Notice of Annual General Meeting

05/06/14

China Yuchai International Limited

SINGAPORE, June 5, 2014 /PRNewswire/ --

To all Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of **CHINA YUCHAI INTERNATIONAL LIMITED** (the "**Company**") will be held at Hotel Nikko, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, July 4, 2014 at 9.30 a.m. (Hong Kong time) for the following purposes:

As Ordinary Business

1. To receive and adopt the audited financial statements and independent auditors' report for the financial year ended December 31, 2013.

2. To approve an increase in the limit of the Directors' fees as set out in Bye-law 10(11) of the Bye-laws of the Company from US$250,000 to US$518,904 for the financial year 2013 (Directors' fees paid for FY 2012: US$590,000).

3. To re-elect the following Directors retiring pursuant to Bye-law 4(2) of the Bye-laws of the Company to hold office until the next annual general meeting of the Company:

(i) Mr Kwek Leng Peck
(ii) Mr Gan Khai Choon
(iii) Mr Hoh Weng Ming
(iv) Mr Tan Aik-Leang
(v) Mr Neo Poh Kiat
(vi) Mr Yan Ping
(vii) Mr Han Yi Yong
(viii) Mr Raymond Ho Chi-Keung

4. To authorize the Board of Directors to appoint up to the maximum of 11 Directors or such maximum number as determined from time to time by the shareholders in general meeting to fill any vacancies on the Board.

5. To re-appoint Messrs Ernst & Young LLP as independent auditors of the Company and to authorize the Audit Committee to fix their remuneration.

As Special Business

6. To approve:

(a) the establishment and adoption of the Company's Equity Incentive Plan (the "**Equity Plan**"), a copy of which is attached to this Notice together with a Plan Summary setting out the salient points of the Equity Plan;

(b) the authorization to the Compensation Committee of the Company to implement and administer the Equity Plan, including the granting of share options and the issue of restricted stock and stock payments;

(c) the authorization to the Directors or the Compensation Committee of the Company to modify and/or amend the Equity Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Equity Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or desirable in order to give full effect to the Equity Plan; and

(d) the authorization to the Directors to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to the resolutions set out in Items 6(a) to (c) above.

7. To transact any other business as may properly come before the Meeting or any adjournment thereof.

By Order of the Board

Hoh Weng Ming
President
Date: June 5, 2014

Notes:

1. Pursuant to the bye-laws of the Company, no resolution of Members may be passed without the affirmative vote of the Special Share cast by the holder of the Special Share.
2. By resolution of the Board, only Members entered in the Register of Members of the Company at the close of business on May 30, 2014 (New York time) are entitled to receive notice of and to attend and vote at the Meeting.
3. A Member is entitled to appoint one or more proxies to attend and vote in his stead.
4. A proxy need not be a member of the Company.
5. If a proxy is appointed, the proxy form and the power of attorney or other authority (if any) under which it is signed, must be lodged with the Company at 16 Raffles Quay, #26-00 Hong Leong Building, Singapore 048581, Republic of Singapore OR to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 not less than 48 hours before the time appointed for the Meeting, that is no later than 9.30 a.m. on Wednesday, July 2, 2014 (Singapore time) or 9.30 p.m. on Tuesday, July 1, 2014 (New York time).

For more information, please contact:

Kevin Theiss / Dixon Chen
Grayling
Tel: +1-646-284-9409
Email: kevin.theiss@grayling.com
dixon.chen@grayling.com

SOURCE China Yuchai International Limited