

=====

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----

FORM 6-K

-----

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

FOR THE MONTH OF FEBRUARY 2006

COMMISSION FILE NUMBER 1--13522

-----

CHINA YUCHAI INTERNATIONAL LIMITED  
(Translation of Registrant's name into English)

-----

16 RAFFLES QUAY #26-00  
HONG LEONG BUILDING  
SINGAPORE 048581  
(Address of principal executive offices)

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

Form 20-F  Form 40-F

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

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

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to registrant in connection with Rule 12g3-2(b): NOT APPLICABLE.

=====

This Report on Form 6-K shall be incorporated by reference in the prospectus, dated March 24, 2004, of China Yuchai International Limited (the "Company" or "CYI") included in the Company's Registration Statement (Registration No. 333-111106) on Form F-3 and to be part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished by the Company with the U.S. Securities and Exchange Commission (the "SEC").

The Company wishes to caution readers that this Report on Form 6-K contains forward-looking statements, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements, including without limitation, statements relating to the Company's financial performance and prospects, are subject to certain risks and uncertainties, which could cause actual results to differ materially from historical results or those anticipated. Among the risks and factors that could cause actual results to differ materially are: the Company's ability to control Guangxi Yuchai Machinery Company Limited ("Yuchai"); the Company's ability to consolidate Yuchai's financial results; changes in the capital markets and interest rates; political, economic and social conditions in China such as government policies with respect to foreign investment, economic growth, inflation and the availability of credit; the effects of competition in the diesel engine market; the effects of inflation; the ability of Yuchai to control its expenses, capital expenditures and receivables, finance its working capital and capital expenditures and commercially introduce new products in the future; the Company's ability to successfully implement the agreement it reached with Yuchai in July 2003 and the reorganization agreement of April 2005, as amended in December 2005; the effects of uncertainties in the Chinese legal system which could limit the legal protections available to foreign investors, including with respect to the enforcement of foreign judgments in China; and the effects of China becoming a member of the World Trade Organization. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, the Company can give no assurance that its expectations will be attained. In addition to the foregoing factors, a description of certain other risks and uncertainties which could cause actual results to differ materially can be found in the section captioned "Risk Factors" in the Company's Annual Report on Form 20-F filed with the SEC under the Securities Exchange Act of 1934, as amended. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on the current view of management on future events. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### OTHER EVENTS

##### 1. Announcement of 2005 Performance

On February 28, 2006 in Singapore, the Company issued a news release announcing its unaudited consolidated financial results for the year ended December 31, 2005. A copy of the news release dated February 28, 2006 is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

##### 2. Thakral Corporation Ltd ("TCL")

On February 16, 2006, the Company through its wholly-owned subsidiary, Venture Delta Limited, was allotted 87,860,288 new ordinary shares and 52,933,440 convertible bonds in the capital of TCL, for an aggregate cash consideration of S\$49,375,575.04 (US\$30,236,114.54). With this acquisition, the Company has increased its beneficial shareholding in TCL from its current level of 15.99% to 19.36% (assuming no conversion of the bonds).

### 3. Reorganization Agreement

As disclosed in the Form 6-K filed by the Company on December 6, 2005, the termination date for the Reorganization Agreement among the Company, Yuchai and Coomber Investments Limited has been extended through December 31, 2006. Given this extension, Yuchai has advised the Company that it has notified Credit Suisse that the appointment of Credit Suisse as financial advisor to Yuchai has been terminated pending Yuchai's ongoing review of the implementation of the corporate reorganization contemplated in the Reorganization Agreement.

#### EXHIBITS

1.1 News release of the Company dated February 28, 2006.

SIGNATURES

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

Date: February 28, 2006

CHINA YUCHAI INTERNATIONAL LIMITED

By: /s/ Philip Ting Sii Tien

-----  
Name: Philip Ting Sii Tien  
Title: Chief Financial Officer and Director

EXHIBIT INDEX

1.1 News release of the Company dated February 28, 2006.

CHINA YUCHAI INTERNATIONAL LIMITED  
16 RAFFLES QUAY #26-00 HONG LEONG BUILDING SINGAPORE 048581  
TEL : (65) 6220 8411 FAX : (65) 6226 0502

CHINA YUCHAI INTERNATIONAL LIMITED ANNOUNCES  
RESULTS OF OPERATIONS FOR 2005

SINGAPORE, FEBRUARY 28, 2006 -- China Yuchai International Limited (CYI) today announced its results of operations for the year ended December 31, 2005 with net loss of Rmb16.4 million (US\$2.0 million) as compared to net income of Rmb491.4 million (US\$59.4 million) for 2004. The Company's results of operations were adversely affected by the weak gross margins and compounded by the specific provision made of Rmb205 million (US\$25.4 million) for loans (non-trade) to a related company and the general provision made of Rmb146 million (US\$18.1 million) for trade balances owing by the same related company.

Net sales of Rmb5,829.4 million (US\$722.3 million) for the year ended December 31, 2005 represents an increase of 4.4% compared to the previous year of Rmb5,582.1 million (US\$674.5 million). Total unit sales of 230,228 diesel engines for the year ended December 31, 2005 was 11% higher than the same period last year of 206,628 diesel engines. This increase in net sales was primarily attributable to higher unit sales of the 4-series light-duty diesel and industrial engines.

The overall gross margin of 22.3% for 2005 was 20.9% lower than the 28.2% gross margin of the previous year mainly due to product sales mix and higher raw material costs. Yuchai sold 34% more of the lower margin light-duty diesel and industrial engines and 27% less of the higher margin heavy diesel engines in 2005 compared to 2004.

For the year ended December 31, 2005, selling, general and administrative expenses increased by approximately 21.5% due mainly to higher transport charges, legal and professional fees and other operating expenses.

Under other expenses/(income), there was a provision made of Rmb205 million (US\$25.4 million) for loan (non-trade) to Yuchai Marketing Company Limited, a related company majority-controlled by the Yuchai State Holding Company and Coomber Investments Limited. This non-trade loan was granted in May 2004. In addition, there was a general provision made of Rmb146 million (US\$18.1 million) for trade balances owing by the same related company. These provisions were made subsequent to a preliminary financial review by the Company of these related parties given their weak financial position.

Research and development expenses have decreased to Rmb123.9 million (US\$15.4 million) from Rmb137.0 million (US\$16.5 million) for the previous year due to a marginal reduction in spending on the new engine development program.

Interest expense increased to Rmb70.5 million (US\$8.7 million) for the year ended December 31, 2005 as compared to Rmb31.8 million (US\$3.8 million) for the previous year due to an increase of Yuchai bank loans during the year.

For the year ended December 31, 2005, trade account receivables and inventories increased as a result of higher sales volume and normal seasonality factors. Bank borrowings increased for 2005 mainly due to increased capital expenditure payments made and higher working capital requirements during the year ended December 31, 2005.

During the year, through the diversification plan, the Company had acquired approximately 15.99% equity interest in Thakral Corporation Ltd ("TCL"), a company listed on the Singapore Exchange Securities Trading Limited and a major distributor of consumer electronics products with operations mainly in China, Japan, India and Singapore.

Basic and diluted net loss per share for the year ended December 31, 2005 was Rmb0.45 (US\$0.06) compared to a basic and diluted net income per share of Rmb13.9 (US\$1.68) for 2004.

Mr Philip Ting, Director and CFO mentioned that "Yuchai's unit sales growth of approximately 11% in 2005 was derived mainly in the first two quarters, as demand for trucks and buses was good in the first half of the year but declined in the second half. CYI's net income was significantly affected by the gross margin decline from product sales mix, higher raw materials costs and the specific provision of the non-trade loan of Rmb205 million to a related company as well as the general provision of Rmb146 million (US\$18.1 million) for trade balances owing by the same related company. The tight credit lending policies by the banks in China also adversely affected demand for new trucks and buses. Government industry statistics indicate that in 2005 there was a decrease of approximately 1% in sales of trucks and buses in China compared to 2004. Yuchai management believes that growth is expected to return in future periods over the longer term due to the continuing development of highways throughout China and improvements in logistical efficiency. Yuchai management also believes that the new super heavy-duty diesel engine -- 6L/6M (previously called 6113) remains to have a positive outlook in the longer term, arising from potential demand for bigger trucks and buses."

#### GENERAL INFORMATION

Yuchai has a strong brand name in China with an extensive sales and marketing network. Yuchai's products are of good quality and provide reliable performance. Yuchai has established itself as a major manufacturer of diesel engines in China with a significant market share.

CYI has filed with the U.S. Securities and Exchange Commission a copy of this press release on Form 6-K. A copy of such filing has also been sent to The New York Stock Exchange. Reference is made to such filing for cautionary statements which identify factors that could affect the forward looking statements contained in this press release.

China Yuchai International Limited  
Executive Office  
16 Raffles Quay  
#26-00 Hong Leong Building  
Singapore 048581  
Tel: (65) 6220 8411  
Fax: (65) 6226 0502

Contact persons: Mr Teo Tong Kooi, President and Director  
Mr Philip Ting, Director and CFO

Note 1: The Company's functional and reporting currency is Renminbi, the 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 8.0702 = US\$1.00, the rate quoted by the People's Bank of China at the close of business on December 31, 2005. 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 certain rate on December 31, 2005 or at any other date.

Note 2: All financial data (both in Renminbi and U.S. dollars) is unaudited.

CHINA YUCHAI INTERNATIONAL LIMITED  
 UNAUDITED CONSOLIDATED INCOME STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2003, 2004 AND 2005  
 (RMB AND US\$ AMOUNTS EXPRESSED IN THOUSANDS, EXCEPT PER SHARE DATA)

	Year Ended December 31			
	2003 Rmb'000 Audited	2004 Rmb'000 Audited	2005 Rmb'000 Unaudited	2005 US'000 Unaudited (Note)
Revenues, net	4,569,950	5,582,095	5,829,431	722,340
Cost of goods sold	3,192,794	4,006,886	4,527,046	560,958
Gross profit	1,377,156	1,575,209	1,302,385	161,382
Research and development costs	94,594	136,960	123,876	15,350
Selling, general and administrative expenses	561,151	658,320	799,745	99,099
Operating income	721,411	779,929	378,764	46,933
Interest expense	23,624	31,757	70,527	8,739
Other expenses/(income)	881	(5,682)	324,468	40,206
Share of equity in losses of affiliates	-	-	1,309	162
Income before income taxes and minority interests	696,906	753,854	(17,540)	(2,174)
Income taxes	112,924	105,165	(41)	(5)
Income before minority interests	583,982	648,689	(17,499)	(2,169)
Minority interests in income of consolidated subsidiaries	145,800	157,292	(1,061)	(131)
Net income	438,182	491,397	(16,438)	(2,038)
Net earnings per common share	Rmb	Rmb	Rmb	US\$
Basic and diluted	12.40	13.90	(0.45)	(0.06)
Weighted average number of shares	35,340,000	35,340,000	36,443,791	36,443,791

Note: The Company's functional and reporting currency is Renminbi, the 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 8.0702 = US\$1.00, the rate quoted by the People's Bank of China at the close of business on December 31, 2005. 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 certain rate on December 31, 2005 or at any other date.



CHINA YUCHAI INTERNATIONAL LIMITED  
 SELECTED UNAUDITED CONSOLIDATED BALANCE SHEET ITEMS  
 (RMB AND US\$ AMOUNTS EXPRESSED IN THOUSANDS)

	As of December 31, 2004	As of December 31, 2005	
	----- (Audited) -----	----- (Unaudited) -----	
	RMB	RMB	US\$
Cash Balances	722,672	736,230	91,228
Trade Accounts Receivable, Net	875,565	1,138,293	141,049
Inventories, Net	1,346,545	1,635,347	202,640
Investment in affiliated company	648	188,663	23,378
Amount due from a related company (non-trade)	205,000	0	0
Net Current Assets	1,402,226	867,621	107,509
Total Assets	5,384,248	6,482,089	803,212
Trade Accounts Payable	1,089,717	1,646,182	203,982
Short-Term and Long-Term Borrowings	530,000	962,835	119,308
Shareholders' equity and accumulated other comprehensive income	2,483,084	2,581,804	319,918

Note: The Company's functional and reporting currency is Renminbi, the 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 8.0702 = US\$1.00, the rate quoted by the People's Bank of China at the close of business on December 31, 2005. 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 certain rate on December 31, 2005 or at any other date.