

ASIAINFO HOLDINGS INC  
Form SC 13D/A  
December 24, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**ASIAINFO HOLDINGS, INC.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**04518A104**

**(CUSIP Number)**

**Karen Li**

**28/F, CITIC Tower**

**Gregory D. Puff**

**Shearman & Sterling LLP**

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12<sup>th</sup> Floor, Gloucester Tower

Central, Hong Kong

The Landmark, 15 Queen s Road Central

(852) 2237 6337

Central, Hong Kong

(852) 2978 8082

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

December 23, 2008

(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. "

**SCHEDULE 13D**

**CUSIP No.** 04518A104

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITIC Capital MB Investment Limited

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

(a)

(b)  (See Item 4)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF  7 SOLE VOTING POWER

SHARES

BENEFICIALLY

0

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

4,025,105

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER

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4,025,105

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,025,105

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

8.7%<sup>1</sup>

14 TYPE OF REPORTING PERSON (See Instructions)

CO

1 Calculated using the number of outstanding shares of Common Stock as of December 18, 2008 reported in the Issuer's Form S-3 filed with the U.S. Securities and Exchange Commission on December 23, 2008.

SCHEDULE 13D

CUSIP No. 46579N

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITIC Capital Holdings Limited

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

(a)

(b)  (See Item 4)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

NUMBER OF  7 SOLE VOTING POWER

SHARES

BENEFICIALLY

0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

4,025,105

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER

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4,025,105

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,025,105

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

8.7%<sup>2</sup>

14 TYPE OF REPORTING PERSON (See Instructions)

CO

<sup>2</sup> Calculated using the number of outstanding shares of Common Stock as of December 18, 2008 reported in the Issuer's Form S-3 filed with the U.S. Securities and Exchange Commission on December 23, 2008.

**Item 1. Security and Issuer.**

This Amendment No. 1 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by CITIC Capital MB Investment Limited, a Cayman Islands corporation ( CITIC ) and CITIC Capital Holdings Limited, a Hong Kong corporation ( CITIC Holdings ) on December 8, 2006 (as amended and supplemented, the Schedule 13D ) with the Securities and Exchange Commission (the SEC ), relating to the common stock, \$0.01 par value per share (the Common Stock ), of AsiaInfo Holdings, Inc., a Delaware corporation (the Issuer ). According to the Issuer's most recent Form 10-Q filed with the SEC on November 7, 2008, the principal executive offices of the Issuer are located at 4/F Zhongdian Information Tower, 6 Zhongguancun South Street, Haidian District, Beijing 100086, People's Republic of China.

**Item 2. Identity and Background**

Item 2(b) of the Schedule 13D is hereby amended as follows :

(b) The address of CITIC's registered office is Scotia Centre, 4<sup>th</sup> Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112, Cayman Islands.

Schedule A of Item 2 of the Schedule 13D is hereby amended as follows:

**Schedule A**

<b>Name</b>	<b>Citizenship</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>
Chang Zhenming	Chinese	Vice Chairman of CITIC Group, Chairman and Director - CITIC Holdings	Capital Mansion, 6 Xinyuan Nanlu, Chaoyang District, Beijing 100004, China
Zhang Yichen	Chinese	Chief Executive Officer & Director - CITIC Holdings	28/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong
Vernon Francis Moore	British	Executive Director - CITIC Pacific Limited, Director - CITIC Holdings	32/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong
Wang Fanglu	Hong Kong	Director - CITIC	28/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong
Pan Hongyan	Chinese	Director - CITIC	28/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong
Chan Kai Kong	Singaporean	CFO- CITIC Holdings, Director - CITIC	28/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong
Tam Chi Cheung	Hong Kong	General Manager- Treasury - CITIC HK (Holdings) Ltd., Director - CITIC Holdings	32/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong
Yin Ke	Chinese	Vice Chairman and Chief Executive Officer - CITIC Securities International Company Limited  Director - CITIC Holdings	26/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong
Lee Chung Hing	British		

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		Deputy Managing Director	CITIC	32/F. CITIC Tower, 1 Tim Mei
		Pacific Limited, Director	CITIC	Avenue, Central, Hong Kong
		Holdings		
Qian Guorong	Chinese	Director - CITIC Holdings		28/F. CITIC Tower, 1 Tim Mei
				Avenue, Central, Hong Kong

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Wang Dongming	Chinese	Chairman - CITIC Securities Co., Ltd.  Assistant to Managing Director CITIC Group, Director CITIC Holdings	3/F. Capital Mansion,  6 Xinyuan Nanlu, Chaoyang District, Beijing 100004, China
Zhang Haitao	Chinese	Director - CITIC Holdings	28/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding a final paragraph to Item 4 as follows:

On December 23, 2008, the Issuer filed with the SEC a Registration Statement on Form S-3 in connection with the proposed offering and sale to the public of the Issuer's Common Stock by CITIC.

**Item 5. Interest in Securities of the Issuer.**

Items 5(a) and 5(b) of the Schedule 13D are hereby amended and restated as follows:

(a) - (b) CITIC may be deemed to have (i) beneficial ownership and (ii) beneficial ownership with shared voting and dispositive power over 4,025,105 shares of Common Stock, representing 8.7% of the outstanding Common Stock. CITIC is the record owner of the record owner of the Common Stock that is the subject of this Statement.

CITIC Holdings may be deemed to have (i) beneficial ownership and (ii) beneficial ownership with shared voting and dispositive power over 4,025,105 shares of Common Stock, representing 8.7% of the outstanding Common Stock. CITIC Holdings may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer because CITIC, which is the record owner of the Common Stock, is CITIC Holdings wholly-owned subsidiary.

The foregoing percentages are calculated using the number of outstanding shares of Common Stock as of December 18, 2008 reported in the Issuer's Form S-3 filed with the U.S. Securities and Exchange Commission on December 23, 2008.

To the best of the Reporting Persons' knowledge, there are no shares of AsiaInfo common stock which are beneficially owned by other Reporting Persons.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 24, 2008

CITIC CAPITAL MB INVESTMENT LIMITED

/S/ Chan Kai Kong

Signature

Chan Kai Kong/ Director

Name/Title

CITIC CAPITAL HOLDINGS LIMITED

/S/ Zhang Yichen

Signature

Zhang Yichen/ Director

Name/Title