
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xing Lin Medical Information Technology Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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XING LIN MEDICAL INFORMATION TECHNOLOGY COMPANY LIMITED

杏林醫療信息科技有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8130)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM (as defined herein) to be held at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 1 February 2011 at 11:00 a.m. is set out on pages 5 to 6 of this circular.

Whether or not you are able to attend and/or vote at the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). The completion and delivery of proxy will not preclude you from subsequently attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish.

This circular will remain on the GEM (as defined herein) website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company's website www.xinglin-med.com.

* For identification purposes only

CHARACTERISTICS OF GEM

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the name of the Company from “Xing Lin Medical Information Technology Company Limited” to “Zhi Cheng Holdings Limited” and the adoption of the new Chinese name “智城控股有限公司” as the secondary name of the Company in replacement of “杏林醫療信息科技有限公司” which has been used by the Company for identification purpose only
“Company”	Xing Lin Medical Information Technology Company Limited (“杏林醫療信息科技有限公司”*), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened and held on Tuesday, 1 February 2011 at 11:00 a.m. for the Shareholders to consider and approve the Change of Company Name
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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LETTER FROM THE BOARD



XING LIN MEDICAL INFORMATION TECHNOLOGY COMPANY LIMITED

杏林醫療信息科技有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8130)

Executive Director:

Mr. Lien Wai Hung (*Chairman*)

Independent non-executive Directors:

Mr. Leung Wai Man

Mr. Kwok Chuen Hung, Dominic

Mr. Ho Chun Ki, Fredrick

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 2111, 21/F.

Shun Tak Centre

West Tower

168-200 Connaught Road Central

Hong Kong

7 January 2011

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the information relating to the resolution to be proposed at the SGM for the Change of Company Name and to give you the notice convening the SGM.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

On 30 December 2010, the Board announced that it proposed to change the name of the Company from “Xing Lin Medical Information Technology Company Limited” to “Zhi Cheng Holdings Limited”. Conditional upon the change of name becoming effective, the new Chinese name “智城控股有限公司” will be adopted as secondary name of the Company and “杏林醫療信息科技” will be removed for identification purpose.

Conditions

The Change of Company Name is subject to the satisfaction of the following conditions:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (b) the approval by the Registrar of Companies in Bermuda for the use of the proposed new English name and Chinese name by the Company.

The new English name and Chinese name of the Company will take effect from the date of entry of the same on the register maintained by the Registrar of Companies in Bermuda in place of the existing English name and new adoption of the new Chinese name. The Company will then carry out all necessary filing procedures with the Registrar of Companies in Hong Kong.

Reasons for and effects of the Change of Company Name

The Company is an investment holding company and its subsidiaries are principally engaged in the development and provision of custom built wireless (“**Wi-Fi**”) radio frequency identification (“**RFID**”) medical information digitalization system (“**MIDS**”) in both local area network (“**LAN**”) and metropolitan area network (“**MAN**”) to healthcare sector in the PRC and property investment. As announced by the Company on 18 October 2010, the Company and 廣東景訊高新技術發展有限公司 (Guangdong Jingxun Advanced Development Company Limited**, the “**PRC Partner**”) entered into the joint venture agreement, pursuant to which the Company and the PRC Partner have agreed to set up the joint venture company (the “**JV Company**”). It is intended that the JV Company will be engaged principally in planning, designing and operation of (i) emergency medical rescue center; (ii) BeiDou/GPS satellite positioning and tracking platform; (iii) intelligent traffic control; (iv) mobile visual surveillance and control system; and (v) vehicle location monitoring center. Following the formation of JV Company, the Company will continue with its existing business and will also participate in providing emergency medical rescue center and satellite positioning system applications in the People’s Republic of China. Components such as MIDS, emergency medical rescue center, intelligent traffic control, vehicle location monitoring center provided by the Company are important foundation blocks towards building an intelligent city infrastructure. In order to better reflect and benefit the future business development of the Company and its subsidiaries, the Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

*** Denotes a translation of a Chinese name and/or English name only*

LETTER FROM THE BOARD

The Change of Company Name will not affect any rights of the Shareholders. The existing certificates in issue bearing the present name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and will continue to be valid for trading, settlement, and registration purposes. There will not be any arrangement for exchange of the existing share certificates. Once the Change of Company Name has become effective, new share certificates will be issued under the new name of the Company.

Further announcements will be made by the Company on the outcome of the SGM and the arrangement and timetable relating to the Change of Company Name and the trading and dealings in the securities of the Company on GEM under the new name of the Company.

SGM

Pursuant to rules 17.47(4) to 17.47(5) of the GEM Listing Rules, the voting on the proposed resolution will be taken by way of poll and an announcement on the poll results will be made by the Company after the SGM. To the best of the Directors' knowledge, no Shareholder is required to abstain from voting at the SGM.

A notice convening the SGM to be held at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 1 February 2011 at 11:00 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of the special resolution approving the Change of Company Name at the SGM.

Yours faithfully
For and on behalf of the Board of
Xing Lin Medical Information Technology Company Limited
Lien Wai Hung
Chairman

NOTICE OF SGM



XING LIN MEDICAL INFORMATION TECHNOLOGY COMPANY LIMITED

杏林醫療信息科技有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8130)

NOTICE IS HEREBY GIVEN THAT a special general meeting of Xing Lin Medical Information Technology Company Limited (the “**Company**”) will be held at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 1 February 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be and is changed from “Xing Lin Medical Information Technology Company Limited” to “Zhi Cheng Holdings Limited”, the new Chinese name “智城控股有限公司” be and is adopted as the secondary name of the Company and “杏林醫療信息科技有限公司” be and is removed for identification purposes, all with effect from the date of entry of the new English name (together with the new Chinese secondary name) on the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents they consider necessary and expedient to give effect to the aforesaid change of name of the Company.”

By Order of the Board

Xing Lin Medical Information Technology Company Limited

Lien Wai Hung

Chairman

Hong Kong, 7 January 2011

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*

Room 2111, 21/F.
Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

* *For identification purposes only*

NOTICE OF SGM

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the above meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.