

ASIAINFO HOLDINGS INC  
Form SC 13D/A  
April 15, 2009

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

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

(Amendment No. 2)

**ASIAINFO HOLDINGS, INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**04518A104**

(CUSIP Number)

**Karen Li**  
**28/F, CITIC Tower**  
**1 Tim Mei Avenue**

**Gregory D. Puff**  
**Shearman & Sterling LLP**  
**12<sup>th</sup> Floor, Gloucester Tower**

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**Central, Hong Kong**  
**(852) 2237 6337**

**The Landmark, 15 Queen s Road Central**  
**Central, Hong Kong**  
**(852) 2978 8082**

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

**April 15, 2009**

(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

0

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER

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0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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)

0

14 TYPE OF REPORTING PERSON (See Instructions)

CO

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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  
OWNED BY  8 SHARED VOTING POWER

EACH  
REPORTING  0  
PERSON  9 SOLE DISPOSITIVE POWER

WITH  
 0  
 10 SHARED DISPOSITIVE POWER

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0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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)

0

14 TYPE OF REPORTING PERSON (See Instructions)

CO

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**Item 1. Security and Issuer.**

This Amendment No. 2 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 and amended on December 24, 2008 (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-K filed with the SEC on March 5, 2009, 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**

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 and President of CITIC Group,<br><br>Chairman and Director CITIC Holdings,<br>Chairman and Managing Director CITIC Pacific<br>Limited, Vice Chairman and Director China<br>CITIC Bank Corporation Limited, Vice Chairman<br>- CITIC International Financial Holdings Limited | Capital Mansion,<br><br>6 Xinyuan Nanlu,<br>Chaoyang District,<br>Beijing 100004, China |
| Zhang Yichen         | Chinese            | Chief Executive Officer &<br><br>Director - CITIC Holdings   | 28/F. CITIC Tower,<br><br>1 Tim Mei Avenue,<br>Central, Hong Kong                       |
| Vernon Francis Moore | British            | Executive Director - CITIC Pacific Limited,<br>Director CITIC Holdings   | 32/F. CITIC Tower, 1 Tim<br>Mei Avenue, Central, Hong<br>Kong                           |
| Wang Fanglu          | Hong Kong          | Director CITIC   | 28/F. CITIC Tower, 1 Tim<br>Mei Avenue, Central, Hong<br>Kong                           |
| Pan Hongyan          | Chinese            | Director - CITIC   | 28/F. CITIC Tower, 1 Tim<br>Mei Avenue, Central, Hong<br>Kong                           |
| Chan Kai Kong        | Singaporean        | CFO- CITIC Holdings, Director CITIC  | 28/F. CITIC Tower, 1 Tim<br>Mei Avenue, Central, Hong<br>Kong                           |
| Tam Chi Cheung       | Hong Kong          | General Manager- Treasury - CITIC HK<br>(Holdings) Ltd., Director CITIC Holdings   | 32/F. CITIC Tower, 1 Tim<br>Mei Avenue, Central, Hong<br>Kong                           |
| Yin Ke               | Chinese            | Vice Chairman and Chief Executive Officer<br>CITIC Securities International Company Limited<br><br>Director - CITIC Holdings   | 26/F. CITIC Tower, 1 Tim<br>Mei Avenue, Central, Hong<br>Kong                           |
| Lee Chung Hing       | British            | Deputy Managing Director CITIC Pacific<br>Limited, Director CITIC Holdings   | 32/F. CITIC Tower, 1 Tim<br>Mei Avenue, Central, Hong<br>Kong                           |





|               |         |  |  |
|---------------|---------|--|--|
| Qian Guorong  | Chinese | Director - CITIC Holdings  | 28/F. CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong                            |
| Wang Dongming | Chinese | Chairman - CITIC Securities Co., Ltd.<br>Assistant to Managing Director<br>Director CITIC Holdings | 3/F. Capital Mansion,<br>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 three paragraphs to Item 4 as follows:

On April 8, 2009, the Company filed a request to withdraw the Registration Statement on Form S-3 filed on December 23, 2008.

The SHA, Proxy, GLA and SIA have been terminated by the parties thereto effective April 3, 2009.

On April 8, 2009, CITIC entered into a broker trade to sell 4,025,105 shares of Common Stock (the Sale ).

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

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

(a) - (b) As a result of the Sale CITIC and CITIC Holdings does not beneficially own any Common Stock.

(c) On April 8, 2009, CITIC entered into a trade to sell 4,025,105 shares of Common Stock. See Item 4 above.

(e) On April 15, CITIC and CITIC Holdings ceased to be the beneficial owner of more than five percent of the outstanding Common Stock.

*Note: 1,250 restricted stock units had been vested as common stock to Mr. Zhang Yichen during his former directorship with the Issuer.*

**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: April 15, 2009

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