

HONG LEONG ASIA LTD
Form SC 13D/A
December 01, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

CHINA YUCHAI INTERNATIONAL LIMITED
(Name of Issuer)

Common Stock, Par Value \$.10 Per Share
(Title of Class of Securities)

G210821050
(CUSIP Number)

Mr. Philip Ting
Chief Financial Officer
Hong Leong Asia Ltd.
16 Raffles Quay
#26-00 Hong Leong Building
Singapore 048581
65-62208411

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 28, 2003

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Lydale Pte Ltd

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

(7) SOLE VOTING POWER
0 shares

(8) SHARED VOTING POWER
0 shares

(9) SOLE DISPOSITIVE POWER
0 shares

(10) SHARED DISPOSITIVE POWER
0 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

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CUSIP No. G210821050

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(1) NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Flite Technology Industries Pte Ltd

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

NUMBER OF SHARES (7) SOLE VOTING POWER
BENEFICIALLY OWNED BY 0 shares

EACH REPORTING PERSON WITH: (8) SHARED VOTING POWER
0 shares

(9) SOLE DISPOSITIVE POWER
0 shares

(10) SHARED DISPOSITIVE POWER
0 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

SCHEDULE 13D

CUSIP No. G210821050

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Hong Leong (China) Limited

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

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(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

(7) SOLE VOTING POWER
0 shares

(8) SHARED VOTING POWER
0 shares

(9) SOLE DISPOSITIVE POWER
0 shares

(10) SHARED DISPOSITIVE POWER
0 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

HL Technology Systems Pte Ltd

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

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AF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

NUMBER OF SHARES (7) SOLE VOTING POWER
BENEFICIALLY OWNED BY 7,831,169 shares
EACH REPORTING PERSON
WITH:

(8) SHARED VOTING POWER
0 shares

(9) SOLE DISPOSITIVE POWER
7,831,169 shares

(10) SHARED DISPOSITIVE POWER
0 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,831,169 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.2%*

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

* In addition to the 7,831,169 shares of common stock of China Yuchai International Limited ("CYI") beneficially owned by it, HL Technology Systems Pte Ltd, also holds a special share of CYI described in Item 6 of the Schedule (as herein defined). As discussed in Item 6 of the Schedule, the special share entitles the holder thereof to select a majority of CYI's board of directors.

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Hong Leong Asia Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS

AF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

| | |
|---|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) SOLE VOTING POWER 7,831,169 shares |
| | (8) SHARED VOTING POWER 0 shares |
| | (9) SOLE DISPOSITIVE POWER 7,831,169 shares |
| | (10) SHARED DISPOSITIVE POWER 0 shares |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,831,169 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.2%*

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

* In addition to the 7,831,169 shares of common stock of CYI beneficially owned by it, Hong Leong Asia Ltd. also controls a special share of CYI through HL Technology Systems Pte Ltd. As discussed in Item 6 of the Schedule, the special share entitles the holder thereof to select a majority of CYI's board of directors.

This Amendment No. 6 amends the Schedule 13D previously filed with the Securities and Exchange Commission by Hong Leong Asia Ltd. on June 19, 1995, as amended by Amendment No. 1 to Schedule 13D filed on February 17, 1998, as subsequently amended and restated by Amendment No. 2 to Schedule 13D filed on July 19, 2002, as further amended by Amendment No. 3 to Schedule 13D filed on September 10, 2003, as further amended by Amendment No. 4 to Schedule 13D filed on October 7, 2003 and as further amended by Amendment No. 5 to Schedule 13D filed on October 15, 2003 (as so amended, the "Statement") with respect to the common stock, par value US\$0.10 per share (the "Common Stock"), of China Yuchai International Limited, a Bermuda corporation ("CYI"). Capitalized terms used but not defined herein have the meanings given to them in the Statement.

ITEM 2. Identity and Background.

The first sentence of the third paragraph of Item 2(a), (b), (c) and (f) of the Statement is hereby amended and restated in its entirety as follows:

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All of the 7,831,169 shares of Common Stock covered by this Statement are owned of record by HLT, and in addition HLT holds the Special Share described in Item 6 of this Statement. None of LPL, FTI and HLC own of record any shares of Common Stock.

ITEM 3. Source and Amount of Funds or Other Consideration.

The first sentence of Item 3 of the Statement is hereby amended and restated in its entirety as follows:

All of the 7,831,169 shares of Common Stock covered by this Statement are owned of record by HLT, and in addition HLT holds the Special Share described in Item 6 of this Statement. None of LPL, FTI and HLC own of record any shares of Common Stock.

ITEM 4. Purpose of the Transaction.

The first and second sentence of Item 4 of the Statement are hereby amended and restated in their entirety as follows:

All of the 7,831,169 shares of Common Stock covered by this Statement are owned of record by HLT, and in addition HLT holds the Special Share described in Item 6 of this Statement. None of LPL, FTI and HLC own of record any shares of Common Stock.

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ITEM 5. Interest in Securities of the Issuer.

Items 5(a) and (b) of the Schedule are hereby amended and restated in their entirety as follows:

(a) and (b) As of December 1, 2003, LPL owns of record 0 shares of Common Stock, FTI owns of record 0 shares of Common Stock, HLC owns of record 0 shares of Common Stock and HLT owns of record 7,831,169 shares of Common Stock. HLT also holds the Special Share described in Item 6 of this Statement. The 7,831,169 shares of Common Stock beneficially owned by HLA and HLT represent approximately 22.2% of the 35,340,000 outstanding shares of Common Stock, based on the number of outstanding shares of Common Stock reported in CYI's 2002 Annual Report on Form 20-F, filed with the Securities and Exchange Commission on July 15, 2003.

Shares held of record by LPL. LPL no longer has sole voting and dispositive power over any shares of Common Stock.

Shares held of record by FTI. FTI no longer has sole voting and dispositive power over any shares of Common Stock.

Shares held of record by HLC. HLC no longer has sole voting and dispositive power over any shares of Common Stock.

Shares held of record by HLT. HLT (and HLA by virtue of its ownership of HLT through HLC) has sole voting and dispositive power over the 7,831,169 shares of Common Stock owned by HLT and the Special Share described in Item 6 of this Statement.

HLIH, by virtue of its deemed interest in HLA, may be deemed to have the power to vote or direct the voting and to dispose or direct the disposition of the shares of Common Stock beneficially owned by HLA and HLT, although HLIH disclaims beneficial ownership of such shares.

Item 5(c) of the Schedule is hereby amended and restated in its entirety as

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follows:

(c) LPL has effected the following sales of shares of Common Stock during the 60 days prior to the date hereof.

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| Date of Sale | Number of Shares of Common Stock Sold | Average Price per Share Sold (US\$) | Manner of Sale |
|-------------------|---------------------------------------|-------------------------------------|-------------------------|
| October 1, 2003 | 6,600 | 17.85 | Open market transaction |
| October 2, 2003 | 55,500 | 17.75 | Open market transaction |
| October 3, 2003 | 203,000 | 17.90 | Open market transaction |
| October 6, 2003 | 218,500 | 18.08 | Open market transaction |
| October 7, 2003 | 80,000 | 17.98 | Open market transaction |
| October 9, 2003 | 53,500 | 17.55 | Open market transaction |
| October 10, 2003 | 100,000 | 17.46 | Open market transaction |
| October 13, 2003 | 214,900 | 18.90 | Open market transaction |
| November 13, 2003 | 15,000 | 31.48 | Open market transaction |
| November 14, 2003 | 10,000 | 28.93 | Open market transaction |
| November 25, 2003 | 10,000 | 29.89 | Open market transaction |
| November 26, 2003 | 37,700 | 29.18 | Open market transaction |
| November 28, 2003 | 20,000 | 29.39 | Open market transaction |

FTI has effected the following sale of shares of Common Stock during the 60 days prior to the date hereof.

| Date of Sale | Number of Shares of Common Stock Sold | Average Price per Share Sold (US\$) | Manner of Sale |
|-------------------|---------------------------------------|-------------------------------------|-------------------------|
| November 17, 2003 | 74,026 | 27.63 | Open market transaction |

HLC has effected the following sales of shares of Common Stock during the 60 days prior to the date hereof.

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| Date of Sale | Number of Shares of Common Stock Sold | Average Price per Share Sold (US\$) | Manner of Sale |
|-------------------|--|--|-------------------------|
| November 18, 2003 | 120,000 | 28.39 | Open market transaction |
| November 19, 2003 | 3,605 | 27.95 | Open market transaction |
| November 24, 2003 | 71,200 | 27.99 | Open market transaction |

Except as set forth above, none of the Reporting Persons nor, to any of such Reporting Persons' knowledge, any of the persons listed on Schedules I or II of the Statement has effected any transaction in shares of Common Stock during the past 60 days.

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SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Dated: December 1, 2003

HONG LEONG ASIA LTD.

By: /s/ Wrixon Frank Gasteen

Name: Wrixon Frank Gasteen
Title: Director and Chief Executive
Officer

HL TECHNOLOGY SYSTEMS PTE LTD

By: /s/ Philip Ting Sii Tien

Name: Philip Ting Sii Tien
Title: Director

HONG LEONG (CHINA) LIMITED

By: /s/ Kwek Leng Peck

Name: Kwek Leng Peck
Title: Director

FLITE TECHNOLOGY INDUSTRIES PTE LTD

By: /s/ Philip Ting Sii Tien

Name: Philip Ting Sii Tien
Title: Director

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LYDALE PTE LTD

By: /s/ Wrixon Frank Gasteen

Name: Wrixon Frank Gasteen
Title: Director

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