or affiliated with the Dongfeng Automobile Company. In 2008, sales to the Dongfeng Group accounted for 18.8% of our total net revenues, of which sales to our two largest customers, Liuzhou Dongfeng Automobile and Hubei Dongfeng Automobile, accounted for 5.5% and 2.2%, respectively. Although we consider our relationship with the Dongfeng Group to be good, the loss of one or more of the companies within the Dongfeng Group as a customer would have a material adverse effect on our financial condition, results of operations, business or prospects.

In addition, we are dependent on the purchases made by the Dongfeng Group from us and have exposure to their liquidity arising from the high level of accounts receivable from them. We cannot assure you that the Dongfeng Group will be able to repay all the money they owe to us. In addition, the Dongfeng Group may not be able to continue purchasing the same volume of products from us which would reduce our overall sales volume.

The Dongfeng Group also competes with us in the diesel engine market in China. Although we believe that the companies within the Dongfeng Group generally make independent purchasing decisions based on end-user preferences, we cannot assure you that truck manufacturers affiliated with the Dongfeng Automobile Company will not preferentially purchase diesel engines manufactured by companies within the Dongfeng Group over those manufactured by us.

**Table of Contents*****Competition in China from other diesel engine manufacturers may adversely affect our financial condition, results of operations, business or prospects.***

The diesel engine industry in China is highly competitive. We compete with many other China domestic companies, most of which are state-owned enterprises. Some of our competitors have formed joint ventures with or have technology assistance relationships with foreign diesel engine manufacturers or foreign engine design consulting firms and use foreign technology that is more advanced than ours. We expect competition to intensify as a result of:

improvements in competitors' products;

increased production capacity of competitors;

increased utilization of unused capacity by competitors; and

price competition.

In addition, if restrictions on the import of motor vehicles and motor vehicle parts into China are reduced, foreign competition could increase significantly.

In the medium-duty diesel engine market, our 6108 medium-duty engine, introduced in 1997, has been competing with the 6110 medium-duty engine offered by our competitors. We cannot assure you, however, that we will be able to maintain or improve our current market share or develop new markets for our medium-duty diesel engines. In 2007, our 6108 medium-duty engine sales volumes improved approximately 41.0% compared to its sales in 2006. In 2008, 6108 medium-duty engines sales volumes decreased approximately 4.7% compared to its sales in 2007. With the improved highway road system as a result of the Chinese government's investment in infrastructure, truck market sales growth is trending towards heavy-duty engines.

In the heavy-duty diesel engine market, we introduced the 6112 heavy-duty engine in late 1999. Due to a delay in the commercial production of the 6112 engine, however, we were not able to benefit from the competitive advantages of an early entry into the China domestic market for heavy-duty engines. Moreover, the market for heavy-duty diesel engines in China is price-sensitive. We commenced engine development of the 6L heavy-duty engine (formerly referred to as 6113) in 2003 and introduced the 6M heavy-duty engine family for heavy-duty trucks and passenger buses in 2004. We cannot assure you that our 6112, 6L or 6M heavy-duty engines will be able to compete successfully in the heavy-duty diesel engine market in China with the existing producers or any new entrants.

In the light-duty diesel engine market, our 4-Series engines (which include 4108, 4110 and 4112 light-duty engines) introduced in 2000 were met with weak consumer demand due to strong competition and a high pricing structure. Yuchai's first sales of the 4F engines occurred in March 2005. Yuchai expects growth of this new engine to strengthen over the next few years and become a significant contributor to its sales growth. Although there had been an increase in sales of our 4-Series engines from 2003 to 2007, this has been primarily due to the average selling price of the 4-Series engines being lower than the medium and heavy-duty diesel engines, thereby making the 4-Series more affordable to the buyers especially due to the credit tightening by banks in China. In 2007, the 4-Series engines had a growth of approximately 38.7% in unit sales over 2006. In 2008, however, the unit sales of 4-series engines fell slightly by 1.8% over 2007 partially due to the global financial crisis in the last quarter of 2008. We cannot assure you that we will be able to continue to improve our market share for light-duty diesel engines, and we may, in the future, decide to cease production of one or more of the models we are currently producing.

Our long-term business prospects will depend largely upon our ability to develop and introduce new or improved products at competitive prices. Our competitors in the diesel engine markets may be able to introduce new or improved engine models that are more favorably received by customers. Competition in the end-user markets, mainly the truck market, may also lead to technological improvement and advances that render our current products obsolete at an earlier than expected date, in which case we may have to depreciate or impair our production equipment more rapidly than planned. Failure to introduce or delays in the introduction of new or improved products at competitive prices could have a material adverse effect on our financial condition, results of operations, business or prospects.

**Table of Contents*****Our financial condition, results of operations, business or prospects may be adversely affected to the extent we are unable to continue our sales growth.***

We have achieved consistent growth in net sales during the last five fiscal years, with net sales increasing by 38.1% from 2006 to Rmb 9,556.3 million in 2007 and by 8.7% from 2007 to Rmb 10,384.0 million in 2008. We cannot assure you that we can continue to increase our net sales or maintain our present level of net sales. For example, during 2005, we increased production capacity to approximately 290,000 units after the completion of our second foundry and the new 6L and 6M heavy-duty engines lines, and we may not be able to increase our net sales commensurate with our increased levels of production capacity. Moreover, our future growth is dependent in large part on factors beyond our control, such as the continued economic growth in China. The global financial crisis has had an adverse impact on the economic growth outlook for China and in response, the Chinese government, on November 10, 2008 announced a 4 trillion yuan stimulus package with an aim to maintain economic stability and development through spending on infrastructure projects. In March 2009, at the 11th National People's Congress, the Chinese government further outlined a package of measures to drive economic growth. In addition, the Chinese government also announced that a total of Rmb 908 billion of the central government investments in 2009 would be spent on key infrastructure construction, technology innovation, environmental protection and low-income housing. There is no assurance that such stimulus measures will be sufficient or successful to ensure continued economic growth of the same levels prior to the global financial crisis. We are unable to predict the likely duration and severity of the current disruption in financial markets and adverse economic conditions in the U.S. and other countries.

In addition, we cannot assure you that we will be able to properly manage any future growth, including:

- obtaining the necessary supplies, including the availability of raw materials;

- hiring and training skilled production workers and management personnel;

- manufacturing and delivering products for increased orders in a timely manner;

- maintaining quality standards and prices;

- controlling production costs; and

- obtaining adequate funding on commercially reasonable terms for future growth.

Furthermore, we have acquired in the past, and may acquire in the future, equity interests in engine parts suppliers and logistics and marketing companies. If we are unable to effectively manage or assimilate these acquisitions, our financial condition, results of operations, business or prospects could be adversely affected. See Item 4. Information on the Company Business Overview Manufacturing.

***If we are not able to continuously improve our existing engine products and develop new diesel engine products or successfully enter into other market segments, we may become less competitive, and our financial condition, results of operations, business and prospects will be adversely affected.***

As the Chinese automotive industry continues to develop, we will have to continuously improve our existing engine products, develop new diesel engine products and enter into new market segments in order to remain competitive. As a result, our long-term business prospects will largely depend upon our ability to develop and introduce new or improved products at competitive prices and enter into new market segments. Future products may utilize different technologies and may require knowledge of markets that we do not currently possess. Moreover, our competitors may be able to introduce new or improved engine models that are more favorably received by customers than our products or enter into new markets with an early-entrant advantage. Any failure by us to introduce, or any delays in the introduction of, new or improved products at competitive prices or entering into new market segments could have a material adverse effect on our financial condition, results of operations, business or prospects.

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On April 10, 2007, Yuchai signed a Cooperation Framework Agreement with Zhejiang Geely Holding Group Co., Ltd ( Geely ) and Zhejiang Yinlun Machinery Company Limited ( Yinlun ) to consider establishing a proposed joint venture company to develop diesel engines for passenger cars in China. In December 2007, further to the Cooperation Framework Agreement, Yuchai entered into an Equity Joint Venture Agreement with Geely and Yinlun, to form two joint venture companies in Tiantai, Zhejiang Province and Jining, Shandong Province, which have been duly incorporated. The joint venture companies will be primarily engaged in the development, production and sales of a proprietary diesel engine and its parts for passenger vehicles. See Item 4. Information on the Company Products New Products for more information. There can be no assurance that these joint ventures will be successful or profitable.

***We may be unable to obtain sufficient financing to fund our capital requirements which could limit our growth potential.***

We believe that our cash from operations, together with any necessary borrowings, will provide sufficient financial resources to meet our projected capital and other expenditure requirements. If we have underestimated our capital requirements or overestimated our future cash flows, additional financing may be required. Financing may not be available to us on acceptable terms or at all. Our ability to obtain external financing is subject to various uncertainties, including our results of operations, financial condition and cash flow, economic, political and other conditions in Mainland China, the Chinese government's policies relating to foreign currency borrowings and the condition of the Chinese and international capital markets. If adequate capital is not available, our financial condition, results of operations, business and prospects could be adversely affected.

***We could be exposed to the impact of interest rates and foreign currency movements with respect to our future borrowings. In addition, a devaluation of the Renminbi will increase the Renminbi cost of repaying our foreign currency denominated indebtedness and, therefore, could adversely affect our financial condition, results of operations, business or prospects.***

We may use borrowings from time to time to supplement our working capital requirements and to finance our business expansion and diversification plan. See Item 5. Our Operating and Financial Review and Prospects Liquidity and Capital Resources. A portion of our borrowings may be structured on a floating rate basis and denominated in US dollars, Singapore dollars or Renminbi. An increase in interest rates, or fluctuations in exchange rates between the Renminbi or Singapore dollars and US dollars, may increase our borrowing costs or the availability of funding and could affect our financial condition, results of operations, business or prospects. In particular, our financial condition, results of operations, business or prospects could be adversely affected by a devaluation of the Renminbi. In addition, an increase in interest rates may reduce the fair value of the debt securities issued by HLGE.

The value of the Renminbi is subject to changes in Chinese government policies and to international economic and political developments. Since 1994, the conversion of Renminbi into foreign currencies, including US dollars, has been based on rates set by the PBOC. On July 21, 2005, China reformed its foreign exchange regime by moving into a managed floating exchange rate system based on market supply and demand with reference to a basket of currencies. Renminbi would no longer be pegged to the US dollar. From July 20, 2005 to December 31, 2007, Renminbi appreciated about 11.9% against the US dollar, and has appreciated since then. On December 31, 2007, the PBOC rate was Rmb 7.2946 = US\$1.00, and on December 31, 2008, the PBOC rate was Rmb 6.8346 = US\$1.00. Since we may not be able to hedge effectively against Renminbi devaluations, future movements in the exchange rate of Renminbi and other currencies could have an adverse effect on our financial condition and results of operations.

***If China's inflation increases or the prices of energy or raw materials increase, we may not be able to pass the resulting increased costs to our customers and this may adversely affect our profitability or cause us to suffer operating losses.***

Economic growth in China has, in the past, been accompanied by periods of high inflation. The Chinese government has implemented various policies from time to time to control inflation. For example, the Chinese government has from time to time introduced measures in certain sectors to avoid overheating of the economy, including tighter bank lending policies, increases in bank interest rates, and measures to curb inflation which has resulted in a decrease in the rate of inflation. The global economic crisis has resulted in the rate of inflation, according to the National Bureau of Statistics, to slow to 1% in January 2009 and which continued to decline from February to May 2009. The effects of the stimulus measures implemented by the Chinese government may result in an increase in

inflation in the future and an increase in energy prices generally could cause our costs for raw materials required for the production of products to increase, which would adversely affect our financial condition and results of operations if we cannot pass these added costs on to customers.

**Table of Contents*****We may be adversely affected by environmental regulations.***

We are subject to Chinese national and local environmental protection regulations which currently impose fees for the discharge of waste substances, require the payment of fines for pollution, and provide for the closure by the Chinese government of any facility that fails to comply with orders requiring us to cease or improve upon certain activities causing environmental damage. Due to the nature of our business, we produce certain amounts of waste water, gas, and solid waste materials during the course of our production. We believe our environmental protection facilities and systems are adequate for us to comply with the existing national, provincial and local environmental protection regulations. However, Chinese national, provincial or local authorities may impose additional or more stringent regulations which would require additional expenditure on environmental matters or changes in our processes or systems.

The manufacture and sales of Euro 0 and Euro I engines in major urban areas became unlawful after August 31, 2004. After that date, the engines equipped with Euro 0 and Euro I engines are not permitted to be sold and used in major urban areas. The manufacture and sale of Euro II engines has been phased out from June 30, 2008 and the PRC emission standard equivalent to Euro III has been implemented progressively throughout China from July 1, 2008. There can be no assurance that Yuchai will be able to comply with these emission standards or that the introduction of these and other environmental regulations will not result in a material adverse effect on our business, financial condition and results of operations.

***Our insurance coverage may not be adequate to cover risks related to our production and other operations.***

The amount of our insurance coverage for our buildings and equipment is at cost which could be less than replacement value, and we have no plans to increase the coverage. The amount of our insurance coverage for our inventory is at book value which could be less than replacement value, and we also have no plans to increase this coverage. In accordance with what we believe is customary practice among industrial equipment manufacturers in China, we insure only high risk assets, such as production property and equipment and certain inventory. However, our under insurance of other properties, facilities and inventory in accordance with this Chinese practice exposes us to substantial risks so that in the event of a major accident, our insurance recovery may be inadequate. We do not currently carry third party liability insurance to cover claims in respect of bodily injury, property or environmental damage arising from accidents on our property or relating to our operations. We also do not carry business interruption insurance as such coverage is not customary in China. Losses incurred or payments required to be made by us which are not fully insured could have a material adverse effect on our financial condition.

***Risks relating to Mainland China***

Substantially all of our assets are located in Mainland China, and substantially all of our revenue is derived from our operations in Mainland China. Accordingly, our financial condition, results of operations, business or prospects are subject, to a significant degree, to economic, political and legal developments in Mainland China. The economic system of Mainland China differs from the economies of most developed countries in many respects, including government investment, the level of development, control of capital investment, control of foreign exchange and allocation of resources.

***Adverse changes in the economic policies of the Chinese government could have a material adverse effect on the overall economic growth of Mainland China, which could reduce the demand for our products and adversely affect our competitive position.***

Since the late 1970s, the Chinese government has been reforming the Chinese economic system from a planned economy to a market-oriented economy. In recent years, the Chinese government has implemented economic reform measures emphasizing decentralization, utilization of market forces in the development of the Chinese economy and a higher level of management autonomy. These reforms have resulted in significant economic growth and social progress, but the growth has been uneven both geographically and among various sectors of the economy. Economic growth has also been accompanied by periods of high inflation. The Chinese government has implemented various policies from time to time to restrain the rate of such economic growth, control inflation and otherwise regulate economic expansion. For example, the Chinese government has from time to time introduced measures in certain sectors to avoid overheating of the economy, including tighter bank lending policies, increases in bank interest rates, and measures to curb property, stock market speculation and inflation. Severe measures or other actions by the

Chinese government, such as placing

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additional controls on the prices of diesel and diesel-using products, could restrict our business operations and adversely affect our financial position. Although we believe that the economic reforms and macroeconomic policies and measures adopted by the Chinese government will continue to have a positive effect in the longer term on economic development in Mainland China and that we will continue to benefit in the longer term from these policies and measures, these policies and measures may, from time to time, be modified or reversed. Adverse changes in economic and social conditions in Mainland China, in the policies of the Chinese government or in the laws and regulations in Mainland China, could have a material adverse effect on the overall economic growth of Mainland China and in infrastructure investment in Mainland China. These developments could adversely affect our financial condition, results of operations and business, by reducing the demand for our products.

***Adverse economic developments in China or elsewhere in the Asian region could have a material adverse effect on our financial condition, results of operations, business or prospects.***

Since the late 1990s, many Asian countries have experienced significant changes in economic conditions, including, for example, substantial depreciation in currency exchange rates, increased interest rates, reduced economic growth rates, corporate bankruptcies, volatility in the market values of shares listed on stock exchanges, decreases in foreign currency turnover and government-imposed austerity measures. To date, China's economy has generally been affected to a lesser extent than most other major Asian countries. However, we cannot assure you that China's economy will not suffer more serious difficulties in the future especially during this period of a global financial crisis which has resulted in a slowdown in China's economy. Demand for trucks, construction machinery and other applications of diesel engines generally increases during periods of economic expansion and decreases during periods of economic slowdown. In the event that adverse economic developments occur in China, our sales may decrease and our financial condition, results of operations, business or prospects could therefore suffer.

***The Chinese legal system embodies uncertainties which could limit the legal protection available to foreign investors.***

The Chinese legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which decided legal cases have little precedent value. In 1979, the Chinese government began to promulgate a comprehensive system of laws and regulations governing economic matters in general including, for example, with respect to corporate organization and governance, foreign investments, commerce, taxation and trade. Since China's economic reform and opening-up in late 1970s, legislation has significantly enhanced the protection afforded to various forms of foreign investment in Mainland China. However, these laws, regulations and legal requirements are relatively recent, and their interpretation and enforcement involve uncertainties and may not be consistent or predictable as in other more developed jurisdictions which may limit the legal protection available to foreign investors.

Our operations in China are subject to PRC regulations governing PRC companies. These regulations contain provisions that are required to be included in the articles of association of PRC companies and are intended to regulate the internal affairs of these companies. The PRC Company Law and these regulations, in general, and the provisions for the protection of shareholders' rights and access to information, in particular, are less developed than those applicable to companies incorporated in the United States, Hong Kong or other developed countries or regions. In addition, the interpretation of PRC laws may be subject to policy changes which reflect domestic political changes. As China's legal system develops, the promulgation of new laws, changes to existing laws and the pre-emption of local regulations by national laws may have an adverse effect on our prospects, financial condition and results of operations.

***We may not freely convert Renminbi into foreign currency, which could limit our ability to obtain sufficient foreign currency to satisfy our foreign currency requirements or to pay dividends to shareholders.***

Substantially all of our revenues and operating expenses are generated by our Chinese operating subsidiary, Yuchai, and are denominated in Renminbi, while a portion of our indebtedness is, or in the future may be, denominated in US dollars and other foreign currencies. The Renminbi is currently freely convertible under the current account, which includes dividends, trade and service-related foreign exchange transactions, but not under the capital account, which includes foreign direct investment, overseas borrowings by Chinese entities and proceeds of overseas public offering by Chinese entities. Some of the conversions between Renminbi and foreign currency under



capital account are subject to the prior approval of the State Administration for Foreign Exchange, or SAFE.

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Our Chinese operating subsidiary, as a foreign invested enterprise, may purchase foreign currency without the approval of SAFE for settlement of current account transactions, including payment of dividends, by providing commercial documents evidencing these transactions. Our Chinese operating subsidiary may also retain foreign exchange in its current account (subject to a cap approved by SAFE) to satisfy foreign currency liabilities or to pay dividends. However, the relevant Chinese government authorities may limit or eliminate our Chinese operating subsidiary's ability to purchase and retain foreign currencies in the future. Our Chinese operating subsidiary, therefore, may not be able to obtain sufficient foreign currency to satisfy its foreign currency requirements to pay dividends to us for our use in making any future dividend payments or to satisfy other foreign currency payment requirements. Foreign currency transactions under the capital account are still subject to limitations and require approvals from SAFE. This could affect our Chinese operating subsidiary's ability to obtain foreign currency through debt or equity financing, including by means of loans or capital contributions from us. Furthermore, the General Affairs Department of SAFE promulgated a new circular in August 2008, pursuant to which, Renminbi converted from capital contribution in foreign currency to a domestic enterprise in China can only be used for the activities that are within the approved business scope of such enterprise and cannot be used for China domestic equity investment or acquisition, with limited exceptions. As a result, we may not be able to increase the capital contribution of our operating subsidiary, Yuchai and subsequently convert such capital contribution into Renminbi for equity investment or acquisition in China.

***Outbreaks of infectious diseases, such as the recent Influenza A (H1N1) virus, severe acute respiratory syndrome (SARS) and the Avian flu, in various parts of China and other countries may materially and adversely affect our business and operations, as well as our financial condition and results of operations.***

In April 2009, an outbreak of a new strain of influenza identified as the Influenza A (H1N1) virus occurred in Mexico resulting in a number of deaths. In a matter of weeks, the H1N1 virus had spread internationally but the symptoms in cases outside of Mexico were milder than world health officials had feared with fewer resulting deaths compared to Mexico, the epicentre of the epidemic. As the virus continues to spread worldwide, the World Health Organization on June 11, 2009 declared the H1N1 virus outbreak a global pandemic. The high unpredictability of the future evolution of this new virus and the possibility of a widespread re-occurrence may have a significant impact on global economic activity in the midst of an already depressed global economy. In 2003, several countries, including China, experienced an outbreak of a highly contagious form of atypical pneumonia known as severe acute respiratory syndrome, or SARS, which severely restricted the level of economic activity in affected areas, including Beijing and Guangdong Province. The SARS epidemic in China had an adverse impact on the sale of engines, particularly during the second and third quarters in 2003. Although this SARS outbreak was brought under control during 2003, there have been a number of cases reported in China and elsewhere in the Asia region since that outbreak. In addition, an infectious strain of influenza known as the Avian flu has also been reported from time to time in China, Hong Kong and other parts of Asia. Outbreaks of infectious diseases such as these could adversely affect general commercial activity, which could have a material adverse effect on our financial condition, results of operations, business or prospects.

**Risks relating to our investments in HLGE and TCL**

As of December 31, 2008, we had a 45.4% equity interest in HLGE and a 34.4% equity interest in TCL. As of June 1, 2009, our interests in these two companies remained unchanged. See Item 5. Operating and Financial Review and Prospects Business Expansion and Diversification Plan. Set forth below are risks related to our equity interests in these entities.

***The HLGE group's hotel ownership and management business may be adversely affected by risks inherent in the hotel industry.***

The HLGE group operates hotels primarily in the PRC and Malaysia. The HLGE group's financial performance is dependent on the performance of each of the hotels it operates. The HLGE group's hotel ownership and management business are exposed to risks which are inherent in and/or common to the hotel industry and which may adversely affect the HLGE group's financial performance, including the following:



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changes to the international, regional and local economic climate and market conditions (including, but not limited to; changes to regional and local populations, changes in travel patterns and preferences, and oversupply of or reduced demand for hotel rooms that may result in reduced occupancy levels and performance for the hotels it operates);

changes to the political, economic, legal or social environments of the countries in which the HLGE group operates (including developments with respect to inflation, interest rates, currency fluctuations, governmental policies, real estate laws and regulations, taxation, fuel costs, expropriation, including the impact of the current global financial crisis);

increased threat of terrorism, terrorist events, airline strikes, hostilities between countries or increased risk of natural disasters or viral epidemics that may affect travel patterns and reduce the number of travelers and tourists;

changes in laws and governmental regulations (including those relating to the operation of hotels, preparation and sale of food and beverages, occupational health and safety working conditions and laws and regulations governing its relationship with employees);

competition from other international, regional and independent hotel companies, some of which may have greater name recognition and financial resources than the HLGE group (including competition in relation to hotel room rates, convenience, services or amenities offered);

losses arising out of damage to the HLGE group's hotels, where such losses may not be covered by the insurance policies maintained by the HLGE group;

increases in operating costs due to inflation, labor costs (including the impact of unionization), workers compensation and health-care related costs, utility costs, insurance and unanticipated costs such as acts of nature and their consequences;

fluctuations in foreign currencies arising from the HLGE group's various currency exposures;

dependence on leisure travel and tourism;

the outbreak of communicable diseases, such as the Influenza A (H1N1) virus and the Avian flu, which if not contained, could potentially adversely affect the operations of the HLGE group and its business in the hospitality industry; and

adverse effects of a downturn in the hospitality industry.

The above factors may materially affect the performance of those hotels and the profitability and financial condition of the HLGE group. There can be no assurance that we will not suffer any losses arising from our investment in HLGE.

***The hospitality business is a regulated business.***

The operation of hotels in the PRC and Malaysia is subject to various laws and regulations. The withdrawal, suspension or non-renewal of any of the hotels' licenses, or the imposition of any penalties, as a result of any infringement or non-compliance with any requirement, will have an adverse impact on the business and results of operations of the hotels that the HLGE group operates. Further, any changes in such laws and regulations may also have an impact on the businesses at the hotels and result in higher costs of compliance. In addition, any failure to comply with these laws and regulations could result in the imposition of fines or other penalties by the relevant authorities. This could have an adverse impact on the revenues and profits of HLGE group or otherwise adversely affect the operations of the hotels.



**Table of Contents*****TCL group's proposed new strategy of repositioning its principal business from consumer electronics distribution to real estate and related infrastructure investment in pan-Asian region may not be successful.***

TCL announced in May 2008 that it plans to reposition its principal business from consumer electronics distribution to real estate and related infrastructure investment in pan-Asian region. TCL also announced that TCL may divest those assets that will no longer form part of its core activity going forward. This plan is subject to TCL receiving any required regulatory and shareholders' approvals. Further to its May 2008 announcement, on December 3, 2008, TCL announced that its Board of Directors had approved by a majority vote, with the nominee directors of Venture Delta Limited or Venture Delta, and Grace Star Services Ltd. or Grace Star, voting against the execution of a Memorandum of Understanding ( MOU ) with Payce Consolidated Limited ( Payce ), to enter into transactions in connection with certain properties located in Sydney, Australia. The investment amount by TCL was to be funded through a combination of cash, the issue of new shares in TCL and options to subscribe for TCL shares, and external debt. The MOU was subject to definitive agreements being entered into as well as fulfillment of certain conditions precedent including regulatory and shareholders' approval, completion of satisfactory due diligence and obtaining of financing on acceptable terms. On April 29, 2009, TCL announced that the MOU would terminate on May 1, 2009 as one of the conditions precedent to be satisfied by Payce in connection with the entry into the transactions with TCL as contemplated by the MOU, had not been and will not be satisfied and its board of directors had decided that it was no longer in the best interests of Payce to complete the transactions contemplated by the MOU. Notwithstanding the termination of the MOU with Payce, TCL has announced that it is continuing with its efforts to reposition its principal business from consumer electronics to real estate and related infrastructure activities in the pan-Asian region. We continue to disagree with the proposed repositioning of TCL group's business and had on September 2, 2008, through our wholly owned subsidiaries, Venture Delta and Grace Star, we sent a requisition notice to TCL requisitioning for an extraordinary general meeting to remove the chairman of TCL's Board of Directors and to appoint another director to the TCL Board. The main reasons for the requisition notice were concerns over the chairman's continued participation and contribution at both the board and company level and seeking additional representation on the TCL Board as the current composition of the Board of Directors did not accurately represent TCL's shareholding structure. Neither resolution was passed at the extraordinary general meeting. We are currently considering our options in relation to our investment in the TCL group. There can be no assurance that we will not suffer any losses arising from our investment in TCL.

***The TCL group's principal business involves the distribution of third party branded and proprietary branded consumer electronic products with operations mainly in the PRC (including Hong Kong). This business is highly competitive and faces significant competition from other renowned brands.***

The TCL group continues to face intense competition from a large number of established companies and emerging companies in the consumer electronics market and it expects this competition to continue or even intensify as the consumer electronics market evolves with an increasing trend of manufacturers and brand owners adopting aggressive measures to market their products.

The consumer electronic markets in which the TCL group operates are characterized by frequent product introductions, short product life cycles, aggressive pricing practices and downward pressure on gross margins. Many of the TCL group's current and potential competitors have substantially greater resources including financial, manufacturing, marketing and distribution resources. Although there is increasing consolidation in the market with retailers and manufacturers looking for safe and reliable partners to co-operate with, certain competitors of the TCL group have greater name recognition and market presence, longer operating histories, greater market power and product depth, lower cost structures and larger customer bases compared to the TCL group.

The TCL group's competitors may be able to adapt more quickly to new technologies and changes in consumer preferences by introducing new products at competitive prices, which may result in loss of market share by the TCL group and may force the TCL group to lower price on the products it distributes, which may result in reduced margins for those products. These competitive pressures may also cause the TCL group's potential customers to delay or defer their purchasing decisions in anticipation of potential new products, lowering prices, or both. If the TCL group is not able to compete successfully in the future with its existing or potential competitors, there will be a material adverse effect on the TCL group's business and financial results.



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Consumer spending patterns for products such as consumer electronics are affected by, among other things, prevailing economic conditions, currency fluctuations, wage rates, inflation, consumer confidence and consumer perception of economic conditions. As a result of the global financial crisis, consumer demand has been affected which may have a material adverse effect on the sales of the TCL group.

***Both the HLGE group and the TCL group may need to raise additional capital.***

The HLGE group will likely require funds for its core businesses and to invest in future growth opportunities whereas the TCL group will likely require funds to implement its proposed new strategy, if the relevant approvals are obtained. There is no assurance that either the HLGE group or the TCL group would be able to generate sufficient internal funds to finance such endeavors. Accordingly, the HLGE group and/or the TCL group may, depending on the cash flow requirements and financial condition, need to raise additional funds by issuing equity or a combination of equity and debt or by entering into strategic relationships or through other arrangements. Any additional equity financing by HLGE or TCL may dilute our equity interests in HLGE and TCL, respectively. Any debt financing may contain restrictive covenants with respect to dividends, future capital raising and other financial and operational matters. Failure to obtain additional financing where such financing is required on acceptable terms, will adversely affect the HLGE group's and/or the TCL group's business, financial performance and financial position and the HLGE group's and/or the TCL group's ability to pursue its growth plans.

***The HLGE group may be unable to raise sufficient funds to pay their debt obligations to us.***

The HLGE group will require funds to repay its outstanding debt owed to us. On February 18, 2009, we announced the entry into a loan agreement by our wholly-owned subsidiary, Venture Lewis Limited or Venture Lewis with HLGE to refinance the outstanding zero coupon unsecured non-convertible bonds previously issued by HLGE and due to mature on July 3, 2009 (the Bonds). Venture Lewis held a majority of the Bonds. Under the terms of the loan agreement, on the maturity date of the Bonds, HLGE will redeem fully the Bonds held by all minority Bondholders and pay to Venture Lewis a portion of the principal and gross redemption yield. The remaining amount due to Venture Lewis on maturity date would be refinanced through an unsecured loan arrangement with a one-year term, renewable by mutual agreement on an annual basis. An option for HLGE to undertake a partial redemption of the Bonds on a pro-rata basis prior to the maturity date was included in the loan agreement. On February 19, 2009, HLGE announced an early partial redemption on a pro-rata basis of up to S\$9.0 million in principal amount of the outstanding bonds and on March 23, 2009, HLGE effected payment to all Bondholders. There is no assurance that the HLGE group would be able to generate sufficient internal funds to redeem the outstanding debt owing to us. Failure to obtain sufficient funds to repay outstanding debt will adversely affect the HLGE group's business, financial performance and financial position and the HLGE group's ability to repay its outstanding debts owing to us could have an adverse effect on our financial condition and results of operations.

**ITEM 4. INFORMATION ON THE COMPANY.****History and Development****The Company**

China Yuchai International Limited is a Bermuda holding company established on April 29, 1993 to own a controlling interest in Yuchai. We currently own, through six of our wholly-owned subsidiaries, 76.4% of the outstanding shares of Yuchai. We operate as an exempt company limited by shares under The Companies Act 1981 of Bermuda. Our principal operating office is located at 16 Raffles Quay #39-01A, Hong Leong Building, Singapore 048581. Our telephone number is (+65) 6220-8411. Our transfer agent and registrar in the United States is BNY Mellon Shareowner Services. On March 7, 2008, we registered a branch office of the Company in Singapore.

Until August 2002, we were controlled by Diesel Machinery, a company that was 53.0% owned by Hong Leong Asia, through its wholly-owned subsidiary, Hong Leong China. Hong Leong China owns HL Technology which held shares in us through Diesel Machinery. Diesel Machinery was also 47.0% owned by China Everbright Holdings Company Limited, or China Everbright Holdings,



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through its wholly-owned subsidiary, Coomber. Hong Leong Asia, a company listed on the Singapore Exchange Securities Trading Limited, or Singapore Exchange, is part of the Hong Leong Investment group, which was founded in 1941 by the Kwek family of Singapore and remains one of the largest privately-controlled business groups in Southeast Asia. China Everbright Holdings is a state-owned enterprise of China. In 2002, China Everbright Holdings and Coomber gave notice to Diesel Machinery and the other shareholders of Diesel Machinery to effect a liquidation of Diesel Machinery. As a result of the liquidation, Hong Leong Asia acquired the special share through HL Technology which entitles Hong Leong Asia to elect a majority of our directors and also to veto any resolution of our shareholders. China Everbright Holdings sold its shareholding in Coomber, which held shares of our Common Stock, in October 2002 to Goldman Industrial Limited, or Goldman, and China Everbright Holdings is no longer a shareholder of our company. Goldman was a subsidiary of Zhong Lin Development Company Limited, or Zhong Lin, an investment vehicle of the city government of Yulin in Guangxi, China until September 29, 2006 when Zhong Lin sold its shareholding in Goldman to the State Holding Company.

We provide certain management, financial planning and other services to Yuchai and, as of June 1, 2009, have seconded six employees to key management positions to work full-time at Yuchai's principal manufacturing facilities in Yulin City as part of Yuchai's day-to-day management team.

To our knowledge, since January 2008, there have not been any public takeover offers by third parties in respect of shares of our Common Stock, nor, have we made any public takeover offers in respect of the shares of other companies.

Our main operating asset has historically been, and continues to be, our ownership interest in Yuchai, and our primary source of cash flow has historically been our share of the dividends, if any, paid by Yuchai and investment income thereon. However, on February 7, 2005, the Board of Directors of the Company announced its approval of the implementation of a business expansion and diversification plan by the Company. Following such announcement, we have looked for new business opportunities to seek to reduce our financial dependence on Yuchai.

In March 2005, we acquired a 15.0% interest in the then capital of TCL through our wholly-owned subsidiary, Venture Delta. We have since increased our shareholding in TCL through various transactions, and as of December 31, 2008, we had a 34.4% interest in the outstanding ordinary shares of TCL.

As part of the business expansion and diversification plan, in February 2006, we acquired debt and equity securities in HLGE through our wholly-owned subsidiaries, Grace Star, and Venture Lewis. We have since increased our shareholding in HLGE following the conversion of the preference shares held by Grace Star into ordinary shares of HLGE, and as of December 31, 2008, we had an interest of 45.4% of the outstanding ordinary shares of HLGE. See Item 5. Operating and Financial Review and Prospects – Business Expansion and Diversification Plan.

We have seven directly wholly-owned subsidiaries which hold investments in Yuchai, HLGE and TCL, as described below:

Through our 76.4% interest in Yuchai, we primarily conduct our manufacturing and sale of diesel engines which are mainly distributed in the PRC market;

As of June 1, 2009, we had a 45.4% equity interest in HLGE. The HLGE group is engaged in hospitality and property development activities conducted mainly in the PRC and Malaysia; and

As of June 1, 2009, we had a 34.4% equity interest in TCL.

The TCL group primarily conducts distribution of consumer electronic products with operations mainly in the PRC (including Hong Kong). TCL also has other business activities relating to contract manufacturing, property development and investment in the PRC.

HLGE and TCL are each listed on the Main Board of the Singapore Exchange Securities Trading Limited.

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We account for Yuchai as a subsidiary and hence its financial statements are consolidated into our financial statements. We account for our investments in the ordinary shares of HLGE and TCL as affiliated companies using the equity method. An affiliated company is an entity in which we do not have a controlling financial interest but we have the ability to exercise significant influence over its financial and operating policy decisions.

In February 2005, in order to finance the acquisition of shares and bonds of TCL and HLGE, as well as other strategic acquisitions which we may consider from time to time as part of our business diversification strategy, we issued \$25.0 million in principal amount of convertible bonds due 2012 in a private placement. Upon the conversion of the convertible bonds by the bondholders, we issued 1,927,673 shares of our Common Stock in June 2005.

**Yuchai**

Yuchai is a diesel engine manufacturer in China and also produces diesel power generators and diesel engine parts. Yuchai is located in Yulin City, Guangxi Zhuang Autonomous Region in southern China, approximately 200 miles east of Nanning, the provincial capital. With a population of approximately 6.0 million, Yulin City, including its controlled townships, is believed to be the sixth largest city in Guangxi Zhuang Autonomous Region.

Yuchai was founded in 1951 and became a state-owned enterprise in 1959. Prior to 1984, Yuchai was a small producer of low-power diesel engines for agricultural machinery. In 1984, Yuchai introduced the earliest model of its 6105 medium-duty diesel engine for medium-duty trucks. In 1989, Yuchai became one of China's 500 largest industrial enterprises in terms of profitability and tax contribution. In July 1992, in order to raise funds for further expansion, Yuchai became the first state-owned enterprise in the Guangxi Zhuang Autonomous Region to be restructured into a joint stock company.

As a result of this restructuring, Yuchai was incorporated as a joint stock company in July 1992 and succeeded the machinery business of Yulin Diesel. All of Yulin Diesel's businesses, other than its machinery business, as well as certain social service related operations, assets, liabilities and employees (for example, cafeterias, cleaning and security services, a hotel and a department store), were transferred to the State Holding Company. The State Holding Company also became the majority shareholder of Yuchai through its ownership stake of approximately 104 million shares of Yuchai, or State Shares. The State Holding Company is owned by the Yulin City government. In connection with its incorporation, Yuchai also issued 7 million shares to various Chinese institutional investors, or Legal Person Shares.

In May 1993, in order to finance further expansion, Yuchai sold shares to the Company, or Foreign Shares, and became a Sino-foreign joint stock company.

Our initial shareholders, consisting of HL Technology, Sun Yuan Overseas (BVI) Ltd., or Sun Yuan BVI, the Cathay Investment Fund, Limited, or Cathay, GS Capital Partners L.P., or GSCP, and Coomber, then a wholly-owned subsidiary of China Everbright Holdings and, thus, controlled by China Everbright International Limited, or China Everbright International, made their initial investments in Yuchai in May 1993, when their respective wholly-owned subsidiaries purchased for cash in the aggregate 200 million newly-issued shares of Yuchai (51.3% of the then-outstanding Yuchai Shares). These shareholders exchanged with the Company their shareholdings in their wholly-owned subsidiaries, six companies which held Foreign Shares of Yuchai, for 20 million shares of our Common Stock (after giving effect to a 10-for-1 stock split in July 1994, or the Stock Split). In connection therewith, Yuchai became a Sino-foreign joint stock company and became subject to the laws and regulations relating to joint stock limited liability companies and Sino-foreign joint venture companies in China. Foreign Shares may be held by and transferred to non-Chinese legal and natural persons, subject to the approval of the Ministry of Commerce, or MOC, the successor entity to the Ministry of Foreign Trade and Economic Cooperation of China, or MOFTEC. Foreign Shares are entitled to the same economic rights as State Shares and Legal Person Shares. State Shares are shares purchased with state assets by government departments or organizations authorized to represent state investment. Legal Person Shares are shares purchased by Chinese legal persons or institutions or social groups with legal person status and with assets authorized by the state for use in business.

In November 1994, we purchased from an affiliate of China Everbright Holdings 78,015,500 Foreign Shares of Yuchai in exchange for the issuance of 7,801,550 shares of our Common Stock (after giving effect to the Stock Split), or the China Everbright



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Holdings Purchase. The 78,015,500 Foreign Shares of Yuchai held by Earnest Assets Limited, a subsidiary of China Everbright Holdings and China Everbright International before its sale to us had been originally issued as Legal Person Shares and State Shares and were converted to Foreign Shares, pursuant to approvals granted by MOFTEC. As a result, the Company became the owner of each of these six companies: Hong Leong Technology Systems (BVI) Ltd., Tsang & Ong Nominees (BVI) Ltd., Cathay Diesel Holdings Ltd., Goldman Sachs Guangxi Holdings (BVI) Ltd., Youngstar Holdings Limited and Earnest Assets Limited.

In December 1994, we sold 7,538,450 shares of Common Stock in our initial public offering and used substantially all of the proceeds to finance our six wholly-owned subsidiaries' purchase of 83,404,650 additional Foreign Shares in Yuchai.

In connection with our purchase, through our six wholly-owned subsidiaries, of additional Foreign Shares in Yuchai with proceeds of our initial public offering, Yuchai offered additional shares pro rata to its other existing shareholders (30 shares for each 100 shares owned) in accordance with such shareholders' pre-emptive rights, and each of our subsidiaries was able to acquire these additional Foreign Shares in Yuchai. Such pro rata offering (including the offering to the Company) is referred to herein as the Yuchai Offering. Certain Legal Person shareholders subscribed for additional shares in the Yuchai Offering. The State Holding Company informed Yuchai at the time that it would not subscribe for any of its portion of Yuchai Shares (31,345,094 shares) in the Yuchai Offering. In order to obtain MOFTEC's approval of the Yuchai Offering, the State Holding Company was given the right by Yuchai's Board of Directors to subscribe for approximately 31 million shares of Yuchai at a price of Rmb 6.29 per share at any time prior to December 1998. This was because provisional regulations of the State Administration Bureau of State Property, or SABSP, and the State Committee of Economic System Reform, or SCESR, published in November 1994, imposed on any holder of state-owned shares certain obligations to protect its interest in any share offering. Under such regulations, the State Holding Company could have been required to subscribe for Yuchai Shares in the Yuchai Offering. Yuchai's shareholders subsequently agreed to extend the duration of such subscription right to March 31, 2002 (the exercise of which would have reduced our ownership of Yuchai from 76.4% to 71.7%). The State Holding Company informed the shareholders of Yuchai that it had determined not to subscribe for additional Yuchai Shares and this determination was noted by the Yuchai Board of Directors on November 1, 2002. However, given the November 1994 provisional regulations of the SABSP and the SCESR, the SABSP, the SCESR and/or the MOC may take action against the State Holding Company, and there can be no assurance that any such action would not, directly or indirectly, have a material adverse effect on Yuchai or the Company.

**Reorganization Agreement**

On April 7, 2005, we entered into the Reorganization Agreement with Yuchai and Coomber, which is intended to be in furtherance of the implementation of the restructuring contemplated in the agreement dated July 19, 2003 between the Company and Yuchai with respect to the Company's investment in Yuchai (the July 2003 Agreement), as amended and incorporated into the Cooperation Agreement on June 30, 2007. The terms of the Reorganization Agreement have also been acknowledged and agreed to by the State Holding Company. The Reorganization Agreement provides for the implementation of corporate governance guidelines approved by the directors and shareholders of Yuchai in November 2002 and outlines steps for the adoption of corporate governance practices at Yuchai conforming to international custom and practice. Pursuant to the Reorganization Agreement, Yuchai also acknowledged and affirmed our continued rights as majority shareholder to direct the management and policies of Yuchai through Yuchai's Board of Directors.

Subsequent to the execution of the Reorganization Agreement, a number of steps have been taken by the parties thereto towards its implementation. For example, Yuchai's directors and shareholders have confirmed that the amendments to Yuchai's Articles of Association and corporate governance guidelines required to be adopted by Yuchai pursuant to the Reorganization Agreement have been ratified and implemented, and that steps are being taken to have such amendments and guidelines approved by the relevant Chinese authorities. Yuchai has also paid a consultancy fee of US\$1.5 million to us in 2005. Yuchai has also declared and paid dividends to its shareholders from profits earned in the fiscal years ended December 31, 2003 and 2004, resulting in the Company receiving dividends of Rmb 231.3 million (US\$27.9 million, based on an exchange rate of Rmb 8.29 to US\$1.00), following which we declared dividends representing approximately 50% of the amount of dividends paid to us by Yuchai, as contemplated

in Section 1.5(c) of the Reorganization Agreement. Yuchai declared dividends in respect of the fiscal year ended 2007 and the amount of Rmb 108.3 million (US\$15.8 million) was received in 2008.

**Table of Contents****Cooperation Agreement**

The Reorganization Agreement was scheduled to terminate on June 30, 2007. On June 30, 2007, we entered into the Cooperation Agreement with Yuchai, Coomber and the State Holding Company. The Cooperation Agreement amends certain terms of the Reorganization Agreement, as amended, among CYI, Yuchai and Coomber, and as so amended, incorporates the terms of the Reorganization Agreement.

Pursuant to the amendments to the Reorganization Agreement, the Company agreed that the restructuring and spin-off of Yuchai would not be effected, and, recognizing the understandings that have been reached between the Company and the State Holding Company to jointly undertake efforts to expand the business of Yuchai, the Company would not seek to recover the anti-dilution fee of US\$20 million from Yuchai.

The Cooperation Agreement provides that the parties will explore new business opportunities and ventures for the growth and expansion of Yuchai's existing businesses. Although the parties to the Cooperation Agreement expect to work towards its implementation as expeditiously as possible, no assurance can be given as to when the transactions contemplated therein will be consummated.

While various amendments to Yuchai's Articles of Association had been ratified and adopted by Yuchai, these amendments are still in the process of being approved by the Ministry of Commerce, PRC. As of June 1, 2009, the parties were continuing to seek the required approvals.

During 2004, Yuchai granted loans of Rmb 205 million to Yuchai Marketing Co., Ltd or YMCL, a subsidiary of Coomber, with an interest rate of 5.58% for one year. The loans were guaranteed by Coomber and the State Holding Company (together, the Guarantors). The loans were repaid in 2005 and were subsequently re-loaned with a maturity date of June 1, 2007 and further extended to May 30, 2008. In July 2007, Yuchai's Board of Directors agreed in principle to a proposal by the State Holding Company to settle the loans due from YMCL, along with various other accounts receivable from YMCL (collectively, the receivables), by forgiving the receivables in exchange for the transfer of 100% of the equity ownership in a hotel in Yulin, PRC and YMCL's central office building in Guilin, PRC or Guilin Office buildings. On December 25, 2007, Yuchai, pursuant to the execution of a share transfer contract with YMCL, Coomber and State Holding Company, acquired all the outstanding share capital of Guangxi Yulin Hotel Company Ltd (Yulin Hotel Company) for Rmb 245.6 million. In March 2008, agreements were entered into by Yuchai to effect the repayment of the Rmb 205 million loans against the purchase of 100% equity interest in Yulin Hotel Company for Rmb 245.6 million and offsetting of the balance payable against certain trade receivables due from YMCL, the Guarantors and other related parties. As a result of the acquisition of 100% equity of Yulin Hotel Company, the loan agreements with YMCL have been terminated and the guarantees provided by the Guarantors have been discharged. The acquisition by Yuchai of Yulin Hotel Company was ratified by the Board of Directors of Yuchai and its shareholders subject to the original shareholders of Yulin Hotel Company obtaining approval for the transaction from the regulatory agency in China by November 30, 2008 which was subsequently extended to June 30, 2009 by Yuchai's Board of Directors and shareholders. If such approval from the provincial government regulatory agency in charge of state-owned assets administration in China was not obtained by June 30, 2009, Yuchai would have had the right to sell to the State Holding Company, who would have been obligated to buy, 100% of the equity interest in Yulin Hotel Company at the original purchase price of Rmb 245.6 million. This condition is contained in a guarantee letter provided by the original shareholders of Yulin Hotel Company. However, on January 13, 2009, Yuchai received approval from the provincial government regulatory agency in charge of state-owned assets administration in China for its acquisition of 100% equity interest in Yulin Hotel Company.

For fiscal year 2008, there was an impairment charge of Rmb 46.0 million (US\$6.7 million) recognized pertaining to the hotel in Yulin and the Guilin Office buildings. The goodwill of Rmb 5.7 million (US\$0.8 million) arising from the acquisition of the Yulin Hotel Company was fully impaired during fiscal year 2008. The provision of Rmb 203.0 million for uncollectible loans to a related party was reclassified as a deferred gain in the balance sheet. The deferred gain will be recorded in the Statement of Income in 2009 when it was realised on receipt of approval from the provincial government.

**Products and Product Development-Yuchai**

The general market demand for trucks and buses has contributed to Yuchai's significant growth since 2005, with the continued expansion of the highways and toll roads in China.



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Yuchai produces light, medium and heavy-duty diesel engines, industrial diesel engines, diesel powered generators (Genset) and engine parts.

### **Emission Standard**

As of July 2008 China has officially implemented the National III emission standards throughout China. The 2008 Beijing Olympics has led to an early implementation of the National IV emission standard in Beijing in 2008 which will be implemented in Shanghai from November 2009 and nationwide in late 2010. Yuchai believes it possesses the relevant know-how and technology required for the use of its existing line of National IV diesel engines.

### **New Products**

Our recent products include the YC6K (520PS) engines and the YC6T (600PS) engines. The YC6K (520PS) engines range from 10.5L to 14L, and primarily used in container logistics trucks while our YC6T (600PS) engines, which are 16L engines are intended mainly for use in fishing and towing vessels.

The following are our other new products:

#### **(I) Light-Duty Engine (4W)**

YC4W National-III and National-IV 1.2L, 4-cylinders, 4-valves, 82-64kw, 4000-4200rpm diesel engine uses DELPHI electronic controlled high pressure common-rail fuel injection technology. The main applications are in passenger cars, multi-purpose vans, power generators and light-duty special purpose machineries.

#### **(II) Medium-Duty Engine (6A, 6G, 6J)**

YC6A National-III 6-cylinders, 4-valves, 162-225kw, 2300rpm diesel engine uses BOSCH electronic controlled high-pressured common-rail fuel injection technology. YC6A main applications are in medium-sized trucks, construction machines, boats, generators, and agricultural machinery.

YC6G National-III 7.8L, 6-cylinders, 147-199kw, 2000-2200rpm diesel engine uses DELPHI electronic controlled high-pressured common-rail fuel injection technology. Its main applications are for buses and coaches of 11-12 metres in length.

YC6J National-III 6.5L, 6-cylinders, 132-180kw, 2500rpm diesel engine uses BOSCH electronic controlled high-pressured common-rail fuel injection technology. The engines are suitable for coaches of 8m-11m in length.

For both the above YC6G and YC6J engines, Yuchai has also developed CNG/LPG variants, using similar major components. The main applications are found in public buses.

#### **(III) Heavy-Duty Engines (6K)**

YC6K National-III, National-IV heavy-duty 11L-13L, 6-cylinders diesel engine is our latest product for trucks of 12 metric tons and above and for coaches exceeding 12 metres in length. YC6K is scheduled to begin commercial production in early 2010.



**Table of Contents****(IV) Marine Diesel Engines (YC6C, YC6T)**

YC6C and YC6T are our latest products in marine engines and power generators and they are scheduled for commercial production at the end of 2009.

In December 2006, Yuchai established a wholly-owned subsidiary called Xiamen Yuchai Diesel Engines Co., Ltd. This new subsidiary was established to facilitate the construction of a new diesel engine assembly factory in Xiamen Fujian province in China. The projected assembly capacity for the initial phase is approximately 30,000 engines and is expected to incur investment costs of Rmb 186.0 million (US\$27.1 million) for the new factory and equipment. This new factory was expected to be ready for commercial production by the fourth quarter of 2008, which has now been deferred to September 2009.

On April 10, 2007, Yuchai signed a Cooperation Framework Agreement with Geely and Yinlun to consider establishing a proposed joint venture company to develop diesel engines for passenger cars in China. The location of the proposed joint venture was to be at Tiantai, Zhejiang Province in China. Yuchai was to be the largest shareholder followed by Geely as the second largest shareholder. In December 2007, further to the Cooperation Framework Agreement, Yuchai entered into an Equity Joint Venture Agreement with Geely and Yinlun, to form two joint venture companies in Tiantai, Zhejiang Province and Jining, Shandong Province. The joint venture companies ( JV Cos ) will be primarily engaged in the development, production and sales of a proprietary diesel engine and its parts for passenger vehicles. The main product is a 4D20-2LO diesel engine and the technology for this new diesel engine will be purchased by the JV Cos from Geely subject to certain specified design technology standards being met. The total design production capacity of both JV Cos will be 300,000 diesel units, with each JV Co starting with a capacity for 50,000 diesel engine units and then adding capacity to reach 150,000 units annually. Yuchai is the controlling shareholder with 52 percent with Geely and Yinlun holding 30 percent and 18 percent shareholding respectively in both JV Cos. The two JV Cos have been duly incorporated. There can be no assurance that the joint venture companies will be successful. See Item 3. Key Information Risk Factors - Risks relating to our company and our business If we are not able to continuously improve our existing engine products and develop new diesel engine products, or successfully enter into other market segments, we may become less competitive, and our financial condition, results of operations, business and prospects will be adversely affected.

The following table sets forth Yuchai's list of engines by application:

**Series**

Trucks	YC4D, YC4E, YC4F, YC4G, YC6A, YC6G, YC6K
Bus	YC6M Mono-fuel, YC6M, YC6L, YC6J, YC6J mono-fuel, YC6G
Construction	YC4B, YC4F, YC6J125G, YC6M, YC4108G/ZG, YC6108G/ZG
Agriculture	YC4AT, YC4BT, YC6AT, YC6BT, YC4BT, YC4F, YC6C, YC6T, YC4W
Marine	YC6112, YC6015/08, YC4108C, YC6M, YC6A/6B
G-Drive	YC4D, YC6A190D(A8100), YC6A225D(A8500), YC6B125D, YC6B145D, YC6B180D, YC6B150D, YC6M, YC6T600L

**Light-Duty Diesel Engines****4-Series Light-Duty Diesel Engines**

The 4-Series engines are developed to produce short-range and smaller engines for lightweight cars and trucks. Trial production of the 4-Series engines commenced in late 1999 and today, they represent a stable of reliable and high performance engines and comprise:

The 4108 engine was launched in the market in 2001 based on the 6105 and the 6108 engines. The 4108 engine is designed for light trucks and passenger vehicles and commercial production of the 4108 engine began in 2001.

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The 4112 engine was primarily based on the 6112 engine and is designed for use in light to medium-duty cargo trucks and buses. The 4112 engine also features a low emission level. Commercial production of the 4112 engine began in late 2001.

The YC4F/YC4G engine is a four-cylinder, four-stroke engine with a rated power ranging from 90 to 115 PS. The 4F/4G diesel engines were developed based on technologies from Germany and Japan for mini buses, trucks and passenger cars. Trial production of 4F engines commenced in mid-2004.

The YC4D/YC4E engine is a four-cylinder, four-stroke engine with a rated power ranging from 120 to 180 PS. The YC4D diesel engine was co-developed by Yuchai and Germany FEV, and features lower emission, lower fuel & oil consumption, lower noise, higher reliability, lower price and better upgrading potential. The YC4E series diesel engine was developed on the basis of the YC6G series diesel engine with a displacement of 7.8 liters through stroke-shortening and bore-reducing which maintains advantages aids over the YC6G series diesel engines and features by higher dynamic characteristics, easier operation and maintenance, and is to be used for high-speed and light-duty vehicles.

Significant improvements to the technical specifications of the 4-Series engines have resulted in higher customer acceptance resulting in consistent sales since 2005. The sales have been buoyed by the growth in demand for light trucks and agricultural machinery, and the Chinese government increasing its financial support for the agricultural sector. Yuchai expects the continuing growth of the 4-series engines to become a significant contributor to its sales growth.

*YC4W Passenger Car Diesel Engine*

The YC4W National-III and National-IV engines featured with 1.2L, 4-cylinders, 4-valves, 82-64kw, 4000-4200rpm. The YC4W diesel engine uses DELPHI electronic controlled high pressure common-rail fuel injection technology. The main applications of these engines are in passenger cars, multi-purpose vans, power generators and light-duty special purpose machineries.

**Medium-Duty Diesel Engines***6105 Medium-Duty Diesel Engines*

The 6105 medium-duty engine is a six-cylinder, four-stroke engine that offers up to 230 horsepower. The 6105 engine was historically Yuchai's primary product and was principally installed in medium-duty trucks. Yuchai believes that its 6105 engine has a reputation for fuel efficiency, low noise levels, firm uphill traction and reliability.

*6108 Medium-Duty Diesel Engines*

In response to the introduction of high-power medium-duty engines by its competitors in 1995, Yuchai began the development of its 6108 medium-duty engine which offers improved overall performance compared to the 6105 engine, principally because of greater horsepower, increased reliability and improved acceleration.

Commercial production of the 6108 engine began in the third quarter of 1997, when Yuchai began offering the 6108 engine to its customers as a premium model, along-side its standard 6105 engine. Yuchai's existing and planned production facilities for medium-duty diesel engines are designed to produce 6108 engines without major modification. The customer base for the 6108 engines is similar to that for the 6105 engines. Although the increased competition in the medium-duty diesel market and Yuchai's delay in commercially introducing the 6108 engine has adversely affected Yuchai's market share, through an aggressive marketing program which included brand building and enhancing corporate image, Yuchai was able to increase its unit sales of the 6108 engine. In 2004, unit sales of the 6108 engines were higher than the 6105 engines. The trend reversed in 2005 due to the introduction of the Euro III emission standard which resulted in an increase in the prices of the 6108 engine resulting in a reduction in market demand. In 2007, however, unit sales of the 6108 engine increased by approximately 41.0% over that achieved in 2006, partly due to sales to customers for use in the construction industry.

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*YC6A*

The YC6A National-III is a 6-cylinder, 4-valve engine offering horsepower of 162-225kw and 2300rpm. YC6A diesel engines use BOSCH electronic controlled high-pressured common-rail fuel injection technology. The main applications of YC6A engines are in medium-sized trucks, construction machines, boats, generators and agricultural machinery.

*YC6G*

The YC6G National-III 7.8L, 6-cylinders engines offers horsepower of 147-199kw, and 2000-2200rpm. YC6G diesel engines use DELPHI electronic controlled high-pressured common-rail fuel injection technology. These engines are used mainly in buses and coaches of 11-12 metres in length.

*YC6J*

The YC6J National-III 6.5L, 6-cylinders are engines with horsepower of 132-180kw and 2500rpm. YC6J diesel engines use BOSCH electronic controlled high-pressured common-rail fuel injection technology. YC6J engines are suitable for use in coaches of 8m-11m in length.

*YC6J/YC6G CNG/LPG*

Yuchai has also developed YC6J/YC6G CNG/LPG variants, using similar major components. Yuchai is a market leader in developing diesel engines which are mainly used in public buses.

***Heavy-Duty Diesel Engines***

*6112 Heavy-Duty Diesel Engines*

In 1992, Yuchai purchased from an affiliate of Ford Motor Company in Brazil the production line machinery for manufacturing 6112 heavy-duty engines and moved the production line machinery to a factory in China, which we refer to as the 6112 Engine Factory. The facilities were designed to have a production capacity of approximately 50,000 units per year and could support the production of medium-duty engines when necessary. The facilities included product testing, production equipment repair and maintenance, factory automation and other support functions.

The 6112 heavy-duty engine is a six-cylinder, four-stroke engine with a rated power ranging from 190 to 270 horsepower. Primarily as a result of unreliable key engine components supplied by China domestic component manufacturers, the 6112 engine encountered significant technical problems during the initial road testing and failed to perform satisfactorily under harsh environmental conditions. Although commercial production of the 6112 engine was delayed beyond the previously scheduled date, Yuchai was able to resolve these technical problems and commence trial marketing of the engine in early 1999. The 6112 Engine Factory was completed in 1995 and commercial production of these engines began in the second half of 1999.

Production of the 6112 engine increased steadily between 2002 and 2004 to meet an increase in demand. Sales of the 6112 engine decreased between 2005 and 2007, largely due to shrinking demand arising from the Chinese government's macroeconomic cooling-off measures and competition. Production was also reduced in 2005 and 2006 to reflect the decline in demand.

*6L Heavy-Duty Diesel Engines*

The 6L heavy-duty engine (formerly referred to as 6113) is a six-cylinder, four-stroke, turbocharged intercooling engine, with a rated power ranging from 280 to 350 horsepower. The 6L heavy-duty engine was co-developed with FEV, an independent German-owned engine development institute for big passenger buses. Yuchai launched the 6L engine in November 2003.

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*6M Heavy-Duty Diesel Engines*

The 6M heavy-duty engine family for heavy-duty trucks and passenger buses was developed based on technologies from USA, Japan and Germany in accordance with FEV procedures. The 6M engine has adopted the unique combustion system technology of German FEV and the European forced cooling piston technology. It has a 10-liter displacement and power ranging from 280 to 390 horsepower. Yuchai's first commercial sales of 6M engines occurred in January 2004. Sales increased between 2004 and 2006 due to a strong growth in the heavy-duty engine truck sector.

*Industrial Engines*

Yuchai produces industrial engines such as excavator wheel loads, track tractors, forklifts and truck backhoes. The main products include the following 10 series: YC13, YC18, YC25, YC30, YC35, YC55, YC65, YC85, YC135 and YC225, and more than sixty types of full hydraulic-power small excavators. These engines are equipped with advanced-level hydraulic parts. The products have passed the safety certification of the European CE. These products are suitable for use in engineering construction and production operations of industries such as transportation, farmland, municipal construction and water conservancy.

***Other Products***

*Diesel Power Generators*

Yuchai has a history of more than 40 years for producing diesel generator set, with wide application in civil, military and marine sectors. Yuchai produces diesel power generators which are primarily used in the construction and mining industries. The diesel power generators offer a rated power of 12 kilowatts to 160 kilowatts. Yuchai's diesel power generators use both the 6105 and 6108 medium-duty engines as their power source. The Genset includes an intelligent digital controlling system, remote control, group control, remote monitoring, automatic parallel operation, and automation protection against breakdown.

*Special Vehicles*

Yuchai also produces special vehicles such as waste transfer equipment, constrictive dumpcart, demountable carriage dumpcart, pendular dumpcart, dumpcart, adsorb dung vehicle, tank car and others.

*Diesel Engine Parts*

Yuchai supplies diesel engine parts to its nationwide chain of customer service stations in China. Although sales of diesel engine parts do not constitute a major percentage of Yuchai's net revenues, the availability of such parts to its customers and to end-users through its nationwide chain of customer service stations is an important part of Yuchai's customer service program. Yuchai is continuously improving its spare parts distribution channel services to maintain its competitive position.

***Sales***

In 2000, Yuchai began commercial production of the light-duty 4-Series engines. Strong competition and high pricing structure contributed to weak sales of the 4-Series engines. However, during the credit tightening period of 2005 to 2006, the 4-Series engines became more affordable compared to the medium-duty engines contributing to increased sales during such period.

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Yuchai entered the commercial production and marketing of the 6112 heavy-duty engine in 1999. The product enjoyed steady growth and witnessed declining sales in 2005 to 2006 due to the austerity measures introduced by the central government in China. Yuchai also commenced engine development work on its new heavy-duty 6L and 6M engines in 2003. These two series of engines enjoyed steady growth due to its quality, market suitability and competitive cost.

The following table sets forth a breakdown of Yuchai's sales by major product category for each of the three years ended December 31, 2006, 2007 and 2008, respectively:

	2006			2007			2008		
	Revenues, net Rmb (in thousands)	Revenues, % of net	Units Sold	Revenues, net Rmb (in thousands)	Revenues, % of net	Units Sold	Revenues, net Rmb (in thousands)	Revenues, % of net	Units Sold
Diesel engines									
6105	1,705,399	24.6%	66,627	2,132,590	22.3%	80,567	2,202,856	21.2%	75,633
6108	991,190	14.3%	45,562	1,424,391	14.9%	64,248	1,491,211	14.4%	61,734
6112	725,288	10.5%	14,150	643,373	6.7%	12,741	623,459	6.0%	11,830
6L	98,060	1.4%	1,526	312,268	3.3%	5,079	579,568	5.6%	8,904
6M	267,657	3.9%	6,654	564,909	5.9%	14,296	452,397	4.4%	11,235
4-Series	2,222,531	32.1%	148,941	3,258,449	34.1%	206,558	3,534,245	34.0%	202,798
Diesel power generators & others	910,403	13.2%	123	1,220,323	12.8%	188	1,500,286	14.4%	146
	6,920,528	100.0%	283,583	9,556,303	100.0%	383,677	10,384,022	100.0%	372,280

Others mainly represent the revenues earned through engine parts sales, hotel incomes, guarantee fees and diesel power generators.

**Production**

Yuchai's primary manufacturing facilities are located in Yulin City in the Guangxi Zhuang Autonomous Region. The principal production land area currently occupies approximately 960,900 square meters, including the existing production factory for the 6105 medium-duty engines, the existing production factory for the 6108 medium-duty engine, or the 6108 Engine Factory, the 6112 Engine Factory and various testing and supporting facilities. The new foundry is under construction on 667,000 square metres of land. Upon completion, it is expected to have five production lines with a potential capacity of producing 1 million engines head/block.

During 2005, Yuchai increased production capacity to approximately 290,000 units after the completion of the second foundry and new 6L and 6M heavy-duty engines assembly lines. In 2007 and 2008, production capacity was approximately 400,000 and 443,750 units, respectively, based on 2.5 shifts five-day week.

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The following table sets forth the breakdown of Yuchai's production by major product category for each of the years ended December 31, 2004, 2005, 2006, 2007 and 2008.

	2004		2005		2006		2007		2008	
	Units	% of total units	Units	% of total units	Units	% of total units	Units	% of total units	Units	% of total units
Diesel Engines:										
6105	55,910	24.4%	70,052	29.2%	66,439	23.9%	82,345	21.4%	72,779	21.8%
6108	62,394	27.2%	35,627	14.8%	39,057	14.1%	66,526	17.3%	61,169	18.3%
6112	27,410	12.0%	15,990	6.7%	14,358	5.2%	12,996	3.4%	11,954	3.6%
6L	1,444	0.6%	1,008	0.4%	1,366	0.5%	5,618	1.5%	9,025	2.7%
6M	1,594	0.7%	5,991	2.5%	7,331	2.6%	15,830	4.1%	11,492	3.4%
4-Series	80,458	35.1%	111,393	46.4%	149,347	53.7%	201,204	52.3%	168,058	50.2%
Total	229,210	100.0%	240,061	100.0%	277,898	100.0%	384,519	100.0%	334,477	100.0%

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### *Procurement*

Yuchai manufactures engine blocks, cylinder heads, crankshaft, camshaft and certain other key parts. Third party suppliers provide the remaining engine parts. The production process involves the complete assembly and testing of the finished product. The key components for 6105, 6108 and 6112 are manufactured internally.

### *Engine Block*

Yuchai cast and molded approximately 345,536 units of engine blocks in 2008 representing a large portion of its engine blocks used in production.

### *Pump*

Yuchai/ASIMCO Components Company Limited, or Yuchai/ASIMCO, is one of Yuchai's principal suppliers of fuel injection pumps through two of its related companies. Yuchai/ASIMCO is a joint venture between Yuchai and a subsidiary of Asian Strategic Investments Corporation, or ASIMCO, that invests in factories in China that produce parts and components for diesel engines. ASIMCO is a joint venture among The Pacific Alliance Group Limited, Dean Witter Capital Corporation and TCW Capital Investment Corporation. As of June 1, 2009, Yuchai had contributed Rmb 5.7 million to Yuchai/ASIMCO and owned an 8.0% interest in the common stock of Yuchai/ASIMCO.

### *Raw Materials*

Yuchai purchases raw materials, principally steel and cast iron, from domestic suppliers. There has been an increase in the prices of these raw materials which increases our costs of production. See Item 3. Key Information Risk Factors Risks relating to our company and our business If China's inflation worsens or the prices of energy or raw materials continue to rise, we may not be able to pass the resulting increased costs to our customers and this may adversely affect our profitability or cause us to suffer operating losses

### *Imports*

The main parts for the 6112 heavy-duty engine, which comprise engine blocks, cylinder heads, crankshaft and fuel injection pumps, are imported from foreign suppliers. The remaining parts are purchased from the domestic suppliers. Yuchai reduced its reliance on imported parts and components in 2006 and expects to further reduce its reliance on such imported parts and components in 2007.

Yuchai has a policy of practising sound procurement policy by requiring the same product procurement from at least two distinct sources. The same practice applies to all other externally procured engine parts. Yuchai is continually seeking to improve its procurement strategy by seeking new suppliers with competitive prices and quality. For contingency supply of engine blocks, Yuchai has a long term purchase agreement with a domestic foundry.

### *Quality Assurance, Control & Safety*

All raw materials, external supplied parts and components are checked for conformity with the required quality and specifications. Each stage of the production process is monitored by a quality control procedure and the final product undergoes standard conformity and specification testing using automated testing laboratory. To promote the safety of its workers, Yuchai has established a safety department to supervise the proper use of equipment, prevent fire and explosions and promote safe practices and procedures in the workplace.

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***Manufacturing Capacity Expansions***

Yuchai believes that the current production capacity of all engine lines will meet the expected demand in the short-term. Yuchai is continuously assessing the market demand and devising production strategies to secure market opportunities

**Research and Development**

Yuchai has committed substantial resources to continually improve the technology of its products and maintain the competitiveness of its products. Yuchai's internal development effort focuses primarily on designing new products, improving manufacturing processes and adapting foreign technology to the Chinese market. Yuchai has committed 3% of its revenue annually to continually improve the technology of its products. In addition, Yuchai plans to continue to acquire advanced technology from Chinese research institutes, foreign engine design consulting firms and foreign diesel engine and engine parts manufacturers. As of December 31, 2007, Yuchai employed over 617 engineers (excluding supporting junior engineers). As of December 31, 2008, Yuchai employed over 406 engineers (excluding supporting junior engineers), approximately 371 of whom were devoted to research and development, product enhancement and new designs while the remaining were in the production department and after sales service. In 2006, 2007 and 2008, Yuchai spent approximately Rmb 167.7 million, Rmb 153.1 million and Rmb 177.4 million (US\$25.9 million) respectively, on research and development. Yuchai believes that it has been able to control to some extent, the increase of research and development expenses due to the relatively low salary levels of engineers in China. In 2007 and 2008, Yuchai's research and development efforts were focused on the development of new products such as heavy duty engines 6T and 6K and National IV and National V prototype products.

***Future Products***

Yuchai believes that the long-term business prospects will largely depend upon its ability to develop and introduce new or improved products with higher quality and competitive pricing. Future products may utilize different technologies and may require knowledge of markets that Yuchai does not currently possess.

Presently, Yuchai is heavily dependent on foreign engine design consulting firms and foreign engine manufacturers for technological assistance in improving its products and developing new products, and expects such dependence to continue. The introduction of new diesel engine products will also require significant capital expenditures, such as purchases of foreign manufacturing equipment and technologies.

**Sales, Marketing and Services**

***Sales and Marketing***

Yuchai distributes most of its engines directly to auto plants and agents from its primary manufacturing facilities in Yulin City. In addition, Yuchai operates a number of regional offices in major geographic regions in China. With a sales force of approximately 800 persons nationwide in China, Yuchai provides a comprehensive range of services to its customers, including dispatching engineers to provide on-site assistance to major customers in the resolution of technical problems.

Yuchai promotes its products primarily through television commercials, outdoor sign boards, advertisements in newspapers and industry journals. Since 1993, Yuchai has been sponsoring an annual program, User Service Month, during which Yuchai provides its customer service stations with information brochures, customer suggestion cards for the improvement of Yuchai's service and small gifts for end-users. In connection with this promotion, Yuchai's customer service stations also perform routine maintenance checks and minor repairs on end-users' diesel engines free of charge. Yuchai believes that its promotional efforts are unusual for an automotive component company in China and lead to greater brand name recognition among end-users. Yuchai further believes that it leads its competitors in providing high quality after-sales services by its more than 1,300 authorised service stations which are able to provide emergency services to its end-users within a 40-km radius in the central, eastern and southern part of China.



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Yuchai has continued to focus its sales efforts on retailers and end-users of diesel engines. Yuchai seeks to encourage end-users of gas engine trucks to replace their gas engines with Yuchai diesel engines by advertising the advantages of diesel engines. With the advent of CNG/LPG refilling network across the nation, customers have the additional option of using YC6J/YC6G CNG/LPG engines. Such sales of replacement engines are generally made through customer service centers at a retail price which is higher than the sales price to truck manufacturers.

Yuchai believes that proximity to its factories in Yulin City is an important factor in the geographical make-up of its customers. Due in part to transportation and shipping costs, a substantial majority of Yuchai's engines are sold to customers in southern and central eastern China. Customers' geographical make-up is segmented by Guangxi, Sichuan, Hubei, Fujian, East and North East China.

**Export Sales**

Yuchai has a very small percentage of its products exported outside China, as the following table indicates:

	2006			2007			2008		
	Sales Revenue Rmb (in thousands)	% of Sales Revenue	Unit Sales	Sales Revenue Rmb (in thousands)	% of Sales Revenue	Unit Sales	Sales Revenue Rmb (in thousands)	% of Sales Revenue	Unit Sales
Total Domestic Sales	6,893,551	99.6%	282,516	9,533,767	99.8%	382,810	10,352,114	99.7%	371,243
Total Export Sales	26,977	0.4%	1,067	22,536	0.2%	867	31,908	0.3%	1,037
	6,920,528	100.0%	283,583	9,556,303	100.0%	383,677	10,384,022	100.0%	372,280

In 2006, the top five export markets of Yuchai (in descending order) are Vietnam, Cuba, Egypt, Algeria and Malaysia. In particular, Yuchai exported 700, 12,000 and 133 diesel engine units to Cuba in 2006, 2007 and 2008 respectively. In April 2006, Yuchai signed a memorandum of understanding with the Cuban government for the export by Yuchai of approximately 20,000 diesel engines over the next four years. Yuchai does not expect that sales pursuant to this memorandum of understanding will have a material impact on its unit production or sales revenue. In 2007, the top five export markets of Yuchai (in descending order) were Cuba, Vietnam, Russia, Egypt and Saudi Arabia. In 2008, the top five export markets of Yuchai (in descending order) were Vietnam, Saudi Arabia, Peru, Turkey and Russia.

Yuchai's sales are concentrated among the Dongfeng Group, one of the largest state-owned automobile companies in China, and other major diesel truck manufacturers controlled by or affiliated with the Dongfeng Group. Sales to the Dongfeng Group accounted for approximately 21.7% and 20.8% of Yuchai's total net revenues in 2006 and 2007. In 2008, the Dongfeng Group accounted for 18.8% of total net revenues, of which our two largest customers, Liuzhou Dongfeng Automobile and Hubei Dongfeng Automobile, accounted for 7.7% in total. The Dongfeng Group is also a major competitor of Yuchai. See Competition.

Customers' orders with Yuchai can be cancelled either by Yuchai or its customers prior to delivery in accordance with the sales contracts. As part of Yuchai's credit procedures to control and manage its trade accounts receivables, Yuchai would hold shipments

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for delivery if customers' credit position is not satisfactory or if customers have not made payments for earlier deliveries. There can be no assurance that such cost-controlling measures will successfully control Yuchai's trade receivable balance, or that they will not adversely affect the future purchase decisions of Yuchai's customers. As of December 31, 2006, Yuchai had net trade accounts receivable of Rmb 1,480.9 million, representing 34.3 % of our consolidated current assets as of the same date. As of December 31, 2007, Yuchai had net trade accounts receivable of Rmb 3,107.8 million, representing 54.4 % of our consolidated current assets as of the same date. As of December 31, 2008, Yuchai had net trade accounts receivable of Rmb 2,537.7 million (US\$ 371.3 million), representing 41.8% of our consolidated current assets as of the same date.

**Customer Service**

Yuchai believes that customer service is an important part of maintaining its market competitiveness. In addition to various services provided initially at its sales offices, Yuchai has a nationwide network of authorized service stations in China that provide repair and maintenance services, spare parts, retrofitting services and training to Yuchai's customers. To ensure a consistently high level of service, Yuchai trains the technicians at each of these service stations. In addition, Yuchai also owns and operates repair training centers. Any warranty-related services or repairs will be borne by Yuchai. Other than above, all non-warranty activities will be charged to customers. Yuchai's customer service program emphasizes a fast turnaround time on repair requests. As part of this policy, Yuchai supplies authorized service stations with spare parts for repairs and requires these service stations to provide on-site assistance at the customer's place of business within 12 to 24 hours, depending on the customer's location.

Yuchai's warranty obligations vary depending upon the warranty type and such provisions are determined at fiscal year end based upon historical warranty cost per unit of engines sold adjusted for specific conditions that may arise and the number of engines under warranty at each financial year end. See Item 5. Operating and Financial Review and Prospects Critical Accounting Policies Product Warranty Obligations.

In March 2004, at the State Holding Company's initiative, Yuchai established a new company, Yuchai Express Guarantee Company Ltd, or YEGCL, which provides credit guarantee to Yuchai's customers to purchase trucks that are mounted with Yuchai's diesel engines. Yuchai contributed Rmb 100.0 million for the establishment of this company, in return for 76.9% of its share capital. YEGCL commenced operations in June 2004 and is currently continuing to provide service for the outstanding guarantee obligations to its existing customers until such obligations terminate but has ceased to provide new guarantees after 2006 to any new customers.

**Trademarks**

The State Holding Company owns and maintains Chinese trademark registrations of its principal trademarks. Yuchai uses these trademarks with the consent of the State Holding Company at no charge and Yuchai believes that the Yuchai logo is well recognized as a quality brand in China. As Yuchai currently sells most of its products in the China domestic market, registration of its principal trademarks is not maintained in countries outside China. The State Holding Company has not been involved in any material claim or dispute in relation to trademarks or other intellectual property rights and, to the best of Yuchai's knowledge, no such claim or dispute is pending or threatened.

**Competition**

The diesel engine industry in China is highly competitive. Yuchai believes, based on internal studies, that competition is based primarily on performance, quality, price and after-sales service, and secondarily on noise, size and weight. Yuchai believes that its engines have a strong reputation among truck manufacturers and consumers for leading performance and reliability. In addition, Yuchai believes that its after-sales service to end-users of Yuchai engines, conducted through a nationwide network of authorized service stations and repair training centers in China, gives Yuchai a competitive advantage over other diesel engine producers.

Most of Yuchai's major China domestic competitors are state-owned enterprises. The Dongfeng Group, which is a major competitor of Yuchai and which controls two of Yuchai's largest competitors, is also one of Yuchai's major customers and controls some of

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Yuchai's other major customers. In 2008, sales to the Dongfeng Group accounted for 18.8% of our total net revenues, of which our two largest customers, Liuzhou Dongfeng Automobile and Hubei Dongfeng Automobile, accounted for 7.7% in total. Some of Yuchai's competitors have formed joint ventures with, or have technology assistance arrangements with, foreign diesel engine manufacturers or engine design consulting firms, and use foreign technology that is more advanced than Yuchai's technology. Yuchai believes that its current production capacity is adequate to meet expected higher demand from and unit sales to customers in the near future arising from the continued government spending on new highways and other infrastructure development projects in China. Yuchai expects competition to intensify as a result of, among other things, improvements in competitors' products, increased production capacity of competitors, increased utilization of unused capacity by competitors and price competition.

In the medium-duty diesel engine market, Yuchai's 6105 and 6108 engines compete primarily against the 6110 engines produced by a number of Yuchai's competitors. Initially, the introduction of the 6110 engine in 1995 had put considerable pressure on Yuchai's competitiveness in the medium-duty diesel engine market because it offered greater horsepower than Yuchai's 6105 engine. However, the commercial introduction of the 6108 engine in 1997 by Yuchai, which offers substantially the same horsepower as the 6110 engine, has allowed Yuchai to compete more effectively in the medium-duty diesel engine market. In competing with the 6110 engine, Yuchai focuses on the quality and price of, and the after-sales service on, the 6108 engine. The unit sales of the 6108 engines was lower than 6105 engines in 2006 and 2007 due to poor market demand for the more expensive 6108 engines as a result of the more stringent Euro III emission standards and competition. In 2008, the overall unit sales of the 6108 and 6105 engines were lower than the unit sales for 2007. There can be no assurance, however, that Yuchai will be able to maintain or improve its current market share or develop new markets for its medium-duty diesel engines.

In addition, Yuchai commenced trial marketing of its 6112 heavy-duty engine in early 1999, and began commercial production of these engines in the second half of 1999. Due to the delay in commercial production of the 6112 engine until 1999, however, Yuchai was not able to benefit from the competitive advantages of an early entry into the China domestic market for heavy-duty engines. Moreover, the market for heavy-duty diesel engines in China is relatively price sensitive. In 2007 and 2008, the sales volume of the 6112 engine was 12,741 units and 11,830 units, which was 16.4% lower than 14,150 units in 2006 and approximately 7.2% lower than in 2007 respectively, due to shrinking demand arising from the Chinese government's measures to tighten the credit supply within the banking sector in China as part of its efforts to minimize overheating of the economy. This situation has led to Yuchai's customers buying more of the cheaper light-duty diesel engines as compared to the more expensive heavy-duty diesel engines. In 2007 and 2008, the demand for 6112 engines was also adversely affected by the trend of truck owners moving to higher horsepower engines in order to maximize the haulage of each trip and reduce the operating cost per trip. This trend is a result of the improved highway system after heavy investment by the Chinese government in infrastructure building. There can be no assurance that Yuchai will be able to compete successfully in the heavy-duty diesel engine market in China with the existing producers (such as Weichai Power Co., Ltd.) or any new entrants.

Yuchai also faces intense competition in the light-duty diesel engine market. In this market, Yuchai competes primarily against Wuxi Diesel Engine Factory First Auto Group and Dalian Diesel Engine Factory First Auto Group, collectively, the First Auto Group. As Yuchai is a late entrant into the light-duty diesel engine market relative to the First Auto Group, Yuchai believes that it could be difficult for Yuchai to become a market leader in the short-term.

As the Chinese automotive industry develops, Yuchai will have to continuously improve its existing engine products, develop new diesel engine products and enter into other market segments in order to remain competitive. Consequently, Yuchai's long-term business prospects will largely depend upon its ability to develop and introduce new or improved products at competitive prices as well as the success of any entry into new market segments. Future products may utilize different technologies and may require knowledge of markets that Yuchai does not currently possess. Currently, Yuchai is heavily dependent on foreign engine design consulting firms and foreign engine manufacturers for technological assistance in improving its products and developing new products, and expects such dependency to continue. The introduction of new diesel engine products will also require significant capital expenditures, such as purchases of foreign manufacturing equipment and technologies. In addition, Yuchai's competitors in the diesel engine markets may be able to introduce new or improved models that are more favorably received by customers than Yuchai's products. Competition in the end-use markets, mainly the truck market, may also

lead to technological improvement and advances that render Yuchai's current products obsolete at an earlier than expected date, in which case Yuchai may have to depreciate or impair its production equipment more rapidly than planned. Failure to introduce, or delays in the introduction of, new or improved products at competitive prices or any delay or failure to enter into other market segments could have a material adverse effect on the financial condition, results of operations, business or prospects of Yuchai.

Government policies on import tariffs and restrictions affect our business. For example, a reduction in import restrictions and/or lower tariffs may lead to increased imports of foreign diesel engines and, therefore lead to increased competition in the China domestic diesel engine markets. Similarly, reduced import restrictions and/or lower tariffs on automobiles may affect the competition in the end-use markets of Yuchai's customers and indirectly affect Yuchai's sales to such customers. Currently, China is encouraging foreign investments into the motor vehicle engine manufacturing industry. Yuchai has from time to time been in discussions with potential foreign diesel engine manufacturers on possible strategic joint ventures to develop and manufacture new diesel engines.

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**The HLGE group**

As of June 1, 2009, we had a 45.4% interest in the outstanding ordinary shares of HLGE. See Item 5. Operating and Financial Review and Prospects Business Expansion and Diversification Plan.

HLGE is listed on the Main Board of the Singapore Exchange. HLGE's share price on the Singapore Exchange closed at S\$0.115 on June 30, 2009. The core businesses of the HLGE group are that of hospitality operations and property development.

***Investment holding activities***

The HLGE group owns an investment property known as Wisma LKN in Johor Bahru, Malaysia.

***Hospitality operations***

The HLGE group, through its joint venture companies, owns a number of Equatorial hotels in Shanghai, PRC, and Cameron Highlands, Malaysia, and a Copthorne hotel in Qingdao, PRC. The HLGE group also owns a serviced apartment building in Shanghai. It also manages, among other things, these hotels in Qingdao, PRC, and Cameron Highlands, Malaysia. A more detailed description of the various hotel properties is set out below:

*Hotel Equatorial Shanghai*

Hotel Equatorial Shanghai is located in the heart of Shanghai. The property has more than 500 saleable guest rooms which have all been fully refurbished over the last 18 months and a new lounge. Other facilities comprise six food and beverage outlets, ballroom space and a health club.

*Copthorne Hotel Qingdao*

The property is located in the commercial district of Qingdao. The property has approximately 450 saleable guest rooms, and has restaurants and bars, ballrooms and function rooms, entertainment facilities, offices and retail space.

*Changning Equatorial Serviced Apartments*

The property comprises a 16-storey building located in the downtown Shanghai. The property has approximately 125 apartment units, a self-service launderette, meeting rooms and a business centre. In September 2008, the business operation was temporarily closed for major renovations and is anticipated to re-open at the end of September 2009.

*Hotel Equatorial Cameron*

The property is a tudor styled resort comprising more than 100 self-contained low-rise and high-rise units. Each suite is equipped with a living room, a kitchenette and a balcony. The hotel tower comprises 270 saleable guest rooms.

*Renovation and maintenance.* To maintain the competitiveness of its hotels and to improve guests' stay experience, HLGE carries out renovation programs at its hotels from time to time as required.

**Table of Contents****The TCL group**

The TCL group is a distributor of consumer electronic products with operations mainly in the PRC (including Hong Kong). In August 2008, TCL announced that its Board of Directors had decided to cease its electronic manufacturing business as a result of a significant slowdown in demand from its major customers and rising operational costs. TCL announced in May 2008 that it plans to reposition its principal business from consumer electronics distribution to real estate and related infrastructure investment in the pan-Asian region. TCL also announced that TCL may divest those assets that will no longer form part of its core activity going forward. This plan is subject to TCL receiving any required regulatory and shareholders' approvals. On December 3, 2008, TCL announced that its Board of Directors had approved by a majority vote, with the nominee directors of Venture Delta and Grace Star voting against, the execution of the MOU with Payce, to enter into transactions in connection with certain properties located in Sydney, Australia. The investment amount by TCL is to be funded through a combination of cash, the issue of new shares in TCL and options to subscribe for TCL shares, and external debt. The MOU is subject to definitive agreements being entered into as well as fulfillment of certain conditions precedent including regulatory and shareholders' approval, completion of satisfactory due diligence and obtaining of financing on acceptable terms. On April 29, 2009, TCL announced that the MOU would terminate on May 1, 2009 as one of the conditions precedent to be satisfied by Payce in connection with the entry into the transactions with TCL as contemplated by the MOU, has not been and will not be satisfied and its board of directors had decided that it was no longer in the best interests of Payce to complete the transactions contemplated by the MOU. Notwithstanding the termination of the MOU with Payce, TCL has announced that it is continuing with its efforts to reposition its principal business from consumer electronics to real estate and related infrastructure activities in the pan-Asian region. We continue to disagree with the proposed repositioning of TCL group's business and are currently considering our options in relation to our investment in the TCL group.

***Third party branded products***

The TCL group is engaged in the distribution of a portfolio of branded consumer electronics products, such as Panasonic, Nokia, Orion Casio, Apple, Asus, Fuji, Kodak, Lenovo, Olympus, Pentax, Samsung, Sony, and Canon. Some of the products that the TCL group markets under these brand names include digital video cameras, digital still cameras, and audio products including MP3/MP4/MP5 players, plasma televisions, desktop and notebook computers, personal digital assistants electronic accessories and mobile phones.

***Proprietary branded products***

The TCL group has created and marketed consumer products under its own brand name, namely YES brand, which is associated with a range of MP3 players and accessories compatible with the iPod, liquid crystal display televisions, portable DVD players, digital photo frames and memory cards.

***Distribution network***

The TCL group has a distribution and sourcing network in its principal markets of PRC and Hong Kong.

***Competition***

The consumer electronics sector in China is extremely competitive. The TCL group has a dual focus on expanding sales and controlling costs and plans to continue to widen its product and brand portfolio should opportunities arise. In May 2008, TCL announced its plans to reposition its principal business from consumer electronics distribution to real estate and related infrastructure investment in the pan-Asian region. On December 3, 2008, TCL announced that its Board of Directors had approved by a majority vote, with the nominee directors of Venture Delta and Grace Star voting against, the execution of the MOU with Payce Consolidated Limited ( Payce ), to enter into transactions in connection with certain properties located in Sydney, Australia. On April 29, 2009, TCL announced that the MOU would terminate on May 1, 2009 as one of the conditions precedent to be satisfied by Payce in connection with the entry into the transactions with TCL as envisaged by the MOU, has not been and will not be satisfied and its board of directors had decided that it was no longer in the best interests of Payce to complete the transactions contemplated in the MOU. Notwithstanding the termination of the MOU with Payce, TCL has announced that it is continuing with its efforts to reposition its principal business from consumer electronics to real estate and related infrastructure activities in the pan-Asian region.

***Other businesses***

The TCL group also has other business activities relating to contract manufacturing, property development and investment in the PRC.

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**Organizational Structure**

The following chart illustrates the organizational structure of the Company and Yuchai as of June 1, 2009 and is based on information generally known to the Company or otherwise disclosed in filings made with the SEC (see also Item 7. Major Shareholders and Related Parties – Major Shareholders ). This chart depicts the Company’s significant subsidiaries only.



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**Regulatory and Related Matters**

**Governance, Operation and Dissolution of Yuchai**

Governance, operation and dissolution of Yuchai are governed by laws and regulations of China relating to Sino-foreign joint stock companies, as well as by Yuchai's Articles of Association. Yuchai is subject to the relevant PRC labour laws and regulations with respect to labour management, which is overseen by the Labour & Social Security Bureau. In accordance with these laws and regulations, management may hire and discharge employees and make other determinations with respect to wages, welfare, insurances and employee discipline. Chinese laws and regulations applicable to a Sino-foreign joint stock company require that, before Yuchai distributes profits, it must: (i) satisfy all tax liabilities; (ii) recover losses in previous years; and (iii) make contributions to statutory reserve fund in an amount equal to at least 10% of net income for the year determined in accordance with generally accepted accounting principles in China, or PRC GAAP. However, the allocation of statutory reserve fund will not be further required once the accumulated amount of such fund reaches 50.0% of the registered capital of Yuchai.

Pursuant to Chinese law and Yuchai's Articles of Association, Yuchai may be dissolved upon the occurrence of certain events, including *force majeure*, severe losses, lack of supply of necessary materials or other events that render Yuchai unable to continue its operations. Upon dissolution, Yuchai will form a liquidation committee. Final dissolution is subject to government review and approval.

During 2003, we believe affiliates of the State Holding Company caused various Chinese government agencies to raise allegations of irregularities regarding the status of our ownership of and rights of control over Yuchai, which we believe was intended to try to limit our rights to exercise control over Yuchai. We further believe that such allegations were based on an inaccurate understanding of the structure of our ownership of and rights of control over Yuchai. We also believe that Yuchai's ownership structure has been validly approved by the relevant Chinese authorities, and that the shares of Yuchai held by our six wholly-owned subsidiaries are legally and validly held under Chinese law. We have obtained legal opinions from two Chinese law firms confirming these matters (see the reports on Form 6-K filed by the Company with the SEC on April 1, 2005). We have also taken steps to communicate to the relevant Chinese government agencies the reasons for our position with respect to these matters. We believe the July 2003 Agreement, the Reorganization Agreement, as amended, and the Cooperation Agreement, when fully implemented will resolve the issues raised by the various Chinese governmental agencies relating to our share ownership in Yuchai and the continued corporate governance and other difficulties which we have had from time to time with respect to Yuchai. Based upon the above-mentioned legal opinions, we believe that in the event of a future dispute with the Chinese stakeholders at Yuchai, we expect to pursue as appropriate legal remedies in appropriate jurisdictions to seek to enforce our legal rights as the majority shareholder with a controlling financial interest in Yuchai to protect our investment for our benefit and the benefit of our shareholders. See also Item 3. Key Information Risk Factors.

**Table of Contents****Property, Plant and Equipment**

Yuchai's headquarters is located in Yulin City in the Guangxi Zhuang Autonomous Region. Yuchai has the right to use approximately 1.5 million square meters of land, which is currently used primarily for the production of diesel engines and employee housing. The principal production land area for the manufacture of diesel engines currently occupies approximately 960,900 square meters, including a building for the current 6105 manufacturing facilities and recently completed facilities occupying approximately 620,000 square meters that comprise the 6108 Engine Factory, the 6112 Engine Factory, administrative offices and technical operations space. In addition, Yuchai leases a number of regional sales offices in China. In 2007 and 2008, production capacity was approximately 400,000 and 443,750 units, respectively, based on 2.5 shifts five-day week.

**Environmental Matters**

China adopted its Environmental Protection Law in 1989, and the State Council and the Ministry of Environmental Protection promulgate regulations as required from time to time. The Environmental Protection Law addresses issues relating to environmental quality, waste disposal and emissions, including air, water and noise emissions.

Environmental regulations have not had a material impact on Yuchai's results of operations. Yuchai delivers, on a regular basis, burned sand and certain other waste products to a waste disposal site approved by the local government and makes payments in respect thereof. Yuchai expects that environmental standards and their enforcement in China will, as in many other countries, become more stringent over time, especially as technical advances make achievement of higher standards more feasible. Yuchai has built an air filter system to reduce the level of dust and fumes resulting from its production of diesel engines. The PRC emission standard equivalent to Euro III has been implemented progressively throughout China from July 1, 2008. Yuchai believes it will be able to comply with the new standard. See "Risk Factors" We may be adversely affected by environmental regulations.

We are subject to Chinese national and local environmental protection regulations which currently impose fees for the discharge of waste substances, require the payment of fines for pollution, and provide for the closure by the Chinese government of any facility that fails to comply with orders requiring us to cease or improve upon certain activities causing environmental damage. Due to the nature of our business, we produce certain amounts of waste water, gas, and solid waste materials during the course of our production. We believe our environmental protection facilities and systems are adequate for us to comply with the existing national, provincial and local environmental protection regulations. However, Chinese national, provincial or local authorities may impose additional or more stringent regulations which would require additional expenditure on environmental matters or changes in our processes or systems.

**ITEM 4A. UNRESOLVED STAFF COMMENTS.**

As of the date of filing of this Annual Report, we have no unresolved comments from the SEC.

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS.**

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the related notes included elsewhere in this Annual Report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause future results to differ significantly from those projected in the forward-looking statements include, but are not limited to, those discussed below and elsewhere in this Annual Report. Our consolidated financial statements are prepared in conformity with US GAAP.

During the fiscal years ended December 31, 2006, 2007 and 2008, our main asset has been our 76.4% ownership interest in Yuchai. As a result, our financial condition and results of operations have depended primarily upon Yuchai's financial condition and results of operations.

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**Business Expansion and Diversification Plan**

Following the implementation of our business expansion and diversification plan, we have looked for new business and on an ongoing basis, continue to explore and assess new businesses opportunities to reduce our financial dependence on Yuchai.

**Thakral Corporation Ltd ( TCL )**

The first step in implementing this plan occurred in March 2005 when through our wholly-owned subsidiary, Venture Delta, we acquired a 15.0% equity interest in TCL for a consideration of approximately S\$30.9 million. In September 2005, Venture Delta acquired an additional 1.0% equity interest in TCL for a consideration of S\$1.4 million. As a result, we held a 16.0% stake in TCL as of December 31, 2005.

In February 2006, we increased our interest in TCL to 19.4% through an acquisition by Venture Delta of ordinary shares and convertible bonds of TCL pursuant to a rights issue by TCL for an aggregate cash consideration of approximately S\$49.4 million (approximately US\$36.3 million). Venture Delta converted all of its TCL convertible bonds into TCL ordinary shares in August 2006 and, as a result of the conversion, triggered the mandatory conditional cash offers under The Singapore Code on Take-over and Mergers for all of the TCL ordinary shares and TCL bonds which Venture Delta did not already own, control or agree to acquire. The mandatory offers lapsed on October 20, 2006 and no securities were purchased by Venture Delta.

As of December 31, 2006, our interest in TCL was 36.6% of TCL's outstanding ordinary shares and our aggregate investment in TCL amounted to approximately S\$81.7 million (approximately US\$60.0 million), before taking into account dividends and interest income of approximately S\$1.9 million (approximately US\$1.4 million), in the aggregate, earned from these investments.

On September 2, 2008, Venture Delta transferred 1,000,000 ordinary shares, representing 0.04% interest in TCL to Grace Star.

As of December 31, 2008, our interest in TCL was 34.4% of TCL's outstanding ordinary shares and our aggregate investment in TCL amounted to approximately S\$81.7 million (approximately US\$60.0 million), before taking into account dividends and interest income of approximately S\$1.9 million (approximately US\$1.4 million), in the aggregate, earned from these investments. As of June 1, 2009, our interest in TCL remained unchanged.

We continue to account for our investment in TCL using the equity method and we have continued to reflect our proportionate share of the TCL group's results in our consolidated statement of operations since March 2005.

**HL Global Enterprises Limited (formerly known as HLG Enterprise Limited) ( HLGE )**

In February 2006, through the following wholly-owned subsidiaries, we also acquired debt and equity securities in HLGE for an aggregate consideration of approximately S\$132.0 million (approximately US\$96.7 million):

- (a) Grace Star acquired
  - i. 191,413,465 ordinary shares representing approximately 29.1% of the total number of HLGE's ordinary shares at that time,
  - ii. 15,376,318 Series A redeemable convertible preference shares in the capital of HLGE, or the Existing HLGE RCPS A. The Existing HLGE RCPS A is mandatorily redeemable by HLGE upon the disposal of certain properties and upon any new issue of HLGE ordinary shares with the purpose of raising funds for the redemption of Existing HLGE RCPS A. Any outstanding Existing HLGE RCPS A will be mandatorily redeemed in March 2015. The Existing HLGE RCPS A can also be converted into ordinary shares at the conversion ratio of 1:1 upon the passing of a special resolution at a meeting of the holders of Existing HLGE RCPS A at any time prior to March 2015.

- iii. 107,634,237 Series B redeemable convertible preference shares in the capital of HLGE, or the Existing HLGE RCPS B (and together with the Existing HLGE RCPS A, the Existing HLGE RCPS). The Existing HLGE RCPS B is neither mandatorily redeemable nor redeemable at the option of the Company. Any Existing HLGE RCPS B, which are not redeemed prior to March

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2010, are mandatorily converted to ordinary shares at the conversion ratio of 1:1 in March 2010. The Existing HLGE RCPS B are redeemable upon the disposal of certain properties and upon any new issue of HLGE ordinary shares with the purpose of raising funds for the redemption of Existing HLGE RCPS B. The Existing HLGE RCPS B can also be converted into ordinary shares at the conversion ratio of 1:1 upon the passing of a special resolution at a meeting of the holders of Existing HLGE RCPS B at any time prior to March 2010.

- (b) Venture Lewis acquired approximately S\$129.4 million (approximately US\$95.1 million) in principal amount of outstanding secured non-convertible bonds issued by HLGE, or the Existing HLGE Bonds.

In June and December of 2006, HLGE partially redeemed a portion of Existing HLGE RCPS A and Existing HLGE RCPS B as required by the terms of the preference share agreement as a result of the disposals of certain assets. The proceeds from the partial redemptions amounted to approximately S\$2.4 million (approximately US\$1.6 million) and resulted in a reduction in the number of Existing HLGE RCPS that we held through Grace Star from 123,010,555 to 113,159,191.

In July 2006, pursuant to a rights issue by HLGE, through Grace Star and Venture Lewis, respectively, we were allotted 196,201,374 non-redeemable convertible cumulative preference shares, or the New HLGE NCCPS, and S\$130,800,917 in principal amount of zero coupon unsecured non-convertible bonds due 2009 in HLGE, or the New HLGE Bonds, for an aggregate consideration of approximately S\$135.0 million (approximately US\$99.0 million). In conjunction with the allotment, the Existing HLGE Bonds were redeemed by HLGE at their principal value of S\$129.4 million. At settlement, the aggregate consideration payable by the Company to HLGE of S\$134.7 million was partially offset against S\$129.4 million payable by HLGE to the Company, and the balance of S\$5.3 million (approximately US\$3.9 million) was paid by the Company in cash.

In November 2006, Grace Star converted all of its 196,201,374 New HLGE NCCPS into HLGE ordinary shares resulting in an increase in its equity interest in HLGE from 29.1% to 45.4% thereby triggering the mandatory conditional cash offers under The Singapore Code on Take-over and Mergers for all the HLGE ordinary shares, the Existing HLGE RCPS and the New HLGE NCCPS which Grace Star did not already own, control or agree to acquire. The mandatory offers lapsed on December 27, 2006 and no securities were purchased by Grace Star.

As of December 31, 2006, we held through Grace Star (i) 387,614,839 HLGE ordinary shares, representing approximately 45.4% of the total number of HLGE ordinary shares; (ii) 113,159,191 Existing HLGE RCPS; and through Venture Lewis (iii) S\$130,800,917 in principal amount of the New HLGE Bonds. Our aggregate investment in HLGE to-date amounted to approximately S\$136.9 million (approximately US\$100.6 million), before taking into account previous interest income earned from these investments and partial redemption of the Existing HLGE RCPS of approximately S\$6.7 million (approximately US\$4.9 million) in aggregate.

On June 19, 2007, HLGE made a partial redemption of the New HLGE Bonds. The principal amount redeemed was approximately S\$17.9 million (approximately US\$13.2 million) and resulted in a reduction in the principal amount of the New HLGE Bonds that we held through Venture Lewis from S\$130,800,917 to S\$112,886,727. The Company had engaged an independent professional valuer, to value the financial instruments acquired as at June 19, 2007 (before redemption) and as at December 31, 2007. The fair value is determined by discounting the expected payments to the valuation date using a discount rate commensurate with the risk of the payments.

As of December 31, 2007, we held through Grace Star (i) 387,614,839 HLGE ordinary shares, representing approximately 45.4% of the total number of HLGE ordinary shares; (ii) 13,957,233 Existing HLGE RCPS A; (iii) 99,201,958 Existing HLGE RCPS B; and through Venture Lewis (iv) S\$112,886,727 in principal amount of the New HLGE Bonds. Our aggregate investment in HLGE to-date amounted to approximately S\$136.5 million (approximately US\$100.6 million), before taking into account previous interest income earned from these

investments and partial redemption of the Existing HLGE RCPS of approximately S\$6.7 million (approximately US\$4.9 million) in aggregate.

In April 2008, HLGE made an additional partial redemption of the Existing HLGE RCPS B. The redemption amount we received amounted to approximately S\$0.98 million (approximately US\$0.7 million) on April 30, 2008 and resulted in a reduction in the number of Existing HLGE RCPS that we held through Grace Star from 113,159,191 to 107,186,403.

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In June 2008, HLGE made another partial redemption of the New HLGE Bonds. The principal amount redeemed was approximately S\$25.9 million (approximately US\$17.7 million) and resulted in a reduction in the principal amount of the New HLGE Bonds that we held through Venture Lewis from S\$112,886,727 to S\$87,010,673.

We account for our investment in HLGE ordinary shares using the equity method and have reflected our proportionate share of the HLGE group's results in our consolidated statement of operations since February 2006.

Assuming the full conversion of the Existing HLGE RCPS held by Grace Star, which would trigger the full conversion of the Existing HLGE RCPS by the other holders of the Existing HLGE RCPS, and assuming that none of the other holders of the New HLGE NCCPS convert their New HLGE NCCPS, our equity interest in HLGE would increase from 45.4% as of December 31, 2008 to 51.5%. In the event we obtain a majority of the voting equity interest in HLGE, we would likely have to consolidate HLGE in our financial statements. On February 18, 2009, we announced the entry into a loan agreement by our wholly-owned subsidiary, Venture Lewis with HLGE to refinance the New HLGE Bonds due to mature on July 3, 2009. Under the terms of the loan agreement, on the maturity date of the New HLGE Bonds, HLGE will fully redeem the New HLGE Bonds held by all minority New HLGE Bondholders and pay to Venture Lewis a portion of the principal and gross redemption yield. The remaining amount due to Venture Lewis on the maturity date would be refinanced through an unsecured loan arrangement with a one-year term, renewable by mutual agreement between the parties on an annual basis. An option for HLGE to undertake a partial redemption of the New HLGE Bonds on a pro-rata basis prior to the maturity date was included in the loan agreement. On February 19, 2009, HLGE announced an early partial redemption of the new HLGE Bonds on a pro-rata basis of up to S\$9.0 million in principal amount of the outstanding New HLGE Bonds and on March 23, 2009, HLGE effected payment to all bondholders. The principal amount redeemed of approximately S\$8.96 million (approximately US\$6.1 million) to us had resulted in a reduction in the principal amount of the New HLGE Bonds that we held through Venture Lewis from S\$87,010,673 to S\$78,053,577. See Item 3. Key Information Risk Factors Risks relating to our investments in HLGE and TCL The HLGE Group may be unable to raise sufficient funds to pay their debt obligations to us .

**Overview**

The various austerity measures taken by the Chinese government over the last decade to regulate economic growth and control inflation have at times dampened demand for trucks in China. In particular, austerity measures that restricted access to credit and slowed the rate of fixed investment (including infrastructure development) adversely affected demand for, and production of, trucks and other commercial vehicles. Such market conditions, together with increased competition in the diesel engine market, resulted in various degrees of financial and marketing difficulties for diesel engine producers, including the Company. However, the Chinese government announced in 1998 a major initiative to boost consumer demand through investments in infrastructure projects, including the construction of highways and tollways, and also through increased availability of bank credit. As a result, demand for trucks and other commercial vehicles, and thus demand for diesel engines has been increasing annually since 1999 to 2007.

With continued rapid economic growth, our net revenues in 2008 increased by 8.7% to Rmb 10,384.0 million (US\$1,519.4 million) compared to Rmb 9,556.3 million in 2007. This increase was primarily a result of a general increase in prices from the sale of the new National III engines. The income before minority interests was Rmb 353.1 million (US\$51.7 million) in 2008 as compared to 715.4 million in 2007. Sales of the 6108 medium-duty and 6112 heavy-duty engines accounted for 14.4% and 6.0%, respectively, of the net revenues in 2008. Sales of the 6L and 6M heavy-duty diesel engines accounted for 5.6% and 4.4%, respectively, of the net revenues in 2008. Due mainly to the credit tightening by banks in China, there are more customers buying the light-duty diesel engines and industrial engines because the average selling price of these light-duty diesel and industrial engines were lower than the medium and heavy-duty engines. The overall gross margin of 17.6 % for 2008 was lower than the 20.4% gross margin of 2007 mainly due to higher raw material costs. Yuchai generated 34.0% and 34.1% of our net revenues in 2008 and 2007, respectively, from the lower margin light-duty diesel engines, and 51.5% and 53.1% of our net revenues in 2008 and 2007, respectively, from the higher margin medium-duty and heavy-duty diesel engines.





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In 2008, we continued our efforts to control production costs and operating expenses. However, the costs and expenses related to the production of our diesel engines are not subject to significant variations which limit our ability to significantly reduce our costs and expenses. Our cost of goods sold mainly includes cost of materials consumed, factory overhead, direct labor, provision for product warranty and depreciation. We analyze our cost of goods sold based on our cost of manufacturing for each period. Cost of manufacturing for each period equals cost of goods sold for the period plus or minus the change in period and finished goods inventory. In 2008, cost of materials consumed accounted for approximately 87.5% of our total cost of manufacturing. Our selling, general and administrative, or SG&A, expenses include advertising expenses, salaries and wages, freight charges, sales commission expenses and a large number of smaller expenses. Pursuant to the income tax law of the PRC concerning foreign investment and foreign enterprises (the FEIT Law), the applicable income tax rate through December 31, 2008 of Yuchai was 15%. Since January 1, 2002, Yuchai is subject to tax at a rate of 15% so long as it continues to qualify as a foreign-invested enterprise eligible for tax reductions under PRC income tax law.

In 2007, the National People's Congress approved and promulgated a new tax law, China's Unified Enterprise Income Tax Law (CIT law), which became effective January 1, 2008. Under the CIT law, foreign invested enterprises and domestic companies are subject to a uniform tax rate of 25%. The CIT law provides a five-year transition period from its effective date for those enterprises which were established before the promulgation date of the CIT law and which were entitled to a preferential lower tax rate under the then effective tax laws or regulations. In accordance with a grandfathering provision, the CIT law also provides for a graduated tax rate increase over a five-year period from an existing reduced tax rate to the uniform tax rate of 25%.

In 2008, Yuchai has continued to fulfill the requirements to qualify for an extension to the reduced tax rate of 15% which will continue to 2010 in accordance with transitional arrangements in the CIT law. Subsequent to this, Yuchai can apply for other programs which may be available to provide a reduced rate. In the event that Yuchai is ineligible for either an extension to the existing tax rate reduction or the transitional graduated rates noted above, Yuchai would be subject to tax at a rate of 25%. For some of Yuchai's subsidiaries that were previously subjected to tax at a rate of 33%, the rate has been lowered to 25% following the CIT law.

The CIT law also provides for a tax of 10% to be withheld from dividends paid to foreign investors of PRC enterprises. This withholding tax provision does not apply to dividends paid out of profits earned prior to January 1, 2008. Beginning on January 1, 2008, a 10% withholding tax will be imposed on dividends paid to us, as a non-resident enterprise, unless an applicable tax treaty provides for a lower tax rate and the Company will recognize a provision for withholding tax payable for profits accumulated after December 31, 2007 for the earnings that we do not plan to indefinitely reinvest in the PRC enterprises.

In addition, Yuchai commenced trial marketing of its 6112 heavy-duty engine in early 1999, and began commercial production of these engines in the second half of 1999. Due to the delay in commercial production of the 6112 engine until 1999, however, Yuchai was not able to benefit from the competitive advantages of an early entry into the China domestic market for heavy-duty engines. Moreover, the market for heavy-duty diesel engines in China is relatively price sensitive. Yuchai intends to continue to manufacture its 6112 heavy-duty diesel engines although there has been a decline in unit sales in 2006 due mainly to changes in customers' demand to light-duty diesel engines. In 2007 and 2008, the sales volume of the 6112 engine was 12,741 units and 11,830 units, which was 16.4% lower than 14,150 units in 2006 and approximately 7.2% lower than in 2007 respectively, due to shrinking demand arising from the Chinese government's measures to tighten the credit supply within the banking sector in China as part of its efforts to minimize overheating of the economy. This situation has led to Yuchai's customers buying more of the cheaper light-duty diesel engines as compared to the more expensive heavy-duty diesel engines. In 2007 and 2008, the demand for 6112 engines was also adversely affected by the trend of truck owners moving to higher horsepower engines in order to maximize the haulage of each trip and reduce the operating cost per trip. This trend is a result of the improved highway system after heavy investment by the Chinese government in infrastructure building. There can be no assurance that Yuchai will be able to compete successfully in the heavy-duty diesel engine market in China with the existing producers (such as Weichai Power Co., Ltd.) or any new entrants.

Our future financial condition and results of operations could also be adversely affected as a result of China macroeconomic policy changes by the Chinese government. The Chinese government has from time to time

introduced measures in certain sectors to avoid overheating of the economy, including tightening bank lending policies and increases in bank interest rates. The market demand for diesel engines in China may be adversely affected by these measures, particularly if diesel engines are included in any specific economic sectoral caps or attempts to slow down sectoral lending. See Item 3. Key Information Risk Factors Risks relating to Mainland China Adverse changes in the economic policies of the Chinese government could have a material adverse effect on the overall economic growth of Mainland China, which could reduce the demand for our products and adversely affect our competitive position and Item 3. Key Information Risk Factors Risks relating to our company and our business The diesel engine business in China is dependent in large part on the performance of the Chinese and global economies, as well as Chinese government policy. The recent global economic crisis is affecting both the world economy and the Chinese economy. GDP growth is forecasted to slow down to 7.5% next year despite the stimulus package proposed by the Chinese central government. As a result, our financial condition, results of operations, business and prospects could be adversely affected by slowdowns in the Chinese economy, as well as Chinese government policies that de-emphasize the use of diesel engines.

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We may use borrowings from time to time to supplement our working capital requirements and to finance our business expansion and diversification plan. A portion of our borrowings may be structured on a floating rate basis and denominated in US dollars or other foreign currencies. An increase in fluctuations in exchange rates between the Renminbi and other currencies may increase our borrowing costs. See Item 3. Key Information Risk Factors Risks relating to our company and our business We could be exposed to the impact of interest rates and foreign currency movements with respect to our future borrowings. In addition, a devaluation of the Renminbi will increase the Renminbi cost of repaying our foreign currency denominated indebtedness and, therefore, could adversely affect our financial condition, results of operations, business or prospects .

In the United States, Europe and Asia, market and economic conditions have been extremely challenging with tighter credit conditions and slower growth. Continued concerns about the systemic impact of inflation, energy costs, geopolitical issues, the availability and cost of credit, the U.S. mortgage market, a declining real estate market in the U.S. and banking system instability have contributed to increased market volatility and diminished expectations for the economy globally. As a result of these market conditions, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Continued turbulence in the U.S. and international markets and economies, in particular in China, may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our customers. While currently these conditions have not impaired our ability to access credit markets and finance our operations, there can be no assurance that there will not be a further deterioration in the financial markets. If these market conditions continue, they may limit our ability, and the ability of our customers, to timely replace maturing liabilities, and access the capital markets to meet liquidity needs, resulting in an adverse effect on our financial condition and results of operations. The global financial crisis has had an adverse impact on the economic growth outlook for China as reflected in the fall in growth rates from 9% and 6.8% in the third and fourth quarters of 2008 respectively, and to a multi-year growth rate of 6.1% in the first quarter ended March 31, 2009 according to the National Bureau of Statistics. As a result, the Chinese government on November 10, 2008 announced a 4 trillion yuan stimulus package to maintain economic stability and development through spending on infrastructure projects. In March 2009, at the 11th National People's Congress, the Chinese government further outlined a package of measures to drive economic growth. In addition, the Chinese government also announced that a total of Rmb 908 billion of the central government investments in 2009 would be spent on key infrastructure construction, technology innovation, environmental protection and low-income housing. The measures being adopted by the Chinese government to ensure continued economic growth is in the very early stages of implementation and there is no assurance that such a stimulus package will be successful in achieving its aim.

As discussed in Item 4. Information on the Company History and Development Cooperation Agreement regarding the Rmb 205 million loans granted by Yuchai to YMCL, our management was uncertain whether State Holding Company had the financial ability to purchase Yulin Hotel Company for the full contractual amount of Rmb 245.6 million. Consequently, no recovery of the previously recorded impairment loss on the loans due from YMCL has been recognized in our consolidated financial statements as of December 31, 2008. Such recovery will only be recognized in our consolidated financial statements in the period when either the approval is obtained from the provincial government regulatory agency in charge of state-owned assets administration in China for the acquisition of the 100% equity interest in Yulin Hotel Company, or we are able to resolve the uncertainty about the recovery through other means. On January 13, 2009, Yuchai received approval from the provincial government regulatory agency in charge of state-owned assets administration in China for its acquisition of the 100% equity interest in Yulin Hotel Company. For fiscal year 2008, there was an impairment charge of Rmb 46.0 million (US\$6.7 million) recognized pertaining to the hotel in Yulin and the Guilin Office buildings. The goodwill of Rmb 5.7 million (US\$0.8 million) arising from the acquisition of the Yulin Hotel Company was fully impaired during 2008. The provision of Rmb 203.0 million for uncollectible loans to a related party was reclassified as a deferred gain in the balance sheet. The deferred gain will be recorded in the Statement of Income in 2009 when it was realised on receipt of the approval from the provincial government.

**Critical Accounting Policies**

The accounting policies adopted by us are more fully described in Note 3 of our consolidated financial statements appearing elsewhere herein. The preparation of financial statements in accordance with US GAAP requires our

management to make judgments, estimates and assumptions regarding uncertainties that affect the reported amounts of our assets and liabilities, disclosures of contingent liabilities and the reported amounts of revenues and expenses.

Certain of our accounting policies are particularly important to the portrayal of our financial position and results of operations and require the application of significant assumptions and estimates by our management. We refer to these accounting policies as our critical accounting policies. Our management uses our historical experience and analyses, the terms of existing contracts, historical cost convention, industry trends, information provided by our agents and information available from other outside sources, as appropriate, when forming our assumptions and estimates. However, this task is inexact because our management is making assumptions and providing estimates on matters that are inherently uncertain. On an ongoing basis, management evaluates its estimates. Actual results may differ from those estimates under different assumptions and conditions.

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While we believe that all aspects of our consolidated financial statements should be studied and understood in assessing our current expected financial condition and results, we believe that the following critical accounting policies involve a higher degree of judgment and estimation and therefore warrant additional attention:

allowances for doubtful accounts and loans receivable;

realization of the carrying value of inventories;

product warranty obligations;

recoverability of the carrying values of equity method investments and other investments;

realization of deferred tax assets; and

impairment of long-lived assets.

**Allowances for doubtful accounts**

Allowance for doubtful accounts is management's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. Management determines the allowance based on historical write-off experience by industry and national economic data. Management reviews its allowance for doubtful accounts monthly. For the year ended December 31, 2008, the Dongfeng Group accounted for about 20% of the trade debtors outstanding as compared to approximately 21% as of December 31, 2007. Likewise, the top 20 non-Dongfeng Group customers had increased their significance in our sales and accounted for about 52.4% of the gross accounts receivable at the end of 2008 from 41.8% at the end of 2007. We analyzed our customer's trends, repayment patterns and ageing analysis in 2008. The balances that were past due over 90 days and over a specified amount are reviewed individually for collectability. All other balances are reviewed on a pooled basis by aging of such balances. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Changes in the allowances for doubtful accounts for each of the years in the three-year period ended December 31, 2008 are summarized as follows:

	<b>2006</b>	<b>December 31,</b>		
	<b>Rmb</b>	<b>2007</b>	<b>2008</b>	<b>2008</b>
		<b>Rmb</b>	<b>Rmb</b>	<b>US\$</b>
		<b>(in thousands)</b>		
Balance at beginning of year	69,047	90,365	64,893	9,495
Add:				
Charge/(credit) to Consolidated statements of Operations	21,582	(11,008)	33,487	4,900
Less: Written off	(264)	(14,464)	(2,346)	(343)
Balance at end of Year	90,365	64,893	96,034	14,052

While trade accounts receivable decreased by Rmb 570.1 million as of December 31, 2008 as compared to 2007, allowance for doubtful accounts increased by Rmb 31.1 million. The decrease in trade accounts receivable was mainly attributable to better debt

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collection and lower sales towards the end of the year. There has been a significant decrease in bills receivable due to lower sales in the last quarter as a result of the global financial crisis.

We were able to assess our collectability estimates in 2007 and 2008 with the benefit of a longer hindsight period. As a result, we determined that we should increase our allowance for doubtful accounts by Rmb 33.5 million to reflect actual results. We will consider this historical information in the establishment of allowance methodology and assumptions in 2008 and future years.

We believe that the present level of our allowance for doubtful accounts adequately reflects probable losses related to impaired accounts receivable. However, changes in the assumptions used to assess the frequency and severity of doubtful accounts would have an impact on our allowance. If economic or specific industry trends change, we would adjust our allowance for doubtful accounts by recording additional expense or benefit.

**Realization of the carrying value of inventories**

Our inventories are valued at the lower of cost or net realizable value as of the balance sheet date. Net realizable value represents the estimated selling price less costs to be incurred in selling the inventories. Net realizable value is estimated based on the age and market condition of inventories.

If market conditions or future product enhancements and developments change, the net realizable values of the inventories may change and result in further inventory write-downs. In the preceding three years, there were no significant inventory write-downs.

**Product warranty obligations**

We accrue a liability for estimated future costs to be incurred under a warranty period or warranty mileage on various engine models, for which we provide free repair and replacement. Warranty periods generally start from the date the vehicle is sold. Warranties extend for a duration (generally 12 months to 24 months) or mileage (generally 80,000 kilometers to 250,000 kilometers), whichever is the first achieved. Provisions for warranty are primarily determined based on historical warranty cost per unit of engine sold adjusted for specific conditions that may arise and the number of engines under warranty at each fiscal year end.

Changes in the accrued product warranty liability for each of the years in the three-year period ended December 31, 2008 are summarized as follows:

	<b>2006</b>	<b>December 31,</b>		<b>2008</b>
	<b>Rmb</b>	<b>2007</b>	<b>2008</b>	<b>2008</b>
		<b>Rmb</b>	<b>Rmb</b>	<b>US\$</b>
		<b>(in thousands)</b>		
Balance at beginning of year	142,126	163,701	194,898	28,518
Add: Provision charged to Consolidated statements of Operations	200,892	233,838	215,544	31,538
Less: Amounts Utilized	(179,317)	(202,641)	(221,843)	(32,460)
Balance at end of year	163,701	194,898	188,599	27,596

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We recognized a liability for warranty at the time the product is sold and our estimate of our warranty obligations is re-evaluated on an annual basis. In previous years, warranty claims have typically not been higher than the relevant provisions made in our consolidated balance sheet. If the nature, frequency and average cost of warranty claims change, we would adjust our allowances for product warranty by recording additional expense or benefit so as to seek to ensure that accruals will be adequate to meet expected future obligations. A decrease or increase of 5.0% in historical utilization experience over the last three fiscal years would impact the provision for product warranty by approximately Rmb 10.8 million (US\$1.6 million).

**Recoverability of carrying values of equity method investments and other investments**

We assess impairment of our investments in affiliates when adverse events or changes in circumstances indicate that the carrying amounts may not be recoverable. If the value of our investment is below its carrying amount and that loss in value is considered other than temporary, then an impairment charge is recognized. As of December 31, 2008, the Company's carrying value of its equity method investments in TCL and HLGE were Rmb 265.8 million (US\$38.9 million) and Rmb 119.3 million (US\$17.5 million), respectively. The fair value, based on the quoted market prices, of the TCL ordinary shares and the HLGE ordinary shares held by the Company was Rmb 235.0 million (US\$34.4 million) and Rmb 101.3 million (US\$14.8 million), respectively, as of December 31, 2008.

We recognize an impairment loss when the decline in fair value below the carrying value of an available-for-sale or cost-method investment is considered other than temporary. In determining whether a decline in fair value is other than temporary, we consider various factors including market price of underlying holdings when available, investment ratings, the financial conditions and near term prospect of the investees, the length of time and the extent to which the fair value has been less than carrying amount and the Group's intent and ability to hold the investment for a reasonable period of time sufficient to allow for any anticipated recovery of the fair value. See Item 11. Quantitative and Qualitative Disclosures About Market Risk for fair values of investments.

On June 30, 2009, the values based on quoted market prices of the TCL ordinary shares and HLGE ordinary shares held by the Company were Rmb 255.0 million (US\$37.3 million) and Rmb 210.8 million (US\$30.8 million) respectively. The Company did not recognize impairment charges pertaining to its investments in TCL and HLGE in 2008 as the reduced fair values were deemed to be temporary as a result of general market conditions.

**Realization of deferred tax assets**

In 2008, the provincial tax bureau completed an examination of Yuchai's PRC income tax returns for 2006 through to 2008. The tax bureau did not propose any adjustment to Yuchai's tax positions, and no surcharge or penalty was imposed. Beginning with the adoption of FASB Interpretation No.48, Accounting for Uncertainty in Income Taxes (FIN 48) as of January 1, 2007, the Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. Prior to the adoption of FIN 48, the Company recognized the effect of income tax positions only if such positions were probable of being sustained.

Deferred tax assets are reduced by a valuation allowance to the extent that we conclude it is more likely than not that the assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible, tax credits and tax losses carried forward can be utilized. Our management considers the scheduled reversal of deferred tax assets, projected future taxable income, and tax planning strategies in making this assessment. Forecasted taxable income may significantly differ from actual taxable income in future years, which may result in material revisions to the valuation allowance of deferred tax assets. Differences in actual results from estimates used in determining the valuation allowances could result in future adjustments to the allowance. The realization of the deferred tax assets is subject to the various local tax regulations and not solely dependent on generating future taxable income. For example, tax credits relating to the purchase of China domestic equipment may not be fully utilized as the amount entitled for deduction each year is limited to the incremental current income tax expense of the subsidiary compared to the income tax of the subsidiary for the year

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before the China domestic equipment was purchased. Tax credits may also have a validity period. It is therefore possible that a subsidiary has taxable income but is unable to utilize a tax credit. In 2007, the National People's Congress approved and promulgated a new tax law, China's Unified Enterprise Income Tax Law, which became effective January 1, 2008. Under the provisions of this law, tax credits are no longer permitted to be accrued and any unused credits as of December 31, 2007 are not permitted to be carried forward. Deferred tax assets relating to tax losses incurred by certain subsidiaries that are not likely to be realized in the future are considered in connection with the assessment for valuation allowance. Based upon the results of prior years' taxable income and forecasts for future taxable income over the next five years in which the tax credits are deductible and tax losses carried forward, we believe we will realize the benefits of only some of these deductible differences and tax losses carried forward as of December 31, 2008. For the years ended December 31, 2007 and 2008, we concluded that a deferred tax asset valuation allowance of Rmb 4.0 million and Rmb 4.8 million (US\$0.7 million), respectively, was necessary. The deferred tax valuation allowance of Rmb 4.8 million recorded as at December 31, 2008 relates to tax loss carry forwards and other deductible temporary differences for a subsidiary which has been loss making since its commencement of operations in 2004 and management deems it more likely than not that these will not be realized. The reduction in valuation allowance in 2007 primarily arises from the reversal of a valuation allowance for tax credits of Rmb 18.24 million carried forward from 2005 that have been utilized in 2007 due to unforeseeable positive results actually achieved during 2007, for unused tax credits of Rmb 8,861 that were forfeited as of December 31, 2008, and for deferred tax assets of other subsidiaries that were previously loss making but have become profitable in 2007.

In 2007, the National People's Congress approved and promulgated a new tax law, China's Unified Enterprise Income Tax Law (CIT law), which became effective January 1, 2008. Under the CIT law, foreign invested enterprises and domestic companies are subject to a uniform tax rate of 25%. The CIT law provides a five-year transition period from its effective date for those enterprises which were established before the promulgation date of the CIT law and which were entitled to a preferential lower tax rate under the then-effective tax laws or regulations. In accordance with a grandfathering provision, the CIT law also provides for a graduated tax rate increase over a five-year period from an existing reduced tax rate to the uniform tax rate of 25%.

In 2008, Yuchai has continued to fulfill the requirements to qualify for an extension to the reduced tax rate of 15% which will continue to 2010 in accordance with transitional arrangements in the CIT law. Subsequent to this, Yuchai can apply for other programs which may be available to provide a reduced rate. In the event that Yuchai is ineligible for either an extension to the existing tax rate reduction or the transitional graduated rates noted above, Yuchai would be subject to tax at a rate of 25%. For all of Yuchai's subsidiaries that were previously subjected to tax at a rate of 33%, the rate has been lowered to 25% following the CIT law.

The CIT law also provides for a tax of 10% to be withheld from dividends expected to be paid from earnings made in the PRC to foreign investors of PRC enterprises. This withholding tax provision does not apply to dividends paid out of profits earned prior to January 1, 2008. Beginning on January 1, 2008, a 10% withholding tax will be imposed on dividends expected to be paid to CYI, a non-PRC resident enterprise, unless an applicable tax treaty provides for a lower tax rate and the Company will recognize withholding taxes payable for profits accumulated after December 31, 2007 for earnings that the Company does not plan to indefinitely reinvest in the PRC enterprises.

The Company does not expect the changes in tax legislations to have a material impact on the consolidated financial conditions or results of operations.

**Impairment of long-lived assets, other than goodwill**

Long-lived assets, such as property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

We periodically conduct an impairment review on the conditions of our property, plant and equipment. In 2006, we recognized an impairment loss of Rmb 2.3 million which included selling, general and administrative expenses. In



2007 and 2008, impairment analyses were performed and the estimated undiscounted future cash flows generated from certain property, plant and equipment were assessed to be less than their carrying values. Hence, impairment losses of Rmb 0.8 million and Rmb 69.9 million (US\$10.2 million) were recognized and included in selling, general and administrative expenses in 2007 and 2008 respectively. Impairment losses for 2008 were made up of :

Yuchai Hotel and Guilin office buildings Rmb 46.0 million (US\$6.7 million); and

Other plant and equipments Rmb 23.9 million (US\$3.5 million)

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The following table sets forth our consolidated statement of operations as a percentage of our net revenues for the last three fiscal years ended December 31, 2006, 2007 and 2008, respectively:

	<b>Percentage of Net Revenues</b>		
	<b>Year Ended December 31,</b>		
	<b>2006</b>	<b>2007</b>	<b>2008</b>
Revenues, net	100.0%	100.0%	100.0%
Cost of goods sold	81.6%	79.6%	82.4%
Gross profit	18.4%	20.4%	17.6%
Research and development costs	2.4%	1.6%	1.7%
Selling, general and administrative (SG&A) expenses	11.5%	10.0%	10.0%
Operating income	4.4%	8.9%	5.8%
Interest expense	1.7%	1.3%	1.4%
Equity in net income/(losses) of affiliates, net of tax	0.3%		(0.4)%
Other income, net	0.5%	0.6%	0.4%
Earnings before income taxes and minority interest	2.9%	8.2%	4.5%
Income taxes	(0.4)%	(0.7)%	(1.1)%
Income before minority interests	2.5%	7.5%	3.4%
Minority interests in income of consolidated subsidiaries	(0.9)%	(2.0)%	(1.0)%
Net income	1.6%	5.5%	2.4%

**2008 Compared to 2007**

Net revenue increased by 8.7% to Rmb 10,384.0 million (US\$1,519.4 million) in 2008 compared to Rmb 9,556.3 million in 2007. Although the overall unit sales in 2008 was lower than 2007 by 3%, sales revenue increased by 8.7%. This is due to the increase in prices of engines and increased engine parts sales. The national III type engines were generally priced higher than their predecessors. Sales in the last quarter of 2008 were affected by the global financial crisis.

Cost of goods sold increased by 12.5% to Rmb 8,561.5 million (US\$1,252.7 million) in 2008 from Rmb 7,611.6 million in 2007, and increased as a percentage of net revenues to 82.4% in 2008 from 79.6% in 2007. Cost of manufacturing increased by 13.1% to Rmb 8,346.0 million (US\$1,221.2 million) in 2008 from Rmb 7,377.7 million in 2007, and increased as a percentage of net revenue to 80.4% in 2008 from 77.2% in 2007. Cost of materials consumed included in costs of manufacturing increased by 15.5% to Rmb 7,490.3 million (US\$1,096.0 million) in 2008 from Rmb 6,484.5 million in 2007 (due to higher raw material costs), while cost of materials consumed as a percentage of net revenue increased to 72.1% in 2008 from 68.0% in 2007. Factory overhead (which does not include depreciation and salaries) included in cost of goods sold reduced by 18.5% to Rmb 377.6 million (US\$55.3 million) in 2008 from Rmb 463.1 million in 2007, due to greater efficiency. Factory overhead as a percentage of net revenue decreased to 3.6% for 2008 from 4.8% for 2007. Depreciation and amortization included in cost of manufacturing increased to Rmb 182.4 million (US\$26.7 million) in 2008 from Rmb 163.9 million in 2007. Depreciation as a percentage of net revenue increased from 1.7% in 2007 to 1.8% in 2008.

Gross profit decreased by 6.3% to Rmb 1,822.5 million (US\$266.7 million) in 2008 from Rmb 1,944.7 million in 2007. Gross profit margin (gross profit divided by net revenue) decreased to 17.6% in 2008 compared to 20.4% in 2007 due to higher raw material costs.

SG&A expenses (excluding research and development) increased by 9.4% to Rmb 1,041.2 million (US\$152.4 million) in 2008 from Rmb 951.6 million in 2007 remain flat as a percentage of revenue at 10% for both 2007 and 2008. During the year we recorded

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impairment of Rmb 46.0 million (US\$6.7 million) for the hotel in Yulin and the Guilin Office buildings. In 2008, Rmb 33.5 million of new provision for doubtful debt was taken up.

Advertising expenses included in SG&A increased by 43.6% to Rmb 24.7 million (US\$3.6 million) in 2008 from Rmb 17.2 million in 2007. Advertising expenses as a percentage of net revenue remained constant at 0.2% in 2008. .

Sales commission expenses included in SG&A expenses increased by 0.7% to Rmb 59.1 million (US\$8.6 million) in 2008 from Rmb 58.7 million in 2007. Sales commission expenses as a percentage of net revenue for both 2007 and 2008 is 0.6%. The marginal increase is due to higher sales commissions paid to Yuchai's dealers.

Salaries and wages as a percentage of net revenues was 7.8% in 2008 and 9.1% in 2007.

As a result of the foregoing, profits from operations decreased to Rmb 603.9 million (US\$88.4 million) in 2008 compared to Rmb 841.6 million in 2007.

Interest expense increased to Rmb 147.0 million (US\$21.5 million) in 2008 from Rmb 125.2 million in 2007, primarily due to the higher working capital loans utilized by Yuchai and the bank loans obtained by the Company to finance the Company's acquisition of its interest in HLGE and TCL in 2006.

There was a loss in equity of affiliates of Rmb 36.6 million (US\$5.4 million) in 2008 as compared to equity income of Rmb 14.0 million in 2007. The equity loss is due to the losses incurred by both HLGE and TCL during 2008. During the period, TCL recorded lower revenue and gross margin in addition to impairment loss and valuation loss from their investment properties as compared to 2007.

Other income, net decreased to Rmb 43.3 million (US\$6.3 million) in 2008 compared to Rmb 53.6 million in 2007. The main sources of other income in 2008 were (i) interest income of Rmb 37.8 million (US\$5.5 million); (ii) foreign exchange gain of Rmb 10.4 million (US\$1.5 million) as a result of strengthening of Rmb against US dollar and Singapore dollar in 2008; and (iii) gain on redemption of other investments of Rmb 19.2 million (US\$2.8 million). These gains were offset by losses on changes in fair value of embedded derivatives of Rmb 5.4 million (US\$0.8 million) and other losses of Rmb 19.0 million (US\$2.8 million)

Earnings before income taxes and minority interests in 2008 were Rmb 463.6 million (US\$67.8 million), as compared to Rmb 783.9 million in 2007.

Income tax expense in 2008 was Rmb 110.5 million (US\$16.2 million) compared to income tax expense of Rmb 68.5 million in 2007. Yuchai was subject to PRC income tax at a rate of 15.0% in both 2007 and 2008. Our effective tax rates were 8.7% and 23.4% for 2007 and 2008, respectively. The difference between the tax rate which Yuchai is subject to and the effective tax rate is due mainly to non deductible expenses and withholding tax expense.

As a result of the foregoing factors, we had profit before minority interests of Rmb 353.1 million (US\$51.7 million) in 2008 compared to profit before minority interests of Rmb 715.4 million in 2007, and a net income of Rmb 252.5 million (US\$36.9 million) in 2008 compared to a net income of Rmb 525.5 million in 2007.

**2007 Compared to 2006**

Net revenue increased by 38.1% to Rmb 9,556.3 million in 2007 compared to Rmb 6,920.5 million in 2006. The increase in net revenue was primarily due to a 35.3% increase in sales volume, or 100,094 units, to 383,677 units in 2007 from 283,583 units in 2006. The higher unit sales in 2007 came mainly from the higher unit sales of the 4-Series light-duty engines sold in 2007 over 2006. In 2007, net revenues of the 4-Series light-duty diesel engines increased by approximately 46.6% as compared to 2006.

Cost of goods sold increased by 34.8% to Rmb 7,611.6 million in 2007 from Rmb 5,648.4 million in 2006, but decreased as a percentage of net revenues to 79.6% in 2007 from 81.6% in 2006. Cost of manufacturing increased by 35.4% to Rmb 7,377.7 million in 2007 from Rmb 5,447.5 million in 2006, but decreased as a percentage of net revenue to 77.2% in 2007 from 78.7% in 2006. Cost of materials consumed included in costs of manufacturing increased by 38.7% to Rmb 6,484.5 million in 2007 from Rmb 4,688.9 million in 2006 (due to higher production throughput in 2007), while

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cost of materials consumed as a percentage of net revenue increased to 68.0% in 2007 from 67.8% in 2006. Factory overhead (which does not include depreciation and salaries) included in cost of goods sold increased by 28.4% to Rmb 463.1 million in 2007 from Rmb 360.7 million in 2006, due to higher production throughput. Factory overhead as a percentage of net revenue decreased to 4.8% for 2007 from 5.2% for 2006. Depreciation and amortization included in cost of manufacturing increased to Rmb 163.9 million in 2007 from Rmb 94.2 million in 2006. Depreciation as a percentage of net revenue increased from 1.3% in 2006 to 1.7% in 2007.

Gross profit increased by 52.9% to Rmb 1,944.7 million in 2007 from Rmb 1,272.1 million in 2006. Gross profit margin (gross profit divided by net revenue) increased to 20.4% in 2007 compared to 18.4% in 2006 due to higher sales volume from higher production throughput and therefore greater economies of scale.

SG&A expenses (excluding research and development) increased by 17.2% to Rmb 951.6 million in 2007 from Rmb 801.8 million in 2006 and decreased as a percentage of net revenue from 11.5% in 2006 to 10.0% in 2007. This increase in SG&A expenses was primarily due to higher administrative staff costs, although bad debt expenses had decreased by Rmb 32.6 million in 2007 with the recovery of debts that were previously provided for. In 2007, Rmb 11.0 million of the amounts previously provided was credited to the consolidated statement of income and no new allowance was made. We recovered Rmb 11.0 million from customers that were previously assessed to be uncollectible as of December 31, 2006. No new provision was required in 2007 as the allowance as of December 31, 2007 was adequate considering the post year-end collection information.

Advertising expenses included in SG&A decreased by 59.6% to Rmb 17.2 million in 2007 from Rmb 42.6 million in 2006. Advertising expenses as a percentage of net revenue decreased to 0.2% in 2007 from 0.6% in 2006. The decrease in advertising and promotion expenses is mainly due to greater economies of scale achieved with our main advertising partners.

Sales commission expenses included in SG&A expenses increased by 82.5% to Rmb 58.7 million in 2007 from Rmb 32.2 million in 2006. Sales commission expenses as a percentage of net revenue increased to 0.6% in 2007 from 0.5% in 2006. The increase is due to higher sales commissions to Yuchai's dealers on certain types of engines and higher sales volume.

Salaries and wages as a percentage of net revenues was 9.1% in 2007 and 8.9% in 2006. As a result of the foregoing, profits from operations increased to Rmb 841.6 million in 2007 compared to Rmb 304.5 million in 2006.

Interest expense increased to Rmb 125.2 million in 2007 from Rmb 117.5 million in 2006, primarily due to the higher working capital loans utilized by Yuchai and the bank loans obtained by the Company to finance the Company's acquisition of its interest in HLGE and TCL in 2006.

There was equity in income of affiliates of Rmb 14.0 million in 2007 as compared to equity in losses of Rmb 22.4 million in 2006 because the affiliate, TCL reported profits in 2007 as compared to losses in 2006, as a result of higher revenue and cost reduction.

Other income, net increased to Rmb 53.6 million in 2007 from Rmb 38.9 million in 2006. This increase was mainly attributable to (i) dividend income of Rmb 4.9 million from investments as compared to nil in 2006; (ii) decrease in exchange losses by Rmb 4.8 million; and (iii) Rmb 6.1 million gain on changes in fair values of derivatives that were embedded in some of the HLGE securities as compared to loss of Rmb 3.6 million in 2006; (iv) Rmb 54.2 million of interest income as compared to Rmb 47.1 million in 2006, and offset by a gain on redemption of debt and equity securities which decreased by Rmb 11.0 million.

Earnings before income taxes and minority interests in 2007 were Rmb 783.9 million, as compared to Rmb 203.4 million in 2006.

Income tax expense in 2007 was Rmb 68.5 million compared to income tax expense of Rmb 30.5 million in 2006. Yuchai was subject to PRC income tax at a rate of 15.0% in both 2006 and 2007. Our effective tax rates were 15.0% and 8.7% for 2006 and 2007, respectively. The lower effective tax rate in 2007 was due to (a) the reduction in valuation allowance in 2007 of

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Rmb 34.7 million that arose from the reversal of a valuation allowance for deferred tax assets of a subsidiary that was previously loss-making and assessed to be realizable in 2007; (b) tax credits amounting to Rmb 11.9 million in relation to approved research and development costs and Rmb 70.9 million relating to the purchase of certain domestic equipment. These credits, along with the tax credits of Rmb 50.4 million relating to the purchase of certain domestic equipment carried over from prior years, were fully utilized against current income taxes, except for Rmb 8.9 million in relation to credits approved for the purchase of certain domestic equipment that have been forfeited as of December 31, 2007. The lower effective tax rate in 2007 is offset by the write off of a deferred tax asset of Rmb 27.7 million previously recognized in respect of a valuation allowance against loans to a related party due to a change in PRC tax law.

As a result of the foregoing factors, we had profit before minority interests of Rmb 715.4 million in 2007 compared to profit before minority interests of Rmb 172.9 million in 2006, and a net income of Rmb 525.5 million in 2007 compared to a net income of Rmb 111.3 million in 2006.

### **Inflation**

The general annual inflation rate in China was approximately 1.5%, 4.8% and 5.9% in 2006, 2007 and 2008, respectively. Our results of operations may be affected by inflation, particularly rising prices for parts and components, labor costs and other operating costs. The inflation rate has weakened in late 2008 as a result of the recent global financial crisis.

### **Seasonality**

Yuchai's business generally is not seasonal. However, Yuchai's results of operations in the first and second quarters of recent calendar years have been marginally higher than in the third and fourth quarters of the corresponding year, due to slightly better production and sales performance in the first half compared to the second half of such calendar years. As a result, cash generated from operations may also be subject to some seasonal variation. See also Liquidity and Capital Resources.

### **Liquidity and Capital Resources**

Our primary sources of cash are funds from operations generated by Yuchai, as well as debt financing obtained by us. Our operations generated positive net cash flows in 2006, 2007 and 2008. Our primary cash requirements are for working capital, capital expenditures to complete the expansion of production capacity and funding our business expansion and diversification plan. We believe that our sources of liquidity are sufficient for our operational requirements over the next twelve months from the date of this Annual Report. However, under the current market conditions there can be no assurance that our business activity will be maintained at the expected level to generate the anticipated cash flows from operating activities. If the current market conditions persist or further deteriorate, we may experience a decrease in demand for our products, resulting in our cash flows from operating activities being lower than anticipated. If our cash flows from operations is lower than anticipated, including as a result of the global financial crisis or otherwise, we may need to obtain additional financing which may not be available on favorable terms, or at all. Other factors which may affect our ability to generate funds from operations include increased competition (including as a result of China's admission to the WTO), fluctuations in customer demand for our products, our ability to collect and control our level of accounts receivable, and the status of our investment in Yuchai under Chinese law and the implementation of the Reorganization Agreement and the Cooperation Agreement. See Item 4. Information on the Company History and Development Reorganization Agreement. Our cash and cash equivalents are held in accounts managed by third party financial institutions. While we monitor the cash balances in our operating accounts and adjust the cash balances as appropriate, these cash balances could be impacted if the underlying financial institutions fail or could be subject to other adverse conditions in the financial markets. As of the date of this filing, we have experienced no loss or lack of access to cash in our operating accounts.

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As of December 31, 2008, we had approximately Rmb 693.4 million (US\$101.5 million) in cash and cash equivalents on a consolidated basis. We believe that if we are considered on a stand-alone basis without our investment in Yuchai, we would find it difficult to raise new capital (either debt or equity) on our own.

We expect that cash generated from operations should provide us with sufficient financial flexibility to satisfy future bank obligations, capital expenditures and projected working capital requirements. However, at certain times, cash generated from operations is subject to seasonal fluctuations. As a result, we may use periodic bank borrowings to supplement our working capital requirements. Yuchai has established banking relationships with a number of domestic Chinese banks, each of which will review Yuchai's loan applications on a case-by-case basis.

As of June 1, 2009, Yuchai had outstanding borrowings of Rmb 388.1 million (US\$56.8 million). The unutilized facilities amounted to Rmb 3,515 million (US\$514.3 million). We believe that should there be a need for further loans from banks, Yuchai could seek to drawdown additional amounts up to such limit from the domestic Chinese banks. However, no assurance can be given that such additional borrowings would be approved by such banks. The following table summarizes the key elements of our cash flows for the last three years:

	2006 Rmb	For Year ended December 31,		
		2007 Rmb	2008 Rmb	2008 US\$
		(in thousands)		
Net cash provided by operating activities	634,146	84,554	632,686	92,575
Net cash used in Investing activities	(1,289,944)	(168,503)	(261,776)	(38,303)
Net cash provided/(used in) financing activities	670,640	(135,061)	(193,161)	(28,264)
Effect of foreign currency exchange on cash and cash equivalents	(5,104)	(5,978)	(5,257)	(769)
Net increase/(decrease) in cash and cash equivalents	9,738	(224,988)	172,492	25,239

Net cash provided by operating activities increased by Rmb 548.1 million (US\$80.2 million) in 2008 compared to 2007. The increase was mainly caused by an increase in bills receivable discounting activities in 2008. In addition, sales and collection from customers had improved in 2008. Net cash used in investing activities increased by Rmb 93.3 million (US\$13.7 million) in 2008 compared to 2007, principally due to the increase in capital expenditures for plant and machinery. Net cash used in financing activities increased by Rmb 58.1 million (US\$8.5 million) in 2008 compared to 2007, due mainly to repayment of bank loans of Rmb 191.2 million in 2008.

Net cash provided by operating activities decreased by Rmb 549.6 million in 2007 compared to 2006. The decrease was mainly caused by the reduction in bills receivable discounting activities. The bills receivable were largely not discounted because the cash requirements for investing activities were lower. As a result, bills receivable increased by Rmb 1,385.8 million as of December 31, 2007 compared to December 31, 2006. This effect more than compensated for the increased cashflow arising from the increase in operating profit which increased Rmb 537.1 million in 2007 compared to 2006. Net cash used in investing activities decreased by Rmb1,121.4 million in 2007 compared to 2006, principally due to the acquisition of equities and bonds in HLGE and further investment in TCL during 2006. See Item 5. Operating and Financial Review and Prospects – Business Expansion and Diversification Plan for further details. Net cash provided by financing activities decreased by Rmb 805.7 million in 2007 compared to 2006 due mainly to a Rmb 22.4 million (US\$3.3 million) increase in dividends paid to shareholders, and decrease in net proceeds from bank loans of Rmb 786.9 million.

Other than with respect to the application of cash generated from operations for capital expenditures and dividend payments, we do not have a formal cash management policy.

Our working capital as of December 31, 2008 was Rmb 1,027.7 million (US\$150.4 million) compared to Rmb 1,028.7 million as of December 31, 2007.



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As of December 31, 2008, we had long-term debt totaling Rmb 254.5 million (US\$37.2 million), of which Rmb 77.8 million (US\$11.4 million) will mature in 2009 and classified as long term because we have entered into a financing agreement that allows us to refinance the short-term obligation on a long term basis. The remaining Rmb 176.8 million (US\$25.9 million) will mature in 2010. We had current debt totaling Rmb 1,068.7 million (US\$156.4 million) as of December 31, 2008.

On March 30, 2007, we entered into an unsecured multi-currency revolving credit facility agreement with a bank in Singapore for an aggregate of US\$40.0 million to refinance the S\$60.0 million facility that was due to mature on July 26, 2007. The facility is available for three years from the date of the facility agreement and will be utilized by us to finance our long-term general working capital requirements. The terms of the facility require, among other things, that Hong Leong Asia Ltd. ( Hong Leong Asia ) retains ownership of the special share and that we remain a principal subsidiary (as defined in the facility agreement) of Hong Leong Asia. The terms of the facility also include certain financial covenants with respect to our tangible net worth (as defined in the agreement) as at June 30 and December 31 of each year not being less than US\$120 million and the ratio of our total net debt (as defined in the agreement) to tangible net worth as at June 30 and December 31 of each year not exceeding 2.0 times, as well as negative pledge provisions and customary drawdown requirements. As of June 12, 2007, we had fully drawdown on the US\$40.0 million facility. We have also undertaken to make available to the bank, within 180 days after the end of our financial year (beginning with financial year 2007), copies of our audited consolidated accounts as at the end of and for that financial year. A waiver from compliance with this undertaking in relation to the production of the 2008 audited consolidated accounts has been received from the bank granting an extension of time until August 31, 2009. On March 20, 2008, we entered into a facility agreement with the Bank of Tokyo Mitsubishi UFJ, Ltd., Singapore Branch ( Bank of Tokyo-Mitsubishi ), to re-finance the existing US\$25.0 million credit facility which matured on March 20, 2009. The new unsecured, multi-currency revolving credit facility has a committed aggregate value of S\$21.5 million with a one-year duration. The new facility will be used to finance the Company's long-term general working capital requirements. Among other things, the terms of the facility require that Hong Leong Asia retains ownership of the Company's special share and that the Company remains a consolidated subsidiary of Hong Leong Asia. The terms of the facility also include certain financial covenants with respects to the Company's tangible net worth (as defined in the agreement) as at June 30 and December 31 of each year, not being less than US\$120 million, and the ratio of the Company's total net debt (as defined in the agreement) to tangible net worth as at June 30 and December 31 of each year not exceeding 2.0 times, as well as negative pledge provisions and customary drawdown requirements. On March 19, 2009, we refinanced the existing revolving credit facility that matured on March 20, 2009 by entering into a new credit facility agreement with the Bank of Tokyo-Mitsubishi for a committed aggregate value of S\$16.5 million with a one-year duration. The new facility will be used to finance the Company's general working capital requirements. We have undertaken to make available copies of our 2008 audited consolidated accounts within 180 days after the end of our financial year. A waiver from compliance with this undertaking in relation to the production of the 2008 audited consolidated accounts has been received from the Bank of Tokyo-Mitsubishi granting an extension of time until August 31, 2009.

On August 28, 2008, we entered into a bridging loan agreement of up to S\$50 million for a 12-month duration, with DBS Bank Ltd., ( DBS ) of Singapore, to partially re-finance the US\$50.0 million revolving credit facility with Sumitomo Mitsui Banking Corporation, Singapore Branch which expired on September 6, 2008. The new facility will also be used to finance the Company's long-term general working capital requirements. The terms of the facility include certain financial covenants as well as negative pledge and default provisions. We have also undertaken to make available to DBS, within 180 days after the end of its financial year, copies of our audited consolidated accounts as at the end of each financial year. A waiver from compliance with this undertaking in relation to the production of our 2008 audited consolidated accounts has been received from DBS granting an extension of time until August 31, 2009.

As part of its business strategy, Yuchai seeks opportunities from time to time to invest in China domestic manufacturers of diesel engine parts and components, as well as in other related automotive businesses, including truck manufacturers, and insurance, warranty servicing and credit support for diesel engine customers. Yuchai may make such investments and acquisitions with funds provided by operations, future debt or equity financings or a



combination thereof.

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The following table sets forth information on our material contractual obligation payments for the periods indicated as of December 31, 2008:

Contractual Obligations	Total Rmb	Payments Due by Period			More than 5 Years Rmb
		Less than 1 Year Rmb	1-3 Years Rmb	4-5 Years Rmb	
Short-term debt(1)	1,083.8	1,083.8			
Long-term debt(1)	257.5	78.1	179.4		
Purchase obligations regarding capital expenditures	1,524.5	1,524.5			
Operating lease commitments	20.7	9.3	11.4		
Total	2,886.5	2,695.7	190.8		

(1) Includes contractual interest payments

**Capital Expenditures**

Our capital expenditures for a new plant in Xiamen, our new foundry and other routine upgrades to, and replacement of, equipment, plant and property were Rmb 323.8 million, Rmb 265.3 million and Rmb 480.3 million in 2006, 2007 and 2008, respectively. We funded our capital expenditures primarily from funds generated from operations and, when necessary, from bank loans obtained by Yuchai. Our capital expenditures for 2006 were primarily used for general production capacity and technical center upgrading, construction of Yuchai heavy-duty engine project and the 4F engine project, and acquisition of leasehold land for future development.

As of December 31, 2008, we had authorized and contracted for capital expenditures for improvement to existing production facilities in the amount of Rmb 1,524.5 million (US\$223.1 million). We have also committed capital expenditure of approximately Rmb 960 million for the construction of our new foundry. As our business continues to grow, we will also require additional funds for increased working capital requirements and to finance increased trade accounts receivable. We expect to fund our capital expenditures and working capital requirements primarily from funds from operations generated by Yuchai and, to the extent that is insufficient, from bank loans incurred by Yuchai and us. Yuchai's ability to obtain financing is limited by government regulation and a general shortage of debt and equity financing in China. Any additional capital we contribute to Yuchai would require, among other things, the approval of the MOC which has broad discretion with respect to such approval.

**Off-Balance Sheet Arrangements**

As of December 31, 2007 and 2008, Yuchai had issued irrevocable letter of credits of Rmb 82.1 million and Rmb 64.9 million (US 9.5 million), respectively.

As of December 31, 2007 and 2008, outstanding bills receivable discounted with banks for which Yuchai had retained a recourse obligation totaled Rmb 171 million and Rmb 1,214.5 million (US177.7 million), respectively. Management has assessed the fair value

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of the recourse obligation arising from these discounted bank bills to be immaterial based on the Company's default experience and the credit status of the issuing banks.

**Research and Development**

See Item 4. Information on the Company Research and Development .

**Recently Issued Accounting Standards**

In February 2008, FASB issued FASB Staff Position No. 157-2, or FSP FAS 157-2, to delay the effective date of SFAS 157 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. Management does not believe the adoption of this statement will have a material impact on the consolidated financial statements at this time and will monitor any additional implementation guidance that may be issued.

In June 2007, the Financial Accounting Standards Board ( FASB ) ratified EITF Issue No.07-3 or EITF 07-3, Accounting for Nonrefundable Advance Payments for Goods or Services Received for Use in Future Research and Development Activities . The EITF 07-3 requires non-refundable advance payments to acquire goods or pay for services that will be consumed or performed in a future period and in conducting R&D activities should be recorded as an asset and recognized as an expense when the R&D activities are performed. The EITF 07-3 is to be applied prospectively to new contractual arrangements entered into beginning in fiscal 2009. The Company currently recognizes these non-refundable advanced payments, if any, as an expense upon payment. The adoption of EITF 07-3 is not expected to have a significant effect on the Company's financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), or SFAS No. 141(R), Business Combination which replaces SFAS No. 141. SFAS No. 141(R) and establishes principles and requirements for how an acquirer recognizes and measures in its financial statements, the identifiable assets acquired, the liabilities assumed, any non controlling interest in the acquiree and the goodwill acquired. SFAS No. 141(R) also establishes disclosure requirements which will enable users to evaluate the nature and financial effects of the business combination. SFAS No. 141(R) is effective as of the beginning of an entity's first fiscal year beginning after December 15, 2008. The impact of the adoption of SFAS No. 141(R) on the Company's consolidated financial positions and consolidated results of operations is dependent upon the specific terms of any applicable future business combinations.

In December 2007, the FASB issued SFAS No. 160, Non Controlling Interests in Consolidated Financial Statements Amendments of ARB No. 51 , or SFAS No. 160. SFAS No. 160 states that accounting and reporting for minority interests will be recharacterised as non controlling interests and classified as a component of equity. The statement also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the non controlling owners. SFAS No. 160 applies to all entities that prepare consolidated financial statements, except not-for-profit organizations, but will affect only those entities that have an outstanding non controlling interest in one or more subsidiaries or that deconsolidates a subsidiary. The Company is required to adopt this statement in the first quarter of fiscal year 2009 and management is currently assessing the impact of adopting SFAS No. 160. Earlier adoption is prohibited. This statement shall be applied prospectively as of the beginning of the fiscal year in which this statement is initially applied, except for the presentation and disclosure requirements. The presentation and disclosure requirements shall be applied retrospectively for all periods presented. Management is presently evaluating the impact of the newly required disclosures.

In April 2008, the FASB issued FSP FAS 142-3, Determination of the Useful Life of Intangible Assets or FSP FAS 142-3. FSP FAS 142-3 amends the factors that should be considered in developing a renewal or extension and the assumptions used for purposes of determining the useful life of a recognized intangible asset under SFAS No. 142,

Goodwill and Other Intangible Assets . FSP FAS 142-3 is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141(R) and other GAAP. FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008. Earlier application is not permitted. We believe the impact of adopting FSP FAS 142-3 will not have a material effect on our consolidated financial condition or results of operations.

In May 2008, the FASB issued FSP APB 14-1, *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*, or FSP APB 14-1. This FSP APB 14-1 clarifies that convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) are not addressed by paragraph 12 of APB Opinion No. 14, *Accounting for Convertible Debt and Debt Issued with Stock Purchase Warrants*. Additionally, this FSP APB 14-1 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. This FSP APB 14-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Management will evaluate the impact of this FSP APB 14-1 to the Company's consolidated financial statements if it applies.

In November 2008, the Emerging Issues Task Force issued EITF Issue No. 08-6, *Equity Method Investment Accounting Consideration* or EITF Issue No. 08-6, that addresses how the initial carrying value of an equity method investment should be determined, how an impairment assessment of an underlying indefinite-lived intangible asset of an equity method investment should be performed, how an equity method investee's issuance of shares should be accounted for, and how to account for a change in an investment from the equity method to the cost method. EITF Issue No. 08-6 shall be effective in fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years. EITF Issue No. 08-6 shall be applied prospectively with early application prohibited. The impact of adopting EITF 08-6 is not expected to have a material impact on our consolidated financial condition or results of operations.

In December 2008, the FSP FAS 140-4 and FSP FIN 46(R)-8 amends SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities*, or FSP FAS 140-4, and FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities*, or FIN 46(R). The FSP FAS 140-4 was issued by the FASB to expeditiously meet the need for enhanced information about transferred financial assets and about an enterprise's involvement with a variable interest entity (VIE). The FSP, or FSP FAS 140-4 requires extensive additional disclosures by public entities with continuing involvement in transfers of financial assets to special-purpose entities and with VIEs, including sponsors that have a variable interest in a VIE. Additionally, FSP FAS 140-4 requires certain disclosures to be provided by a public entity. This FSP FAS 140-4 is effective for fiscal periods ending after 15 December 2008 (i.e., fiscal year 2008 for calendar year companies). The Company intends to provide the additional disclosures under this FSP if it applies.

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In January 2009, the FASB ratified EITF Issue No. 08-10, *Selected Statement 160 Implementation Questions* or SFAS No. 160. The statement is to clarify the accounting for certain transactions involving a transfer of an interest in a subsidiary after the effective date of SFAS No. 160. Specifically, i) accounting for the transfer of an interest in a subsidiary that is in-substance real estate; ii) accounting for the transfer of an interest in a subsidiary to an equity method investee that results in deconsolidation of the subsidiary and iii) accounting for the transfer of an interest in a subsidiary in exchange for a joint venture interest that results in deconsolidation of the subsidiary. This statement shall be effective for fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years. This statement shall be applied prospectively. Management will evaluate the impact of this Issue to the Company's consolidated financial statements if it applies.

In January 2009, the FASB issued FSP EITF 99-20-1 that amends EITF Issue No. 99-20, *Recognition of Interest Income and Impairment of Purchased Beneficial Interests and Beneficial Interests That Continue to Be Held by a Transferor in Securitized Financial Assets*, or FSP EITF 99-20-1. The FSP eliminates the requirement that a holder's best estimate of cash flows be based upon those that a market participant would use. Instead, the FSP requires that an other-than-temporary impairment (OTTI) be recognized as a realized loss through earnings when it is probable there has been an adverse change in the holder's estimated cash flows from the cash flows previously projected, which is consistent with the impairment model in FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities* (Statement 115). The FSP EITF 99-20-1 is effective for interim and annual reporting periods ending after December 15, 2008 (e.g., December 31, 2008, for a calendar year-end entity), and should be applied prospectively. Retrospective application to a prior interim or annual reporting period is not permitted. Management will evaluate the impact of this FSP to the Company's consolidated financial statements if it applies.

In April 2009, the FASB issued FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination that Arise from Contingencies* or FSP FAS 141(R)-1. The FSP amends SFAS No. 141(R), *Business Combinations*, to require that assets acquired and liabilities assumed in a business combination that arise from contingencies (hereinafter referred to as pre-acquisition contingencies) be recognized at fair value, in accordance with SFAS No. 157, *Fair Value Measurements*, if the fair value can be determined during the measurement period. FSP FAS 141(R)-1 has the same effective date as SFAS No. 141(R), which is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008 (i.e., on or after January 1, 2009 for a calendar year end company). Management will evaluate the impact of this FSP to the Company's consolidated financial statements if it applies.

In April 2009, the FASB released FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*, or FSP FAS 115-2. FSP FAS 115-2 was issued contemporaneously with FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability has Significantly Decreased and Identifying Transactions that are Not Orderly*, or FSP FAS 157-4, and FSP FAS 107-1 and APB 28-1, *Interim Disclosures About Fair Value of Financial Instruments*, or FSP FAS 107-1. The three FSPs were approved by the FASB at its meeting on April 2, 2009. FSP FAS 115-2 changes existing accounting requirements for other-than-temporary-impairment (OTTI). FSP FAS 157-4 amends SFAS No. 157, *Fair Value Measurements* (Statement 157) to provide additional guidance on estimating fair value when the volume and level of transaction activity for an asset or liability have significantly decreased in relation to normal market activity for the asset or liability. The FSP FAS 157-4 also provides additional guidance on circumstances that may indicate that a transaction is not orderly. FSP FAS 157-4, as well as the related FSP issued on the same day, FSP FAS 107-1, also require additional disclosures about fair value measurements in annual and interim reporting periods. FSP FAS 157-4 supersedes FSP FAS 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*. The FSP FAS 107-1 extends the disclosure requirements of SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, to interim financial statements of publicly traded companies as defined in APB Opinion No. 28, *Interim Financial Reporting*. The three FSPs are effective for interim and annual periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. If an entity elects to early-adopt either FSP FAS 157-4 or FSP FAS 107-1, that entity is required to early-adopt FSP FAS 115-2. Likewise, if an entity early-adopts FSP FAS 115-2 or FSP FAS 107-1, it is also required to early-adopt FSP FAS 157-4. However, early adoption of FSP FAS 107-1 is permitted only if the entity also elects to early adopt FSP FAS 157-4 and FSP FAS

115-2. FSP FAS 157-4 must be applied prospectively and does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, comparative disclosures are required only for periods ending after initial adoption. However, in the period of adoption a reporting entity must disclose a change, if any, in valuation technique and related inputs resulting from the application of the FSP FAS 157-4, and quantify the total effect of the change in valuation technique and related inputs, if practicable, by major category. Management is presently evaluating the impact of FSP FAS 115-2 and FSP FAS 157-4 to the Company's consolidated financial statements. FSP FAS 107-1 does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, FSP FAS 107-1 requires comparative disclosures only for periods ending after initial adoption. The Company intends to provide the additional disclosures under FSP FAS 107-1 in fiscal 2009 if it applies.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, or SFAS No. 165. The statement establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This statement introduces the concept of financial statements being available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, that is, whether that date represents the date the financial statements were issued or were available to be issued. This disclosure should alert all users of financial statements that an entity has not evaluated subsequent events after that date in the set of financial statements being presented. In accordance with this statement, an entity should apply the requirements to interim or annual financial periods ending after June 15, 2009. The Company intends to provide the additional disclosures under this statement when it applies.

In June 2009, the FASB issued SFAS No. 166, *Accounting for Transfers of Financial Assets*, or SFAS No. 166, an amendment of SFAS No. 140, or Statement 166. The most significant amendments resulting from Statement 166 consist of the removal of the concept of a qualifying special-purpose entity (SPE) from SFAS No. 140, and the elimination of the exception for qualifying SPEs from the consolidation guidance of FIN 46(R), *Consolidation of Variable Interest Entities*. SFAS No. 166 also amends and clarifies certain transfers of financial assets that should not qualify as sales under SFAS No. 140. The disclosures required by Statement 166 are similar to those included in FSP FAS 140-4 and FIN 46(R)-8, *Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets*, or FSP FAS 140-4/FIN 46(R), which is superseded by SFAS No. 166. SFAS No. 166 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. That is, SFAS No. 166 is effective January 1, 2010 for calendar-year reporting entities. Earlier application is prohibited. Management will evaluate the impact of the statement to the Company's consolidated financial statements if it applies.

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In June 2009, the SFAS No. 167, Amendments to FIN 46(R), or SFAS No. 167, which (1) addresses the effects of eliminating the qualifying special-purpose entity (QSPE) concept from SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, and (2) responds to concerns about the application of certain key provisions of FIN 46(R), Consolidation of Variable Interest Entities (FIN 46(R)), including concerns over the transparency of enterprises' involvement with variable interest entities (VIEs). SFAS No. 167 is effective as of the beginning of an enterprise's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Statement 167 is effective for calendar year-end companies beginning on January 1, 2010. The amendments to FIN 46(R) are applicable to all enterprises and to all entities with which those enterprises are involved, regardless of when that involvement arose. Therefore, upon adoption of SFAS No. 167, all enterprises must reconsider their consolidation conclusions for all entities with which they are involved. Management will evaluate the impact of the statement to the Company's consolidated financial statements when it applies.

**Table of Contents****ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES.****Directors and Executive Officers of the Company**

Our Articles of Association require that our Board of Directors shall consist of eleven members so long as the Special Share is outstanding. As of July 1, 2009, there are nine members elected to and serving on our Board of Directors, with two vacancies. Pursuant to the rights afforded to the holder of the special share, Hong Leong Asia has designated Messrs. Teo Tong Kooi, Saw Boo Guan, Gan Khai Choon and Kwek Leng Peck as its nominees. Messrs. Yan Ping and Zhang Shi Yong are nominees of Coomber Investments Limited. Our directors are appointed or elected, except in the case of casual vacancy, at the annual general meeting or at any special general meeting of shareholders and hold office until the next annual general meeting of shareholders or until their successors are appointed or their office is otherwise vacated.

Our directors and executive officers are identified below.

<b>Name</b>	<b>Position</b>	<b>Year First Elected or Appointed Director or Officer</b>
TEO Tong Kooi <sup>(1)(2) (5)(6)</sup>	President and Director	2004
SAW Boo Guan <sup>(6)</sup>	Director	2009
GAN Khai Choon <sup>(1) (5)</sup>	Director	1995
KWEK Leng Peck <sup>(1)(3)</sup>	Director	1994
NEO Poh Kiat <sup>(1)(3)(4)</sup>	Director	2005
TAN Aik-Leang <sup>(1)(4)</sup>	Director	2005
Matthew RICHARDS <sup>(3)(4)</sup>	Director	2006
YAN Ping <sup>(1)</sup>	Director	2007
ZHANG Shi Yong <sup>(1)</sup>	Director	2007

<b>Name</b>	<b>Position</b>	<b>Year First Elected or Appointed Director or Officer</b>
HOH Weng Ming	Chief Financial Officer	2008
FOO Shing Mei Deborah	General Counsel	2007
Ira Stuart OUTERBRIDGE III	Secretary	2001

Mr. Tan Wan  
Hong resigned  
as Chief  
Operating  
Officer of the  
Company on  
May 11, 2009.

(1) Also a Director  
of Yuchai.



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- (2) Also a Director of TCL.
- (3) Member of the Compensation Committee.
- (4) Member of the Audit Committee.
- (5) Also a Director of HLGE.
- (6) As announced on June 22, 2009, Mr. Saw Boo Guan will be assuming the role of President from Mr. Teo Tong Kooi on August 1, 2009 who will remain as a non-executive director of the Company.

Mr. Teo Tong Kooi is the President and a Director of the Company. He is also a Director and Chief Executive Officer of Hong Leong Asia as well as a Director of Hong Leong China, Yuchai, HLGE, TCL and Isyoda Corporation Berhad. He is also the Vice-Chairman and Executive Director of Tasek Corporation Berhad, where he previously held the position of Managing Director. Mr. Teo holds a Bachelor of Science degree in Marketing Management and a Master of Business Administration (both from Golden Gate University, San Francisco, California USA). He has also completed the Executive Management Program at the Stanford University Graduate School of Business and has a wealth of corporate and commercial banking experience with many years in senior management positions where he was Head of Corporate Banking, Deutsche Bank, Malaysia, and Chief Operating Officer of Hong Leong Bank Berhad, Malaysia.

Mr. Saw Boo Guan was appointed a Director of the Company on July 1, 2009. He has extensive experience in the automotive industry and his last position from 2005 to 2008 as President of Cummins Westport Inc., a joint venture company between Cummins, Inc. and Westport Innovations, Inc., a position based in Vancouver, Canada. From 1989 to 2005, Mr. Saw held various positions in a number of Cummins entities in the U.S., Singapore, Hong Kong and China and his responsibilities included general management, marketing and distribution management for various Cummins entities in the U.S., Singapore, Hong Kong and China. Mr. Saw is a Malaysian Federal Government Scholar and received a Master's degree in Public and Private Management from Yale University, U.S. in 1986 and a Bachelor of Engineering (Hons) in Mechanical Engineering from the University of Malaya, Malaysia in 1979.

Mr. Gan Khai Choon is a Director of the Company, Yuchai, Grace Star, Venture Lewis, Venture Delta and Safety Godown Company Limited. He is also the Chairman of HLGE, an Executive Director of City e-Solutions Limited and Managing Director of Hong Leong International (Hong Kong) Limited. He has extensive experience in the banking, real estate investment and development sectors and has been involved in a number of international projects for the

Hong Leong group of companies, which include the management and development of the Grand Hyatt Taipei and the Beijing Riviera. He holds a Bachelor of Arts degree (Honors) in Economics from the University of Malaya. Mr. Gan is related to Mr. Kwek Leng Peck.

Mr. Kwek Leng Peck is a Director of the Company. He is a member of the Kwek family which controls the Hong Leong Investment Holdings group of companies. He serves as an Executive Director of Hong Leong Asia and is the non-executive Chairman of Tasek Corporation Berhad. He also sits on the boards of HL Technology, Hong Leong China, Yuchai, City Developments Limited, Hong Leong Finance Limited and Millennium & Copthorne Hotels plc. He holds a Diploma in Accountancy and has extensive experience in trading, manufacturing, property investment and development, hotel operations, corporate finance and management.

Mr. Neo Poh Kiat is a Director of the Company and Yuchai. He is Managing Director of Octagon Advisors (Shanghai) Co. Ltd. and a managing director of Octagon Advisors Pte. Ltd., a financial advisory firm in Singapore. Between 1976 and January 2005, he held senior managerial positions with companies in the Development Bank of Singapore group and United Overseas Bank Ltd, including as Country Officer (China), Head Corporate Banking (Greater China) at United Overseas Bank Ltd. Mr. Neo is currently a director of Sing-Han Management Consulting (Shanghai) Limited and Asia Airfreight Terminal Co Ltd. He holds a Bachelor of Commerce degree (Honors) from Nanyang University, Singapore. Our Board of Directors has determined that Mr. Neo is independent within the meaning of the NYSE's corporate governance standards, on the basis that the Company has no material relationship with him.

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Mr. Tan Aik-Leang is a Director of the Company and Yuchai. He had held various senior executive and managerial positions for a total of over 25 years at the Dao Heng Bank Group in Hong Kong, the National Australia Bank Group in Australia and Asia, and The Bank of Nova Scotia in Canada. Mr. Tan is currently also a Director of the Risk Management Association, Hong Kong Chapter. He is a Fellow member of the Hong Kong Institute of Certified Public Accountants, CPA Australia, the Financial Services Institute of Australasia (formerly known as Australasian Institute of Banking and Finance) and the Institute of Canadian Bankers. Our Board of Directors has determined that Mr. Tan is independent within the meaning of the NYSE's corporate governance standards, on the basis that the Company has no material relationship with him.

Mr. Matthew Richards is a Director of the Company. Mr. Richards is the General Counsel and a Director of Principia Management Pte. Ltd., which provides advisory and management services related to corporate finance transactions and private equity investments. Previously, Mr. Richards was in private practice in Singapore as an international lawyer between 1999 and 2007, having worked on a variety of capital markets, mergers and acquisitions and other corporate finance transactions throughout the Asian region, particularly in Indonesia and India. From 2003 to mid 2006, Mr. Richards was an attorney at Latham & Watkins LLP, the international law firm advising the Company on US law matters. Mr. Richards holds a Graduate Diploma in Legal Practice, Bachelor of Laws and Bachelor of Asian Studies from the Australian National University. Our Board of Directors has determined that Mr. Richards is independent within the meaning of the NYSE's corporate governance standards, on the basis that the Company has no material relationship with Mr. Richards.

Mr. Yan Ping is a Director of the Company and the Chairman of the Board of Directors of Yuchai. Mr. Yan is also the Chairman of the State Holding Company, Yuchai Machinery Co., Ltd and Yuchai Marketing Company since October 2005. The State Holding Company which is owned by the City Government of Yulin in Guangxi Zhuang Autonomous Region, China is a 22.1 % shareholder in Yuchai. Prior to becoming Chairman of the State Holding Company, Mr. Yan held various China-government related positions, including most recently as Deputy Secretary-General, Yulin Municipal Government, as Director, Yulin Municipal Development and Reform Commission and as Deputy General Manager of Guangzhou-Shenzhen Railway Company, Ltd. Mr. Yan holds a Bachelor of Engineering degree from Dalian Railway College and a Master of Economics degree from the East-North Financial and Economic University.

Mr. Zhang Shi Yong is a Director of the Company and Yuchai. He also sits on the boards of the State Holding Company, Coomber and Goldman. Mr. Zhang was a director of City Construction Investment Company of Yulin. He holds a Bachelor of Traffic and Transportation degree from Xinan Jiaotong University and a Master of Business Administration degree from the Tsing Hua University.

Mr. Hoh Weng Ming was appointed Chief Financial Officer of the Company with effect from May 1, 2008. He is also a Director of Yuchai with effect from December 26, 2008. Prior to re-joining the Company, Mr. Hoh was the Group Controller of the Industrial Product Group division for Hong Kong-listed, Johnson Electric Industrial Manufactory Limited, a leading industrial electric motor producer. Before Johnson Electric, he was the Financial Controller for two of Hong Leong Asia's subsidiaries, namely Henan Xinfei Electric Co., Ltd. from 2003 to 2005 and the Company from 2002 to 2003. Mr. Hoh has a Bachelor of Commerce degree majoring in Accountancy from the University of Canterbury, Christchurch, New Zealand and an M.B.A. degree from Massey University, New Zealand. He is a Chartered Accountant in New Zealand and Malaysia and a Fellow Member of the Hong Kong Institute of Certified Public Accountants.

Ms. Foo Shing Mei Deborah was appointed the General Counsel of the Company with effect from December 10, 2007. Ms. Foo has more than 10 years of commercial and corporate experience gained from various in-house positions in Singapore and Hong Kong. Prior to joining the Company, she held the positions of Vice President of Group Legal and Company Secretary at Nasdaq listed Pacific Internet Limited. She holds a BA (Hons) in Law and History from the University of Keele, UK and a Masters of Law degree in Commercial and Corporate law from the University of London, UK. She is a Barrister-at-Law (Middle Temple) and is admitted as an Advocate and Solicitor in Singapore.

Mr. Ira Stuart Outerbridge III is the Secretary of the Company. He is a graduate of the University of North Carolina at Chapel Hill and is a Fellow of the Institute of Chartered Secretaries and Administrators. He joined Codan Services Limited as a Corporate Manager since February 1996.



**Table of Contents****Audit Committee**

The members of the Audit Committee are Messrs. Tan Aik-Leang (Chairman), Neo Poh Kiat and Matthew Richards. The Audit Committee oversees the performance of our internal audit function and our independent registered public accountants. It also reviews our quarterly financial statements and effectiveness of our financial reporting process and material internal controls including financial, operational and compliance controls. The Board has designated Mr. Tan Aik-Leang as our Audit Committee Financial Expert.

**Compensation Committee**

The members of the Compensation Committee are Messrs. Kwek Leng Peck (Chairman), Neo Poh Kiat and Matthew Richards. The Compensation Committee reviews our general compensation structure as well as reviews, recommends or approves executive appointments and remuneration, subject to ratification by our Board of Directors and supervises the administration of our employee benefit plans, including stock option plans, if any.

**Directors and Executive Officers of Yuchai**

According to Yuchai's Articles of Association, the Board of Directors of Yuchai may consist of up to 13 members. Currently, there are 11 members elected to and serving on Yuchai's Board of Directors. Yuchai's Articles of Association entitle us (as the indirect holder of the Foreign Shares), through our six wholly-owned subsidiaries, to designate nine Directors and entitle the Chinese shareholders to designate four Directors. These nomination rights were acknowledged and confirmed by Yuchai as part of the terms of the Reorganization Agreement. Pursuant to the terms of the Reorganization Agreement, Yuchai's board of directors has been reconstituted with the Company entitled to elect nine of Yuchai's 13 directors, again reaffirming the Company's right to effect all major decisions relating to Yuchai. Pursuant to and subject to the conditions in the Shareholders Agreement described under Item 7. Major Shareholders and Related Party Transactions - Related Party Transactions, and by virtue of the special share, Hong Leong Asia is entitled to designate five of the nine Yuchai Directors designated by us.

Pursuant to the Shareholders Agreement and our Bye-laws, the Yuchai Directors designated by us will vote as a block in accordance with the vote of the majority of such Directors. As part of the terms of the Reorganization Agreement, Yuchai affirmed our continued rights, as Yuchai's majority shareholder, to direct the management and policies of Yuchai through Yuchai's Board of Directors. The directors and executive officers of Yuchai as of July 1, 2009 are identified below.

Name	Position	Year First Elected or Appointed Director Position or Officer
YAN Ping <sup>(1)</sup>	Chairman of the Board of Directors	2005
LI Tiansheng	Director and General Manager	2001
GAN Khai Choon <sup>(1)(4)</sup>	Director	2007
KWEK Leng Peck <sup>(1)</sup>	Director	2005
NEO Poh Kiat <sup>(1)</sup>	Director	2008
TAN Aik-Leang <sup>(1)</sup>	Director	2005
TEO Tong Kooi <sup>(1)(2)(4)</sup>	Director	2004
HOH Weng Ming	Director	2008
YUAN Xucheng	Director	2003
GU Tangsheng	Assistant to Chairman and Director	2005
ZHANG Shi Yong <sup>(1)(3)</sup>	Director	2007
ZENG Shi Qiang	Assistant Director	1999
SU Peng Cooper <sup>(5)</sup>	Company Secretary	2009

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<b>Name</b>	<b>Position</b>	<b>Year First Elected or Appointed Director Position or Officer</b>
KEAN Chia Yee Alex(6)	Chief Business Official	2008
TAY Hui Boon Kelly(6)	Financial Controller	2008
LEE See Bee Patrick (6)	Vice President, International Sales	2009
WU Qiwei	Deputy General Manager	2006
YAN Jie	Deputy General Manager	2003
LI Cheng Jie	Deputy General Manager	2007
QIN Xiaohong	Chief Accountant	2007
SHEN Jie	General Engineer	2002

\* Mr TAN Wan Hong resigned as Deputy Chairman of the Board of Directors on May 11, 2009.

(1) Also a Director of the Company.

(2) Also a Director of TCL.

(3) Resigned as Company Secretary of Yuchai on March 18, 2009.

(4) Also a Director of HLGE.

(5) Appointed Company Secretary of Yuchai on March 18, 2009.

(6) Seconded of the Company, whose salaries and expenses are paid by the Company.

For information about Messrs. Gan Khai Choon, Neo Poh Kiat, Teo Tong Kooi, Kwek Leng Peck, Tan Aik-Leang, Yan Ping, Zhang Shi Yong and Hoh Weng Ming, see Directors and Senior Management of the Company.

Mr. Li Tiansheng is a Director and General Manager of Yuchai. He previously served as the principal coordinator for liaison with Chinese government agencies, banks and tax department. Mr. Li holds a Bachelor's degree (foundry) from Guangxi University.

Mr. Yuan Xucheng is a Director of Yuchai. He previously served as a Director and Assistant General Manager of Guijiang Enterprise Co. Mr. Yuan holds a Master of Economics degree.

Mr. Gu Tangsheng is a Director of Yuchai and Assistant to the Chairman of the State Holding Company. He holds a PhD in physics from Zhongshan University.

Mr. Zeng Shi Qiang has been an Assistant Director of Yuchai since May 1999. Mr. Zeng holds a Master's degree (Business Management) from Chinese Science and Technology University.

Mr. Su Peng Cooper is the Company Secretary of Yuchai with effect from March 18, 2009. He holds a Bachelor Degree in Economics from the Lanzhou Commercial College, China.

Mr. Kean Chia Yee Alex is the Vice-President, Business Improvement & Strategy of the Company. He has been assigned by us to assist Yuchai in its management and operations and was appointed as Chief Business Official by the Yuchai Board with effect from October 21, 2008. He holds a PhD in computer science from the University of British Columbia and has many years working experience in China.

Ms. Tay Hui Boon Kelly is the Financial Controller of the Company. She has been assigned by us to assist Yuchai in its financial accounting, reporting and compliance with local and statutory requirements, and the implementation of financial policies, procedures, financial budgeting and review of investments. Ms. Tay holds a Bachelor Degree in Accounting and Financial & Information

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Management from the University of Sheffield, United Kingdom. She has more than 8 years of experience in management costing and accounting and gained substantial experience from working in various parts of China.

Mr Lee See Bee Patrick is the Vice President of International Sales. He qualified as a mechanical engineer with the Engineering Council London. He also completed an MBA programme from Asian Institute of Management, Manila. He has more than 20 years of experience in international sales and marketing of technical products.

Mr. Wu Qiwei is the Deputy General Manager of Yuchai and is in charge of sales and marketing. He holds a Bachelor's degree (Inter-Combustion Engine, Vehicle and Mechanical Engineering) from Hunan University. He had also completed his MBA program from the Huazhong University of Science and Technology.

Mr. Yan Jie is the Deputy General Manager of Yuchai and is in charge of the manufacturing department. Until August 2003, Mr. Yan was the Deputy General Manager of the Yuchai group. He holds a Master's degree (Political Economy) from Guangxi University.

Mr. Li Cheng Jie is the Deputy General Manager of Yuchai since 2004. He holds a Master's degree (Philosophy of Science and Technology).

Miss Qin Xiaohong joined Yuchai in 1990 and became the Chief Accountant in July 2007. She holds a Bachelor's degree in Auditing from Nanjing Auditing Institute.

Mr. Shen Jie is the General Engineer of Yuchai and is responsible for all matters relating to engine design, testing and quality control. He joined Yuchai over 20 years ago as a technician in the assembly workshop of Yuchai. He holds a Master's degree (Inter-Combustion Engine) from Jilin Industrial University.

### **Yuchai**

Pursuant to Yuchai's Articles of Association, Yuchai's shareholders have authority over all matters of importance relating to Yuchai, including (i) the review and approval of reports submitted by the Board of Directors of Yuchai; (ii) the approval of Yuchai's plans for distribution of profits and recovery of losses; (iii) the approval of Yuchai's annual capital, operating budget and year-end financial statements of final accounts, balance sheet, profit and loss statements and other accounting statements; (iv) the issuance of new shares or other securities, the expansion of the scope of any subscription of shares, the conversion of Yuchai from a company with privately placed shares into a company with publicly offered shares, and the transfer procedures for Yuchai's share certificates; (v) the nomination, election, dismissal and compensation of members of the Board of Directors; (vi) significant sales or purchases of assets, or any division, merger, acquisition, termination, liquidation or other major corporate action of Yuchai; (vii) amendment to Yuchai's Articles of Association; (viii) motions presented by shareholders holding 10% or more of the outstanding shares of Yuchai; and (ix) other matters required to be resolved by the shareholders' meeting. Yuchai's shareholders are entitled to preemptive rights to subscribe pro rata in accordance with their ownership percentage for any new Yuchai shares or other equity interests offered by Yuchai at a price and on terms at least equivalent to those offered to new subscribers.

Yuchai's Board of Directors reports directly to the shareholders of Yuchai and is the principal executive authority responsible for major decisions relating to Yuchai, mainly including (i) the execution of resolutions adopted by the shareholders; (ii) the formulation and review of Yuchai's development plans; (iii) the review of and decision on Yuchai's annual business plans; (iv) the review of Yuchai's financial budget, final accounts, dividend distribution plan, plans for issuances of Yuchai shares and plans for merger, division and transfer of assets; (v) to fill vacancies on the Board provided the selected replacement is nominated by and represents the same shareholders as his or her predecessor; (vi) the adoption of various corporate policies and rules; (vii) the appointment of senior executive officers as recommended by the Chief Executive Officer and their dismissals and the appointment of senior advisers to the Board; (viii) major external matters; (ix) sales, purchases, transfers and leases of material assets with a value in excess of US\$3



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million and which are not contemplated in Yuchai's approved budgets; and (x) any other matters that may be determined by the Board of Directors in accordance with Yuchai's Articles of Association.

In order to further strengthen our level of corporate governance, we have continued to seek to cause Yuchai to adopt comprehensive corporate governance guidelines to put procedures in place to improve the management and governance of Yuchai. The 2007 version of corporate governance guidelines of Yuchai were approved and adopted by Yuchai's Board of Directors and shareholders' meeting on July 27, 2007 and August 16, 2007, respectively. The corporate governance guidelines and practices adopted by Yuchai continue to be fine-tuned on an ongoing basis such that Yuchai follows international best practices and which are in line with the Company Law in the PRC. Various board committees (inter alia, an Audit Sub-Committee, a Remunerations Sub-Committee, a Nominations Sub-Committee and a Financial Sub-Committee) have been established and are currently functioning in accordance with their charters. The Financial Sub-Committee is responsible for reviewing the necessity and feasibility of new projects and making recommendations to Yuchai's board of directors. Yuchai has provided access to the Company's independent auditors. We provide certain management, financial planning and other services to Yuchai and have designated six persons in key management positions to work full-time at Yuchai's principal manufacturing facilities in Yulin City as part of Yuchai's day-to-day management team.

The Board of Directors of Yuchai shall consist of 13 directors appointed for three-year terms pursuant to Yuchai's current Articles of Association. So long as the present ratio of Foreign Shares to State Shares and Legal Person Shares remains unchanged, a total of nine directors shall be elected from nominees of holders of Foreign Shares and a total of four directors shall be elected from nominees of holders of State Shares and Legal Person Shares. Actions generally may be taken by a majority vote of the directors present at a meeting at which a quorum is present. Attendance of at least five directors (three representing holders of Foreign Shares and two representing holders of State Shares or Legal Person Shares) constitutes a quorum.

We are entitled under Yuchai's Articles of Association to elect nine of Yuchai's 13 directors, thereby entitling us to effect all major decisions relating to Yuchai. As part of the terms of the Reorganization Agreement and the Cooperation Agreement, Yuchai affirmed our continued rights, as Yuchai's majority shareholder, to direct the management and policies of Yuchai through Yuchai's Board of Directors. A two-thirds vote of the outstanding shares at a shareholders' meeting at which a quorum is present is required for major corporate actions, such as an amendment to Yuchai's Articles of Association, significant sales or purchases of assets or a division, merger, acquisition or liquidation of Yuchai, or issuances of new common shares or other securities of Yuchai. Attendance of shareholders representing at least two-thirds of the outstanding Yuchai shares constitutes a quorum for shareholder meetings considering such major corporate actions.

However, although our nominees constitute a majority of the Board of Directors of Yuchai, there have, on various occasions in the past, been periods of time when no board meetings have been held, despite Yuchai's Articles of Association requiring the Board of Directors to meet at least once every six months as well as upon repeated requests by us. Prior to the execution of the Reorganization Agreement, Yuchai's Articles of Association contained stringent quorum provisions, which required that, three of the four directors elected by holders of State Shares or Legal Person Shares had to attend, in order for a quorum to be achieved, and as a result Board of Directors meetings to be held. However, subsequent to the execution of the Reorganization Agreement, these quorum requirements have been amended in Yuchai's new Articles of Association currently pending approval from the Ministry of Commerce, PRC, prior to it coming into effect, to permit a meeting to proceed without a quorum present after two adjournments of the meeting without a quorum present.

Yuchai's management consists of a Chairman, a General Manager and several Deputy General Managers, other senior officers designated by its Board of Directors and senior managers and officers designated by us. Yuchai's management handles daily operations and implements the corporate policies under the direction and guidance of its Board of Directors. In November 2003, Mr. Wang Jianming entered into a new contract of employment with Yuchai, pursuant to which he was appointed as Chief Executive Officer of Yuchai. Mr. Wang Jianming ceased to serve as the chairman, legal representative and chief executive officer of Yuchai, as well as the chairman and legal representative of the State Holding Company, the principal Chinese shareholder of Yuchai with effect from October 28, 2005. The new chairman and legal representative of Yuchai is Mr. Yan Ping whose appointment in Yuchai was confirmed on

December 2, 2005.

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As a general matter, we require access to certain financial books and records of Yuchai so as to be able to monitor our investment in Yuchai and to prepare our consolidated financial statements. In early 2004, Yuchai management temporarily denied us such access. In response, we initiated dialogue with representatives of Yuchai and shortly thereafter agreed with Yuchai management to resume allowing us full access to the financial books and records of Yuchai. Moreover, and as disclosed elsewhere in this Annual Report, we require the cooperation of Yuchai and its Chinese shareholders and have from time to time experienced certain problems in obtaining such cooperation. In response to such problems, we entered into dialogue with representatives of Yuchai and its Chinese shareholders and thereafter executed the Reorganization Agreement, which we believe addresses these problems. As part of the terms of the Reorganization Agreement, Yuchai agreed that it would seek the requisite shareholder approval prior to entering into any material transactions (including any agreements or arrangements with parties related to Yuchai or any of its shareholders) and that it would comply with its governance requirements. However, no assurances can be given regarding implementation of the terms of the Reorganization Agreement. Yuchai has provided access to its independent auditors, and is cooperating with the Company's eight secondees, including two Sarbanes-Oxley managers, who are all based at Yuchai's offices in Yulin. See also Item 3. Key Information Risk Factors Risks relating to our company and our business Our financial condition, results of operations, business and prospects may be adversely affected if we are unable to implement the Reorganization Agreement.

**Compensation****Company**

Pursuant to the Amended and Restated Shareholders Agreement of the Company dated November 9, 1994, Hong Leong Asia is entitled to receive no less than US\$500,000 from either Yuchai or the Company for management services as long as Hong Leong Asia remains the controlling shareholder and provided that the services include those of the President and Chief Financial Officer. For 2006 and 2007, Hong Leong Asia charged Yuchai a management fee of US\$500,000 per annum for management services provided, namely that of our President and Chief Financial Officer. With effect from January 2008, further to a management services agreement entered into between the Company and Yuchai, Yuchai pays the Company, instead of Hong Leong Asia, management services fee of US\$1,000,000 per annum. Hong Leong Asia has agreed to waive its right to be paid the management fees as set out in the Amended and Restated Shareholders Agreement of November 9, 1994.

In fiscal year 2008, we paid an annual service fee of US\$50,000 for all directors (pro-rated accordingly if a director resigns or assumes the position during the year) other than the President and the Chief Financial Officer of the Company. In fiscal year 2008, we also paid an annual service fee of US\$80,000 and US\$50,000 to the Chairman and each of the members of the Audit Committee, respectively. See Item 7. Major Shareholders and Related Party Transactions.

Our directors and executive officers do not currently own any shares of Common Stock or options to acquire any shares of Common Stock.

**Yuchai**

The aggregate amount of compensation paid by Yuchai to all directors and executive officers of Yuchai during 2008 was approximately Rmb 41 million (US\$6.0 million).

There are no benefits provided to the directors of the Company or Yuchai upon their termination of employment.

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**Employees**

As of December 31, 2008, Yuchai employed approximately 9,060 people nationwide in China. Yuchai provides its employees with a fixed base salary and a bonus that is determined by the employees' performance and productivity. Yuchai also provides its employees with housing and meal subsidies and medical insurance. For fiscal year 2008, the total annual salary and bonus paid to our employees was Rmb 602.6 million (US\$88.1 million).

As of December 31, 2007, Yuchai employed approximately 9,171 people nationwide in China.

As of December 31, 2006, Yuchai employed approximately 7,343 people nationwide in China.

**Table of Contents****ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS. Major Shareholders**

The following table sets forth certain information regarding beneficial ownership of our shares of Common Stock as of June 1, 2009 by all persons who are known to us to own 5% or more of the outstanding shares of Common Stock.

Beneficial ownership is determined in accordance with rules of the SEC, which generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities and includes equity shares issuable pursuant to the exercise of stock options or warrants that are immediately exercisable or exercisable within 60 days of April 30, 2007. These shares are deemed to be outstanding and to be beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, all information with respect to the beneficial ownership of any principal shareholder has been furnished by such shareholder and, unless otherwise indicated, we believe that persons named in the table have sole voting and sole investment power with respect to all the equity shares shown as beneficially owned. The share numbers and percentages listed below are based on 37,267,673 shares of Common Stock outstanding as of June 1, 2009.

Identity of Person or Group	Number	Percentage (%)
Hong Leong Asia Ltd <sup>(1)</sup>	7,913,769	21.2%
The Yulin City Government <sup>(2)</sup>	6,709,322	18.0%
Shah Capital Management <sup>(3)</sup>	2,178,000	5.8%
Tai Tak Industries Pte. Ltd. <sup>(4)</sup>	1,927,673	5.2%

(1) Information based upon a report on Schedule 13D jointly filed by Hong Leong Asia and its wholly-owned subsidiaries, Hong Leong China, HL Technology, Flite Technology Industries Pte Ltd and Lydale Pte Ltd, with the SEC on July 19, 2002, as amended on September 10, 2003, October 7, 2003, October 15,

2003 and  
December 1,  
2003, and other  
information  
provided by  
Hong Leong  
Asia to the  
Company. Hong  
Leong Asia is  
the beneficial  
owner of and  
exercises  
control over the  
7,913,769  
shares of  
Common Stock  
or  
approximately  
21.2% of the  
total number of  
shares of  
Common Stock  
and the special  
share held by its  
wholly-owned  
subsidiaries, HL  
Technology and  
Well Summit  
Investments  
Limited. See  
also Related  
Party  
Transactions  
Shareholders  
Agreement.  
Other than as  
described under  
Item 3. Key  
Information  
Risk Factors  
Risks relating to  
our company  
and our business  
We may  
experience a  
change of  
control as a  
result of  
offerings of  
shares by our  
controlling

shareholders  
and The Special  
Share, we are  
not aware of any  
arrangement  
which may, at a  
subsequent date,  
result in a  
change of  
control of the  
Company.

- (2) Information  
based on a  
report on  
Schedule 13D  
filed by  
Coomber,  
Goldman,  
Zhong Lin and  
the State  
Holding  
Company, with  
the SEC on  
December 16,  
2002, as  
amended on  
June 23, 2003,  
July 9, 2003,  
December 23,  
2003, March 15,  
2004,  
February 15,  
2005, April 18,  
2005, August 9,  
2006 and  
September 29,  
2006. Based on  
Amendment  
No. 4 to the  
Schedule 13D  
filed by  
Coomber and  
others with the  
SEC on  
December 23,  
2003, Coomber  
is a  
wholly-owned  
subsidiary of  
Goldman, which

is indirectly owned and controlled by Yulin City Municipal Government, or Yulin City Government, in Guangxi Zhuang Autonomous Region, PRC. Accordingly, the Yulin City Government is the ultimate beneficial owner of the 6,709,322 shares of the Company's Common Stock held of record by Coomber.

- (3) Information based on a report on Schedule 13D filed by Shah Capital Management with the SEC on November 24, 2008 and as amended on December 31, 2008.
- (4) Information based on a report on Schedule 13G jointly filed by Tai Tak Industries Pte. Ltd. and its affiliate, Tai Tak Securities Pte Ltd, with the SEC on March 7, 2005



and as amended  
on June 20,  
2005.

As of June 1, 2009, there were 24,035,769 shares of Common Stock, or 64% of the total number of shares of Common Stock, held of record by 30 persons with registered addresses in the United States.

**Table of Contents****The Special Share**

The special share entitles the holder thereof to elect a majority of our Directors. In addition, no shareholders resolution may be passed without the affirmative vote of the special share, including any resolution to amend the Memorandum of Association or our Bye-laws. The special share is not transferable except to Hong Leong Asia, Hong Leong China or any of its affiliates. In 1994, we issued the special share to Diesel Machinery, a holding company of the Company then controlled by Hong Leong China. During 2002, following the decision of the shareholders of Diesel Machinery to dissolve Diesel Machinery, Diesel Machinery redeemed all of the redeemable stock issued by it to its shareholders. According to the Diesel Machinery shareholders, Diesel Machinery transferred all of the shares of our Common Stock held by it to its shareholders, which included Hong Leong China and its wholly-owned subsidiaries.

Because Coomber, a wholly-owned subsidiary of China Everbright Holdings, was the shareholder of Diesel Machinery which gave notice of the dissolution of Diesel Machinery, the special share was transferred by Diesel Machinery to HL Technology, an affiliate of Hong Leong Asia, pursuant to the terms of the Diesel Machinery Shareholders Agreement described below.

Our Bye-Laws provide that the special share shall cease to carry any rights in the event that, if Hong Leong Asia and its affiliates own the special share, Hong Leong Asia and its affiliates cease to own, directly or indirectly, at least 7,290,000 shares of Common Stock (or such equivalent number upon a consolidation or subdivision of the shares of Common Stock), or if China Everbright Holdings and its affiliates own the special share, China Everbright Holdings and its affiliates cease to own, directly or indirectly, at least 6,570,000 shares of Common Stock (or such equivalent number upon a consolidation or subdivision of the shares of Common Stock). The Bye-Laws also provide for circumstances in which Diesel Machinery holds the special share. However, Diesel Machinery was dissolved in 2003. HL Technology, an affiliate of Hong Leong Asia, holds the special share in addition to 7,831,169 shares of Common Stock, which is greater than the number stipulated in the provisions of our Bye-Laws set forth above.

**Related Party Transactions****Shareholders Agreement**

Hong Leong China, China Everbright Holdings, Cathay Investment Fund Limited, or Cathay, GS Capital Partners L.P., or GSCP, 14 shareholders who initially invested in us through Sun Yuan BVI, or the Sun Yuan Shareholders, and the Company in 1994 entered into an amended and restated Shareholders Agreement, or the Shareholders Agreement, which provides for certain matters relating to the management of our company and Yuchai and the ownership of our Common Stock. The Shareholders Agreement provides that our Board of Directors will consist of eleven directors, the controlling shareholder (as described below) will be entitled to designate six directors, the major shareholder (as described below) will be entitled to designate two directors, and each of Cathay and GSCP will be entitled to designate one director and the chief executive officer of Yuchai will initially be the other director. The Shareholders Agreement also provides that the controlling shareholder will be entitled to designate five of the nine Yuchai directors that we are entitled to designate, the major shareholder will be entitled to designate two such directors and each of Cathay and GSCP will be entitled to designate one such director. Under the Shareholders Agreement, the nine Yuchai directors designated by us will vote as a block in accordance with the vote of the majority of such nine directors. The Shareholders Agreement provides that the controlling shareholder will be the person holding the special share, provided that at all times the controlling shareholder will be either Hong Leong Asia or China Everbright Holdings, and the other will be the major shareholder. Since our initial public offering in 1994, Hong Leong Asia has been the controlling shareholder and China Everbright Holdings has been the major shareholder. However, in October 2002, China Everbright Holdings sold all of its shares in Coomber to Goldman in October 2002 and is no longer our major shareholder. The Shareholder Agreement provides that if any shareholder (other than the controlling shareholder) ceases to own at least 4% of our Common Stock, such shareholder will no longer be entitled to designate any directors. Accordingly, China Everbright Holdings no longer has director designation rights. The Shareholders Agreement also provides that, so long as Hong Leong Asia is the controlling shareholder, Yuchai or us will pay Hong Leong Asia an annual management fee of not less than US\$500,000 for management services provided by Hong Leong Asia, including the services of our president and chief financial officer. With effect from January 2008, further to a management services agreement entered into between the

Company and Yuchai, Yuchai pays to the Company, instead of Hong Leong Asia, management services fee of US\$1,000,000 per annum. Hong Leong Asia has agreed to waive

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its right to be paid the management fees as set out in the Shareholders Agreement. The Shareholders Agreement will terminate upon the occurrence of an event resulting in the special share ceasing to carry any rights.

In addition to the Shareholders Agreement, Hong Leong Asia, China Everbright Holdings and Diesel Machinery had entered into a Subscription and Shareholders Agreement on November 9, 1994, as amended on January 21, 2002 and May 17, 2002, or the Diesel Machinery Shareholders Agreement, which provided for certain matters relating to the management of Diesel Machinery, the Company, Yuchai and the ownership of Diesel Machinery stock. The Diesel Machinery Shareholders Agreement provided that Hong Leong Asia would control Diesel Machinery, provided, however, that if Hong Leong Asia and its affiliates ceased to own directly or through Diesel Machinery at least 7,290,000 shares of Common Stock when China Everbright Holdings and its affiliates own directly or through Diesel Machinery at least 6,570,000 shares of Common Stock, China Everbright Holdings would control Diesel Machinery. The Diesel Machinery Shareholders Agreement provided that all rights of the special share held by Diesel Machinery would be exercised as directed by the shareholder that controls Diesel Machinery. With the dissolution of Diesel Machinery and the sale by China Everbright Holdings of all of its shares in Coomber to Goldman in October 2002, the Diesel Machinery Shareholders Agreement no longer directly affects us.

**Registration Rights Agreement**

Pursuant to a registration rights agreement, or the Registration Rights Agreement, we have granted two demand registration rights to each of Hong Leong China, China Everbright Holdings, Cathay, GSCP and the Sun Yuan Shareholders, or collectively the Selling Stockholders, requiring us, subject to certain conditions, to use our best efforts to prepare and file a registration statement on behalf of such shareholders under the Securities Act, and to use our best efforts to qualify the shares for offer and sale under any applicable US state securities laws. Expenses incurred in connection with one demand registration for each such shareholder will be borne by us, and we and Yuchai will be required to indemnify the underwriters in connection with any demand registration. The Registration Rights Agreement also grants each such shareholder certain piggyback registration rights entitling each shareholder to sell Common Stock in any registered offerings of our equity securities, for our account or on behalf of our security holders. China Everbright Holdings, Cathay, GSCP and the Sun Yuan Shareholders are no longer our shareholders. In March 2004, HL Technology and Coomber each registered shares for offer and sale from time to time on a shelf registration statement on Form F-3 which we filed on their behalf pursuant to a registration rights agreement. The shelf registration statement is currently not effective as we are not eligible to use the Form F-3 as a result of the delay in our filing of the previous periodic reports required under the Exchange Act.

**Reorganization Agreement and Cooperation Agreement**

On April 7, 2005, we entered into the Reorganization Agreement with Yuchai and Coomber, which is intended to be in furtherance of the terms of the July 2003 Agreement. On November 30, 2006, certain provisions of the Reorganization Agreement were amended, including extending the implementation deadline to June 30, 2007.

The Reorganization Agreement was scheduled to terminate on June 30, 2007. On June 30, 2007, we entered into the Cooperation Agreement with Yuchai, Coomber and the State Holding Company, which is intended to be in furtherance of certain terms of the Reorganization Agreement, as amended. The Cooperation Agreement amends certain terms of the Reorganization Agreement, as amended, among CYI, Yuchai and Coomber, and as so amended, incorporates certain terms of the Reorganization Agreement. See Item 4. Information on the Company History and Development Cooperation Agreement.

**Other Transactions**

During each of fiscal years 2006 and 2007, Hong Leong Asia charged Yuchai a management fee of US\$500,000 per annum for management, financial planning and control and other services, including the services of our President and Chief Financial Officer. In 2008, we charged a management fee of US\$1,000,000 to Yuchai further to a management services agreement entered into between Yuchai and us. In December 2005, Hong Leong Asia seconded two senior managers to Yuchai for support services in respect of internal audit and compliance with Sarbanes-Oxley Act of 2002. We have designated eight persons in key management positions,

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including two Sarbanes-Oxley managers, to work full-time at Yuchai's principal manufacturing facilities in Yulin City as part of Yuchai's day-to-day management team.

During each of fiscal years 2006, 2007 and 2008, the State Holding Company charged Yuchai Rmb 19.8 million, 21.4 million and Rmb 34,934 (US\$ 5.1 million), respectively, for certain general and administrative expenses on an actual incurred basis. We believe that the expenses charged to Yuchai by the State Holding Company would not have been materially different because Yuchai could provide these services for itself at approximately the same cost.

During 2004, Yuchai granted loans of Rmb 205 million to YMCL, a subsidiary of Coomber, with an interest rate of 5.58% for one year. The loans were guaranteed by Coomber and the State Holding Company as Guarantors. The loans were repaid in 2005 and were subsequently re-loaned with a maturity date of June 1, 2007 and further extended to May 30, 2008. In July 2007, Yuchai's Board of Directors agreed in principle to a proposal by the State Holding Company to settle the loans due from YMCL, along with various other accounts receivable from YMCL (collectively, the receivables), by forgiving the receivables in exchange for the transfer of 100% of the equity ownership in a hotel in Yulin, PRC and YMCL's central office building in Guilin, PRC. On December 25, 2007, Yuchai, pursuant to the execution of a share transfer contract with YMCL, Coomber and State Holding Company, acquired all the outstanding share capital of Guangxi Yulin Hotel Company Ltd (Yulin Hotel Company) for Rmb 245.6 million. In March 2008, agreements were entered into by Yuchai to effect the repayment of the Rmb 205 million loans against the purchase of 100% equity interest in Yulin Hotel Company for Rmb 245.6 million and offsetting of the balance payable against certain trade receivables due from YMCL, the Guarantors and other related parties. As a result of the acquisition of 100% equity of Yulin Hotel Company, the loan agreements with YMCL have been terminated and the guarantees provided by the Guarantors have been discharged. The acquisition by Yuchai of Yulin Hotel Company was ratified by the Board of Directors of Yuchai and its shareholders subject to the original shareholders of Yulin Hotel Company obtaining approval for the transaction from the regulatory agency in China by November 30, 2008 which was subsequently extended to June 30, 2009 by Yuchai's Board of Directors and shareholders. If such approval from the provincial government regulatory agency in charge of state-owned assets administration in China was not obtained by June 30, 2009, Yuchai would have had the right to sell to the State Holding Company, who would have been obligated to buy, 100% of the equity interest in Yulin Hotel Company at the original purchase price of Rmb 245.6 million. This condition is contained in a guarantee letter provided by the original shareholders of Yulin Hotel Company. However, on January 13, 2009, Yuchai received approval from the provincial government regulatory agency in charge of state-owned assets administration in China for its acquisition of 100% equity interest in Yulin Hotel Company.

For fiscal year 2008, there was an impairment charge of Rmb 46.0 million (US\$6.7 million) recognized pertaining to the hotel in Yulin and the Guilin Office buildings. The goodwill of Rmb 5.7 million (US\$0.8 million) arising from the acquisition of the Yulin Hotel Company was fully impaired during 2008. The provision of Rmb 203 million for uncollectible loans to a related party was reclassified as deferred gain in the balance sheet. The deferred gain will be recorded in the Statement of Operations in 2009 when it was realised on receipt of the approval from the provincial government.

In January 2006, the Board of Directors authorized us to pay fees amounting to approximately S\$5.1 million (approximately US\$3.8 million) to Hong Leong Management (our affiliate which provides management and other services to the members of the Hong Leong Investment group) for work done on our behalf. These fees have been reported under SG&A expenses in our fiscal year 2005 financial statements. The work entails assisting us to (a) secure credit facilities from various banks; (b) enter into the Reorganization Agreement dated April 7, 2005 with Yuchai and Coomber and (c) implement our business expansion and diversification plan including the acquisition of debt and equity securities of HLGE and TCL.

In February 2007, the Board of Directors authorized us to pay fees amounting to approximately S\$1.6 million (approximately US\$1.2 million) to Hong Leong Management for work done on our behalf. These fees have been reported under SG&A expenses in our fiscal year 2007 financial statements. This work related to assisting us in, among other things, (a) the coordination of the mandatory conditional cash offers made by us for the ordinary shares and the other securities of TCL and HLGE, (b) obtaining additional credit facilities from two banks in Singapore, and (c) the coordination of the subscription by us for our rights entitlement under a rights issue by HLGE of zero coupon unsecured non-convertible bonds and non-redeemable convertible cumulative preference shares.

During each of fiscal years 2006, 2007 and 2008, Hong Leong Management charged us S\$0.3 million, S\$0.1 million and S\$0.1 million, respectively, for corporate secretarial services provided.

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In April 2008, we entered into a lease agreement with Hong Leong Holdings Limited, an affiliated company, for a period of three years in relation to the lease of our current operating offices. During fiscal year 2008, we paid Hong Leong Holdings Limited S\$0.14 million as rental and the rental payable for fiscal year 2009 is approximately S\$0.18 million.

In February 2009, through our wholly owned subsidiary, Venture Lewis, we entered into an unsecured loan agreement with HLGE for a term of one year renewable by mutual agreement between the parties on an annual basis, with HLGE to refinance the outstanding zero coupon unsecured non-convertible bonds previously issued by HLGE and due to expire on July 3, 2009. Our Board of Directors approved the entry into of the loan agreement which was also reviewed and approved by our audit committee who had determined that the terms of the loan agreement were fair and reasonable and not prejudicial to the interests of the Company's shareholders.

We have undertaken other significant business transactions with related parties during the three fiscal years ended December 31, 2008, as set forth under Note 26 to our consolidated financial statements appearing elsewhere herein.

**ITEM 8. FINANCIAL INFORMATION.****Consolidated Financial Statements**

See Item 18. Financial Statements.

**Legal Proceedings**

Other than as set forth below, neither we nor any of our consolidated subsidiaries is currently involved in any material legal proceedings that we believe would, individually or taken as a whole, adversely affect our financial condition or results of operations.

**Proceedings with Yuchai**

We have from time to time encountered difficulties in obtaining the cooperation of the State Holding Company and Mr. Wang Jianming in the daily management and operation of Yuchai. The State Holding Company is a minority shareholder of Yuchai and is wholly-owned by the municipal government of Yulin City in the Guangxi Zhuang Autonomous Region. Until December 3, 2005, Mr. Wang was the Chairman, legal representative and Chief Executive Officer of Yuchai, as well as the Vice-Chairman and legal representative of the State Holding Company.

In response to earlier difficulties with respect to corporate governance measures and certain dividends declared by Yuchai, we initiated legal and arbitration proceedings in New York, London and Singapore against Yuchai, Mr. Wang and other related parties in May 2003. We subsequently discontinued these proceedings as a result of the execution of the July 2003 Agreement. Among other things, the July 2003 Agreement led to the resolution at that time of previous disagreements with respect to the payment of dividends by Yuchai to us and the re-appointment of Mr. Wang Jianming as Chief Executive Officer and Chairman of the Board of Directors of Yuchai in September 2003. We and Yuchai also agreed to work together to implement corporate governance procedures and to promote plans to enhance shareholder value. However, from time to time, we have continued to face difficulties in obtaining the cooperation of the Chinese shareholders of Yuchai in the daily management and operation of Yuchai and to fully exercise our controlling interest in Yuchai. Following the execution of the July 2003 Agreement, disagreements among the parties continued to recur. For example, representatives of the Chinese shareholders of Yuchai alleged that resolutions passed by our six wholly-owned subsidiaries at Yuchai shareholders' meeting in December 2004 were invalid, allegations with which we disagreed.

In April 2005, we, Yuchai and Coomber agreed on steps relating to the adoption of corporate governance practices at Yuchai and a broad framework for the restructuring of our ownership of Yuchai, and entered into the Reorganization Agreement. The Reorganization Agreement is intended to be in furtherance of the July 2003 Agreement. See Note 24 to our consolidated financial statements. In December 2005 and November 2006, the parties amended certain provisions of the Reorganization Agreement, including extending the implementation deadline to June 30, 2007. In June 2007, we, Yuchai, Coomber and the State Holding Company entered into the Cooperation Agreement which amends certain terms of the Reorganization Agreement. Pursuant to the amendments to the Reorganization Agreement, the Company has agreed that the restructuring and spin-off of Yuchai will not be

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effected, and, recognizing the understandings that have been reached between the Company and the State Holding Company to jointly undertake efforts to expand the business of Yuchai, the Company will not seek to recover the anti-dilution fee of US\$20 million from Yuchai. Although the parties to the Cooperation Agreement are expected to work towards its implementation as expeditiously as possible, no assurance can be given as to when the transactions contemplated therein will be fully consummated, or that implementation of the Cooperation Agreement will effectively resolve all of the difficulties faced by us with respect to its investment in Yuchai.

**Other Legal Proceedings**

In July 2005, the Industrial Commercial Bank of China ( ICBC ) entered into a loan agreement with several borrowers. Under the loan agreement, Yuchai Express Guarantee Co., Ltd ( YEGCL ) and Shandong Fengya Trading Co., Ltd ( Fengya ) both acted as joint guarantors in exchange for the borrowers using cars purchased as security under the guarantee. Subsequently, YEGCL agreed to pay a sum of Rmb 8 million as a guarantee deposit. When YEGCL discovered that the loan was being wrongly utilized by Fengya rather than the borrowers, it ceased to perform its obligation under the guarantee. In 2007, ICBC commenced legal action against YEGCL for breach of its obligations. YEGCL made a counter-claim to recover the guarantee deposit amount from ICBC, alleging that the loan agreement, and accordingly, the guarantee, was void. YEGCL made a claim for Rmb 8.0 million in addition to interest. The matter was heard on April 3, 2008 and the court's decision is pending.

In 2006, Yuchai initiated a contractual claim against Shenzhen Land Transport Investment Development Co., Ltd. for a sum of Rmb 14.8 million. On November 14, 2007, the trial court ruled in favor of Yuchai. The defendant's appeal against such ruling was heard by the appeals court on May 15, 2008 and the court's decision is pending.

**ITEM 9. THE OFFER AND LISTING.**

Since December 16, 1994, the Common Stock has been listed and traded on the NYSE under the symbol CYD . The Common Stock is not listed on any other exchanges within or outside the United States.

The high and low sales prices for shares of the Common Stock on the NYSE for the periods indicated were as follows:

<b>Period</b>	<b>US\$ High</b>	<b>US\$ Low</b>
2003	37.24	4.40
2004	34.00	9.85
2005	14.47	7.02
2006	10.00	4.53
2007	13.85	6.87
2008	11.98	2.49
2009 (through June 30, 2009)	8.65	3.35



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<b>Period</b>	<b>US\$ High</b>	<b>US\$ Low</b>
2006 First Quarter	9.81	6.81
2006 Second Quarter	10.00	6.26
2006 Third Quarter	7.46	4.53
2006 Fourth Quarter	8.40	5.42
2007 First Quarter	9.45	6.87
2007 Second Quarter	11.88	7.82
2007 Third Quarter	12.75	7.18
2007 Fourth Quarter	13.85	8.80
2008 First Quarter	10.22	7.07
2008 Second Quarter	11.98	8.28
2008 Third Quarter	11.66	7.11
2008 Fourth Quarter	7.69	2.49
2009 First Quarter	5.49	3.17
2009 Second Quarter	8.89	4.48

<b>Period</b>	<b>US\$ High</b>	<b>US\$ Low</b>
May 2008	11.98	9.00
June 2008	11.62	9.71
July 2008	10.23	8.24
August 2008	11.66	8.62
September 2008	10.57	7.11
October 2008	7.69	4.00
November 2008	5.50	2.49
December 2008	4.44	3.50
January 2009	4.94	3.50
February 2009	4.52	3.17
March 2009	5.49	3.31
April 2009	7.88	4.48
May 2009	8.89	7.11
June 2009	8.79	6.81

**Table of Contents****ITEM 10. ADDITIONAL INFORMATION.**

Our company's objects are to perform all the functions of a holding company and to coordinate the policy and administration of any subsidiary company. See paragraphs 6 and 7 of our company's Memorandum of Association for further information on the objects and powers of our company. Please see Exhibit 1.1 to this Annual Report.

**Memorandum of Association and Bye-Laws****Corporate Governance**

We are an exempt company incorporated in Bermuda and are subject to the laws of that jurisdiction. The legal framework in Bermuda which applies to exempted companies is flexible and allows an exempted company to comply with the corporate governance regime of the relevant jurisdiction in which the company operates or applicable listing standards. Under Bermuda law, members of a board of directors owe a fiduciary duty to the company to act in good faith in their dealings with or on behalf of the company and to exercise their powers and fulfill the duties of their office honestly. In addition, the Bermuda company legislation imposes a duty on directors and officers of an exempted company to act honestly and in good faith with a view to the best interests of the company and requires them to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Bermuda legislation also imposes certain specific duties and obligations on companies and directors, both directly and indirectly, including duties and obligations with respect to matters such as (a) loans to directors and related persons; and (b) limits on indemnities for directors and officers. Bermuda law does not impose specific obligations in respect of corporate governance, such as those prescribed by NYSE listing standards, requiring a company to (i) appoint independent directors to their boards, (ii) hold regular meetings of non-management directors; (iii) establish audit, nominating and governance or compensation committees; (iv) have shareholders approve equity compensation plans; (v) adopt corporate governance guidelines; or (vi) adopt a code of business conduct and ethics.

We are also subject to the NYSE listing standards, although, because we are a foreign private issuer, those standards are considerably different from those applied to US companies. Under the NYSE rules, we need only (i) establish an independent audit committee that has specified responsibilities as described in the following table; (ii) provide prompt certification by our chief executive officer of any material non-compliance with any corporate governance rules; (iii) provide periodic written affirmations to the NYSE with respect to our corporate governance practices; and (iv) provide a brief description of significant differences between our corporate governance practices and those followed by US companies.

The following table compares the Company's principal corporate governance practices, which are in compliance with Bermuda law, to those required of US companies.

**Standard for US Domestic Listed  
Companies**

**China Yuchai International Limited's  
Practice**

**Director Independence**

A majority of the board must consist of independent directors.

Three of our Nine directors, Messrs. Neo Poh Kiat, Tan Aik-Leang and Matthew Richards are independent within the meaning of the NYSE standards.

Independence is defined by various criteria including the absence of a material relationship between director and the listed company. Directors who are employees, are

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**Standard for US Domestic Listed  
Companies**

**China Yuchai International Limited's  
Practice**

immediate family of the chief executive officer or receive over \$120,000 per year in direct compensation from the listed company are not independent. Directors who are employees of or otherwise affiliated through immediate family with the listed company's independent auditor are also not independent.

The non-management directors of each company must meet at regularly scheduled executive sessions without management.

**Audit Committee**

Listed companies must have an audit committee that satisfies the requirements of Rule 10A-3 under the Exchange Act. The rule requires that the audit committee (i) be comprised entirely of independent directors; (ii) be directly responsible for the appointment, compensation, retention and oversight of the independent auditor; (iii) adopt procedures for the receipt and treatment of complaints with respect to accounting, internal accounting controls or auditing matters; (iv) be authorized to engage independent counsel and other advisors it deems necessary in performing its duties; and (v) be given sufficient funding by the company to compensate the independent auditors and other advisors as well as for the payment of ordinary administrative expenses incurred by the committee.

The audit committee must consist of at least three members, and each member meets the independence requirements of both the NYSE rules and Rule 10A-3 under the Exchange Act.

The audit committee must have a written charter that addresses the committee's purpose and responsibilities.

Our non-management directors do not meet periodically without management directors.

Our audit committee meets the requirements of Rule 10A-3 under the Exchange Act.

Our audit committee currently consists of three members, each of whom meets the independence requirements of both the NYSE rules and Rule 10A-3 under the Exchange Act.

Our audit committee has a charter outlining the committee's purpose and responsibilities, which are similar in scope to those required of US companies.

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**Standard for US Domestic Listed  
Companies**

**China Yuchai International Limited's  
Practice**

At a minimum, the committee's purpose must be to assist the board in the oversight of the integrity of the company's financial statements, the company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence and the performance of the company's internal audit function and independent auditors. The audit committee is also required to review the independent auditing firm's annual report describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality control review or peer review of the firm, or by any recent governmental inquiry or investigation, and any steps taken to address such issues.

**Standard for US Domestic Listed  
Companies**

**China Yuchai International Limited's  
Practice**

The audit committee is also required to assess the auditor's independence by reviewing all relationships between the company and its auditor. It must establish the company's hiring guidelines for employees and former employees of the independent auditor. The committee must also discuss the company's annual audited financial statements and quarterly financial statements with management and the independent auditors, the company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, and policies with respect to risk assessment and risk management. It must also meet separately, periodically, with management, the internal auditors and the independent auditors.

Each listed company must disclose whether its board of directors has identified an Audit Committee Financial Expert, and if not the reasons why the board has not done so.

The Board of Directors has identified Mr. Tan Aik-Leang as our Audit Committee Financial Expert.

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**Standard for US Domestic Listed Companies**

Each listed company must have an internal audit function.

**Compensation Committee**

Listed companies must have a compensation committee composed entirely of independent board members as defined by the NYSE listing standards.

The committee must have a written charter that addresses its purpose and responsibilities.

These responsibilities include (i) reviewing and approving corporate goals and objectives relevant to CEO compensation; (ii) evaluating CEO performance and compensation in light of such goals and objectives for the CEO; (iii) based on such evaluation, reviewing and approving CEO compensation levels; (iv) recommending to the board non-CEO compensation, incentive compensation plans and equity-based plans; and (v) producing a report on executive compensation as required by the SEC to be included in the company's annual proxy statement or annual report. The committee must also conduct an annual performance self-evaluation.

**Nominating/Corporate Governance Committee**

Listed companies must have a nominating/corporate governance committee composed entirely of independent board members.

**China Yuchai International Limited's Practice**

We are a holding company and the majority of business is done at our main subsidiary, Guangxi Yuchai Machinery Company Limited ( "Yuchai" ). Our group transactions, fees and expenses are reviewed by the Internal Audit Department of Hong Leong Asia. In addition, Yuchai maintains an independent internal audit function, headed by an internal audit manager who reports to the Audit Committee of Yuchai's Board which approves the audit plans, reviews significant audit issues and monitors corrective actions taken by management.

Our compensation committee currently has three members, two of whom are independent within the meaning of the NYSE standards.

Our compensation committee reviews among other things the Company's general compensation structure, and reviews, recommends or approves executive appointments, compensation and benefits of directors and executive officers, subject to ratification by the Board of Directors, and supervises the administration of our employee benefit plans, if any.

We do not have a nominating/corporate governance committee. However, certain responsibilities of this committee are undertaken by our Compensation Committee, such as the review and approval of executive appointments and all other functions are performed by the Board of Directors.



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**Standard for US Domestic Listed  
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**China Yuchai International Limited's  
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The committee must have a written charter that addresses its purpose and responsibilities, which include (i) identifying qualified individuals to become board members; (ii) selecting, or recommending that the board select, the director nominees for the next annual meeting of shareholders; (iii) developing and recommending to the board a set of corporate governance principles applicable to the company; (iv) overseeing the evaluation of the board and management; and (v) conducting an annual performance evaluation of the committee.

**Equity-Compensation Plans**

Shareholders must be given the opportunity to vote on all equity-compensation plans and material revisions thereto, with limited exceptions.

We intend to have our shareholders approve equity-compensation plans.

**Corporate Governance Guidelines**

Listed companies must adopt and disclose corporate governance guidelines.

We have formally adopted various corporate governance guidelines, including Code of Business Conduct and Ethics (described below); Audit Committee Charter; Whistle-blowing Policy; Insider Trading Policy; and Disclosure Controls and Procedures.

**Code of Business Conduct and Ethics**

All listed companies, US and foreign, must adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any amendment to or waivers of the code for directors or executive officers.

We adopted a Code of Business Conduct and Ethics Policy in May 2004, which was revised on December 9, 2008. The text of the Code is posted on our internet website at [http://www.cyilimited.com/invest\\_govt.asp](http://www.cyilimited.com/invest_govt.asp). We intend to promptly disclose any amendment to or waivers of the Code for directors or executive officers.

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### **Directors**

#### ***Director Interests and Voting***

A Director of the Company cannot vote or be counted in the quorum with regard to any contract or arrangement or any other proposal in which he has any interest or in respect of which he has any duty which conflicts with his duty to the Company. The restriction from voting and being counted in the quorum does not apply if the only interest the Director has is included in the following list:

- (a) a resolution regarding granting any security or indemnity for any money lent or obligation incurred by such Director at the request, or for the benefit, of the Company or any of our subsidiaries (or a company of which we are a beneficially wholly-owned subsidiary);
- (b) a resolution regarding granting any security or indemnity to any third party for a debt or obligation which is owed by the Company or any of our subsidiaries (or a company of which we are a beneficially wholly-owned subsidiary) to the third party, for which such Director has assumed responsibility in whole or in part under a guarantee or indemnity;
- (c) a resolution about an offer of shares, debentures or other securities of the Company or any of its subsidiaries (or a company of which we are a beneficially wholly-owned subsidiary) for subscription or purchase in which such Director is to be a participant in the underwriting or sub-underwriting of the offer;
- (d) a resolution about any proposal involving any other company in which such Director is interested, whether directly or indirectly and whether as an officer or shareholder or otherwise, provided that such Director is not the holder of, or directly or indirectly beneficially interested in, 5% or more of (i) any class of the equity share capital of such company or in any third company through which such Director's interest is derived or (ii) the voting rights in that company;
- (e) any contract, arrangement or proposal for the benefit of our employees under which such Director benefits in a similar manner as the employees and does not receive any privileges or advantages not provided to the employees; or
- (f) any proposal in which such Director is interested in the same manner as other holders of our shares or our debentures or our other securities or any of our subsidiaries by virtue only of such Director's interest in our shares or our debentures or our other securities or any of our subsidiaries.

If our Board of Directors is considering proposals about appointing two or more Directors to offices or employments with the Company or any company in which we are interested, each such Director (if not disqualified from voting under proviso to item (d) above) can vote and be included in the quorum for each resolution, except the one concerning such Director.

#### ***Remuneration and Pensions***

The total fees paid to the Directors (other than Directors appointed to an executive office) for performing their services as Directors must not exceed US\$250,000 each year or such lesser amount as our Board of Directors may determine. The Directors may decide such sum to be divided among them, except that any Director holding office for part of a year shall unless otherwise agreed be entitled to any proportionate part of the remuneration. Our shareholders may by ordinary resolution increase the amount of the fees payable to the Directors. Our shareholders approved the increase in the limit of the Directors' fee from US\$250,000 to US\$506,850 for fiscal year 2007 at our annual general meeting held on February 14, 2008 and from US\$250,000 to US\$574,658 for fiscal year 2008 at our annual general meeting held on April 17, 2009.

Our Board of Directors may grant special remuneration to any Director who shall render any special or extra services to or at our request. Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be payable by way of a lump sum, participation in profits or as otherwise determined by our Board of Directors.





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Our Board of Directors may provide pensions or other benefits to any Director, officer or former Director and officer, or any of their family members or dependants.

***Borrowing Powers***

Our Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities.

***Qualification of Directors***

No Director is required to hold any shares of the Company.

**Rights of Holders of shares of Common Stock**

The holders of shares of Common Stock shall:

be entitled, on a show of hands, to one vote and, on a poll, to one vote per share;

be entitled to such dividends as the Board of Directors of the Company may from time to time declare;

in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of the reorganization or otherwise or upon any distribution of capital, be entitled to a return of the amount paid up on the Common Stock and thereafter to the surplus assets of the Company; and

generally, be entitled to enjoy all the rights attaching to shares.

All unclaimed dividends or distributions out of contributed surplus account may be invested or otherwise made use of by the Board of Directors of the Company for the benefit of the Company until claimed and the payment of any such dividend or distribution into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend or distribution shall bear interest against the Company. Any dividend or distribution which has remained unclaimed for a period of 12 years from the due date for payment thereof shall at the expiration of that period be forfeited and shall belong to the Company absolutely.

**Rights of Holder of the Special Share**

The holder of the Special Share shall be entitled to the following rights:

to elect six Directors of the Company and to remove Directors so appointed; and

no shareholder resolution, whether ordinary or special resolution, may be passed without the affirmative vote of the holder of the Special Share.

The holder of the Special Share shall not be entitled to any other rights or to any dividends and in the event of a winding up or dissolution of the Company, the holder of the Special Share shall be entitled only to a return of the amount paid up on the Special Share.

The Special Share is not transferable except to Hong Leong Asia and its affiliates or to China Everbright Holdings and its affiliates. The Special Share shall cease to carry any rights in the event that, if Hong Leong Asia and its affiliates own the Special Share, Hong Leong Asia and its affiliates cease to own, directly or indirectly, at least 7,290,000 shares of Common Stock (or such equivalent number upon a consolidation or subdivision of shares of Common Stock), or if China Everbright Holdings and its affiliates

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own the Special Share, China Everbright Holdings and its affiliates cease to own, directly or indirectly, at least 6,570,000 shares of Common Stock (or such equivalent number upon a consolidation or subdivision of shares of Common Stock).

**Modification of Shareholders Rights**

The rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may be varied, modified or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an ordinary resolution passed at a separate general meeting of the holders of the shares of the class. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

**Annual General and Special General Meetings**

We must hold an annual general meeting each year. Our Directors decide where and when it will be held. Not more than fifteen months may elapse between the date of one annual general meeting and the next. At least 14 clear days written notice must be given for every annual general meeting and for every special general meeting. The notice for any annual general meeting must state the date, place and time at which the meeting is to be held, and the business to be conducted at the meeting, including, if applicable, any election of Directors. The notice for any special general meeting must state the time, place and the general nature of the business to be considered at the meeting and shall state that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him. In the case of a meeting convened for passing a special resolution, the notice shall specify the intention to propose the resolution as a special resolution.

Shareholders holding not less than one-tenth in value of the paid up share capital of the Company and having the right to attend and vote at general meetings of the Company shall have the right, by written request to the Chairman or President (as applicable), Deputy Chairman or Vice President (as applicable) or Secretary of the Company, to require that a special general meeting be convened by the Directors for the transaction of any business specified in the request. Such meeting shall be held within two months after the request has been made. If within 21 days of such deposit of the request, the Board fails to convene the meeting, such shareholders may convene the meeting themselves in accordance with Section 74(3) of the Companies Act of 1981 of Bermuda.

**Limitations on Rights to Own Securities**

There are no limitations under Bermuda law or our Memorandum of Association and Bye-Laws on the rights of non-Bermuda owners of shares of the Company to hold or vote their shares.

We are exempt from the laws of Bermuda which restrict the percentage of share capital that may be held by non-Bermudians, but as an exempted company we may not participate in certain business transactions, including (i) the acquisition or holding of land in Bermuda (except that required for its business held by way of lease or tenancy for a term not exceeding 50 years or, with the consent of the Minister of Finance of Bermuda, land by way of lease or tenancy for a term not exceeding 21 years in order to provide accommodation or recreational facilities for its employees); (ii) the taking of mortgages on land in Bermuda to secure an amount in excess of 50,000 Bermuda dollars without the prior consent of the Minister of Finance of Bermuda; (iii) the acquisition of any bonds or debentures secured by any land in Bermuda other than those issued by the Government of Bermuda or a public authority; or (iv) the carrying on of business of any kind or type whatsoever in Bermuda either alone or in partnership or otherwise except, *inter alia*, carrying on business with persons outside Bermuda, in furtherance of the business of the Company carried on outside Bermuda or under a license granted by the Minister of Finance of Bermuda.

In accordance with our Bye-Laws, share certificates are only issued to members of the Company (i.e., persons registered in the register of members as holders of shares in the Company). We are not bound to investigate or incur any responsibility in respect of the proper administration or execution of any trust to which any of our shares are subject. We will take no notice of any trust applicable to any of its shares whether or not it had notice of such trust.

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**Exchange Controls**

**Bermuda Exchange Controls**

We have been designated as a non-resident for exchange control purposes by the Bermuda Monetary Authority. We have received the permission of the Bermuda Monetary Authority under the Exchange Control Act of 1972 and regulations thereunder for the transfer of shares of common stock to and between persons regarded as resident outside Bermuda for exchange control purposes and the issue of shares within the existing authorized capital of the Company to such persons for so long as such shares are listed on the NYSE. The Bermuda Monetary Authority has also granted to all Bermuda companies with voting shares listed on an appointed stock exchange (as defined in the Companies Act 1981 of Bermuda), a general permission for the issue and subsequent transfer of any securities of such companies from and to a non-resident of Bermuda. The NYSE is an appointed stock exchange under the Companies Act 1981 of Bermuda. Issues and transfers of shares involving any person regarded as resident in Bermuda for exchange control purposes require specific prior approval under the Exchange Control Act of 1972.

Because we have been designated as a non-resident for Bermuda exchange control purposes, there are no restrictions on our ability to transfer funds in and out of Bermuda or to pay dividends to United States residents who are holders of the shares of common stock, other than in respect of local Bermuda currency.

**China Exchange Controls**

The Renminbi currently is not a freely convertible currency. SAFE, under the authority of the PBOC, controls the conversion of Renminbi into foreign currency. Prior to January 1, 1994, Renminbi could be converted to foreign currency through the Bank of China or other authorized institutions at official rates fixed daily by SAFE. Renminbi could also be converted at swap centers, or Swap Centers, open to Chinese enterprises and foreign invested enterprises, or FIEs, subject to SAFE's approval of each foreign currency trade, at exchange rates negotiated by the parties for each transaction. In the year ended December 31, 1993, as much as 80% by value of all foreign exchange transactions in China took place through the Swap Centers. The exchange rate quoted by the Bank of China differed substantially from that available in the Swap Centers. Effective January 1, 1994, a unitary exchange rate system was introduced in China, replacing the dual-rate system previously in effect. In connection with the creation of a unitary exchange system, the China Foreign Exchange Trading System, or CFETS, inter-bank foreign exchange market was established. Under the unitary foreign exchange system, PBOC sets daily exchange rates, or the PBOC Rates, for conversion of Renminbi into US dollars and other currencies based on the CFETS interbank market rates, and the Bank of China and other authorized banks may engage in foreign exchange transactions at rates that vary within a prescribed range above or below PBOC Rates.

Yuchai, as a FIE, is permitted to retain its foreign currency earnings and maintain foreign currency accounts at designated foreign exchange banks. However, there can be no assurance that the current authorizations for FIEs to retain their foreign exchange to satisfy foreign exchange liabilities in the future will not be limited or eliminated or that Yuchai will be able to obtain sufficient foreign exchange to satisfy their foreign exchange requirements. Foreign exchange transactions under the capital account continue to be subject to limitations and require approvals of SAFE, which could affect the ability of Yuchai to obtain foreign exchange through debt or equity financing, includ