

ASIAINFO HOLDINGS INC  
 Form 3  
 February 21, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |   |   |   |   |  |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LENOVO GROUP LTD</p> <p>(Last) (First) (Middle)</p> <p>23/F LINCOLN HOUSE,<br/>             TAIKOO PLACE,Â 979 KING'S<br/>             ROAD</p> <p>(Street)</p> <p>QUARRY BAY,Â K3Â 0000</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2005</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>ASIAINFO HOLDINGS INC [ASIA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>             (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <u>(1)</u>            | 974,284  | I   | Parent company of Lenovo IT Alliance Limited <u>(3)</u>  |
| Common Stock <u>(2)</u>            | 4,498,130  | I   | Parent company of Lenovo IT Alliance Limited <u>(3)</u>  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LENOVO GROUP LTD<br>23/F LINCOLN HOUSE, TAIKOO PLACE<br>979 KING'S ROAD<br>QUARRY BAY, K3 0000          | ^             | ^ X       | ^       | ^     |
| Lenovo Sysware LTD<br>23/F LINCOLN HOUSE, TAIKOO PLACE<br>979 KING'S ROAD<br>QUARRY BAY, K3 0000        | ^             | ^ X       | ^       | ^     |
| Lenovo Holdings (BVI) LTD<br>23/F LINCOLN HOUSE, TAIKOO PLACE<br>979 KING'S ROAD<br>QUARRY BAY, K3 0000 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Xuezheng Ma, Executive Director, on behalf of Lenovo Group Limited, Lenovo Holdings (BVI) Limited and Lenovo Sysware Limited

02/21/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The common stock was acquired by the Lenovo Group Limited ("Lenovo") through its indirect wholly-owned subsidiary, Lenovo IT Alliance Limited ("Lenovo IT Alliance") as partial consideration for the sale by Lenovo of its non-telecom related IT services business to (1) AsiaInfo Holdings, Inc. (the "Issuer") pursuant to an Acquisition Agreement, dated as of July 27, 2004, by and between Lenovo and the Issuer, as supplemented and amended by Supplement and Amendment No. 1 to Acquisition Agreement, dated October 1, 2004, by and between Lenovo and the Issuer (as amended, the "Acquisition Agreement").

The common stock was acquired by the reporting person upon the settlement of a Forward Contract, dated as of October 19, 2004, by and between Bonson Information Technology Limited, a direct wholly-owned subsidiary of the Issuer, and Lenovo IT Alliance (the "Forward Contract"), which Forward Contract was executed pursuant to the terms provided for in the Acquisition Agreement. The common stock was delivered by the Issuer in settlement of the Forward Contract on July 1, 2005.

(3) The common stock is held directly by Lenovo IT Alliance, which is a wholly-owned subsidiary of Lenovo Sysware Limited, which is a wholly-owned subsidiary of Lenovo Holdings (BVI) Limited, which is a wholly-owned subsidiary of Lenovo Group Limited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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