

CHINA AUTOMOTIVE SYSTEMS INC
Form SC 13D/A
August 17, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and

Amendments Thereto Filed Pursuant to Rule 13d-2(a)

CHINA AUTOMOTIVE SYSTEMS, INC.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

16936R 10 5

(CUSIP Number)

Hanlin Chen

Liping Xie

Wiselink Holdings Limited

No. 1 Henglong Road, Yu Qiao Development Zone

Shashi District, Jing Zhou City Hubei Province

The People's Republic of China

+86 716 412 7912

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

August 16, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-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).

CUSIP No. 16936R 10 5

NAME OF REPORTING PERSON:

1.

Hanlin Chen
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2.

(a)
(b)
SEC USE ONLY

3.

SOURCE OF FUNDS

4.

PF, OO
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):

5.

CITIZENSHIP OR PLACE OF
ORGANIZATION

6.

The People's Republic of China
SOLE VOTING POWER

7.

NUMBER OF 13,322,547
SHARES SHARED VOTING POWER

BENEFICIALLY
OWNED BY 8.

EACH 4,526,467
REPORTING

PERSON 9. SOLE DISPOSITIVE POWER
WITH

13,322,547
SHARED DISPOSITIVE POWER

10.

4,526,467
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

17,849,014⁽¹⁾
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

56.41%⁽²⁾
TYPE OF REPORTING PERSON

14.

IN

⁽¹⁾ 17,849,014 shares of Common Stock include: (i) 13,322,547 shares of Common Stock beneficially owned by Mr. Hanlin Chen; (ii) 1,502,925 shares of Common Stock beneficially owned by Ms. Liping Xie, Mr. Hanlin Chen's wife; and (iii) 3,023,542 shares of Common Stock beneficially owned by Wiselink Holdings Limited, a company controlled by Mr. Hanlin Chen.

⁽²⁾ Percentage calculated based on 31,644,004 shares of Common Stock outstanding as of August 9, 2018 (as reported by the Company in the Form 10-Q filed on August 9, 2018).

CUSIP No. 16936R 10 5

NAME OF REPORTING PERSON:

1.

Liping Xie
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2.

(a)
(b)
SEC USE ONLY

3.

SOURCE OF FUNDS

4.

OO
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):

5.

CITIZENSHIP OR PLACE OF
ORGANIZATION

6.

The People's Republic of China
SOLE VOTING POWER

7.

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY

OWNED BY 8.

EACH 1,502,925
REPORTING PERSON 9. SOLE DISPOSITIVE POWER
WITH

0
SHARED DISPOSITIVE POWER

10.

1,502,925
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

1,502,925
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

4.75%⁽¹⁾
TYPE OF REPORTING PERSON

14.

IN

⁽¹⁾ Percentage calculated based on 31,644,004 shares of Common Stock outstanding as of August 9, 2018 (as reported by the Company in the Form 10-Q filed on August 9, 2018).

CUSIP No. 16936R 10 5

NAME OF REPORTING PERSON:

1.

Wiselink Holdings Limited
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2.

(a)
(b)
SEC USE ONLY

3.

SOURCE OF FUNDS

4.

OO
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):

5.

CITIZENSHIP OR PLACE OF
ORGANIZATION

6.

Hong Kong
SOLE VOTING POWER

7.

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY

OWNED BY 8.

EACH 3,023,542
REPORTING PERSON 9. SOLE DISPOSITIVE POWER
WITH

0
SHARED DISPOSITIVE POWER

10.

3,023,542
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

3,023,542
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

9.55%⁽¹⁾
TYPE OF REPORTING PERSON

14.

CO

⁽¹⁾ Percentage calculated based on 31,644,004 shares of Common Stock outstanding as of August 9, 2018 (as reported by the Company in the Form 10-Q filed on August 9, 2018).

INTRODUCTORY NOTE

This amendment No. 3 (this “Amendment No. 3”) amends and supplements the statement on the Schedule 13D filed on May 9, 2005 (as previously amended by the Amendment No. 1 to the Schedule 13D filed on May 16, 2017 and the Amendment No. 2 to the Schedule 13D filed on September 1, 2017 on behalf of the Reporting Persons with the United States Securities and Exchange Commission, the “Schedule 13D”) with respect to China Automotive Systems, Inc., a Delaware corporation (the “Company”). Except as specifically amended and supplemented by this Amendment No. 3, the Schedule 13D remains in full force and effect. Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings assigned to such terms in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and supplemented by adding the following:

Chairman Parties and NHPEA submitted a notice of withdrawal to the special committee of the board of directors the Company on August 16, 2018, which notified the Company that such parties had determined to withdraw the Proposal, with immediate effect.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented by adding the following:

Item 3 of this Amendment No.3 is incorporated herein by reference.

Except as indicated above, the Reporting Persons have no plans or proposals that relate to or would result in any other action specified in Item 4 on the Schedule 13D. The Reporting Persons may, at any time and from time to time, formulate other purposes, plans or proposals regarding the Company, or any other actions that could involve one or more of the types of transactions or have one or more of the results described in paragraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER .

Item 5 is hereby amended and restated in its entirety as follows:

(a) – (b) The following disclosure assumes that there are 31,644,004 shares of Common Stock outstanding as of August 9, 2018, as set forth in the Company’s Form 10-Q, filed on August 9, 2018.

The responses of each of the Reporting Persons to Rows (7) through (11) of the cover page of this Amendment No. 3 are incorporated herein by reference.

Upon withdrawal of the Proposal, the Reporting Persons are no longer considered members of a “group” with Morgan Stanley pursuant to Section 13(d)(3) of the Act.

(c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transactions in the Common Stock during the 60 days preceding the filing of this Amendment No. 3.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended and supplemented by adding the following:

Items 3 and 4 of this Amendment are incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 17, 2018

Mr. Hanlin Chen

/s/ Mr. Hanlin Chen

Ms. Liping Xie

/s/ Ms. Liping Xie

**Wiselink Holdings
Limited**

By: /s/ Mr. Hanlin Chen
Name: Mr. Hanlin Chen
Title: Director