



ZHI CHENG HOLDINGS LIMITED

智城控股有限公司*

(formerly known as 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)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of Zhi Cheng Holdings Limited (the "Company") to be held at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 31 May 2011 and at any adjournment thereof.

I/We^(note a) _____ of _____ being the holder(s) of _____ ^(note b) shares of HK\$0.01 each in the Company hereby appoint the Chairman of the Meeting or _____ of _____ to act as my/our proxy^(note c) at the Meeting to be held at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 31 May 2011 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote to be cast by way of poll^(note d).

Special resolutions		For	Against
1.	To approve the capital reorganisation, comprising, inter alia, (a) the proposed share consolidation (the "Share Consolidation") that every twenty (20) issued shares of par value of HK\$0.01 each in the issued share capital of the Company be consolidated into one (1) issued share of the Company of par value of HK\$0.20 each (the "Consolidated Share(s)"); (b) the par value of each Consolidated Share be reduced from HK\$0.20 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.19 on each Consolidated Share (the "Capital Reduction"); (c) the relevant amount of issued share capital cancelled by the Capital Reduction be made available for the issue of Shares, such that the authorized capital of the Company will continue to be HK\$200,000,000 divided into 20,000,000,000 shares of par value HK\$0.01 each; (d) the amount of credit arising from the Capital Reduction be credited to the contributed surplus account of the Company and the directors of the Company (the "Directors") be and are hereby authorised to apply such amount in the contributed surplus account of the Company to set-off against accumulated losses of the Company and in any manner permitted by the laws of Bermuda and the bye-laws of the Company; and (e) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement any of the foregoing.		
2.	Mr. Lai Miao Yuan be re-elected as an independent non-executive director of the Company.		

Dated the _____ day of _____ 2011

Shareholder's signature _____ ^(notes e, f, g and h)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against the resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the resolutions. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.

* For identification purposes only