
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 to be taken, you should consult your licensed securities dealer, 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, licensed securities dealer 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)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED REFRESHMENT OF THE LIMIT OF THE EXISTING
SHARE OPTION SCHEME;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Unit 2111, 21/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Friday, 6 August 2010 at 11:30 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, 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 the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 6 August 2010 at 11:30 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate; the proposed re-election of Directors; and the Proposed Refreshment
“associate”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company
“Company”	Xing Lin Medical Information Technology Company Limited, 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
“Eligible Participant(s)”	any full-time or part-time employees of the Company or its subsidiaries (including any executive, non-executive and independent non-executive Directors or its subsidiaries) and any suppliers, consultants and distributors of the Group who, in the sole discretion of the Board, have contributed or may contribute to the Group, eligible for Options under the Share Option Scheme
“Existing Scheme Limit”	the existing scheme limit under the Existing Share Option Scheme refreshed by the Shareholders at the annual general meeting of the Company on 15 September 2009, which set out the maximum number of Options that may be granted by the Company to the Eligible Participants, being 10% of the issued share capital of the Company as at the date of such refreshment
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 2 August 2002

DEFINITIONS

“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 July 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Options”	the options granted under the Existing Share Option Scheme to subscribe for Shares in accordance with the terms thereof
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Existing Share Option Scheme at the AGM
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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 Directors:

Mr. Au Ho Chuen, Bonny

Mr. Lien Wai Hung

Independent non-executive Directors:

Mr. Leung Wai Man

Mr. Man Kong Yui

Mr. Kwok Chuen Hung, Dominic

Mr. Ho Chun Ki, Frederick

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business

in Hong Kong:

Unit 1611, 16/F

Shun Tak Centre

West Tower

168-200 Connaught Road Central

Hong Kong

5 July 2010

To the Shareholders,

Dear Sirs or Madams,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED REFRESHMENT OF THE LIMIT OF THE EXISTING
SHARE OPTION SCHEME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the Proposed Refreshment.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors, the Proposed Refreshment and the notice of the AGM.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 9,155,835,568 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 1,831,167,113 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 915,583,556 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the

LETTER FROM THE BOARD

Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Bye-law 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Further, according to Bye-law 83(2), any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting.

In accordance with Bye-law 84(1), each of Mr. Leung Wai Man and Mr. Man Kong Yui shall retire from office by rotation at the AGM. Being eligible, Mr. Leung Wai Man will offer himself for re-election as an independent non-executive Director. Mr. Man Kong Yui will not offer himself for re-election as Director. Both of the Board and Mr. Man Kong Yui confirm that there are no claims whatsoever against each of them for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

In accordance with Bye-law 83(2), Mr. Au Ho Chuen, Bonny, Mr. Lien Wai Hung and Mr. Ho Chun Ki, Frederick shall retire from office at the AGM and, being eligible, each of them will offer himself for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Au Ho Chuen, Bonny and Mr. Lien Wai Hung as an executive Director and Mr. Leung Wai Man and Mr. Ho Chun Ki, Frederick as an independent non-executive Director.

Particulars relating to Mr. Au Ho Chuen, Bonny, Mr. Lien Wai Hung, Mr. Leung Wai Man and Mr. Ho Chun Ki, Frederick are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF THE LIMIT OF THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company pursuant to the written resolution of the Company on 2 August 2002. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Existing Share Option Scheme in compliance with the GEM Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval.

At the annual general meeting of the Company held on 15 September 2009, the Scheme Mandate Limit was refreshed to allow the Company to grant Options entitling holders to subscribe for Shares not exceeding 10% of the issued share capital of the Company of 128,203,503 Shares as at the date of approving the refreshment, which amounted to 12,820,350 Options.

Details of refreshment of the Scheme Mandate Limit and movements of Options granted under the Share Option Scheme are summarized as follows:

Date of approval for refreshment	No. of Shares that may be issued upon exercise of all options to be granted under the Scheme Mandate Limit as at the date of refreshment	Date of grant	Exercise period	Exercise price	Details of movements of Options granted					No. of Options outstanding as at the Latest Practicable Date
					No. of Options granted	No. of Options exercised	No. of Options cancelled	No. of Options lapsed	No. of Options adjusted	
17 January 2008	423,853 <i>(Note)</i>	25 February 2008	25 February 2008 to 24 February 2011	HK\$10.91	255,468	(63,000)	(69,444)	-	8,616	131,640
		5 March 2008	5 March 2008 to 4 March 2011	HK\$13.30	168,385	(168,385)	-	-	-	-
19 March 2008	1,235,819 <i>(Note)</i>	28 April 2008	28 April 2008 to 27 April 2011	HK\$9.74	1,235,819	-	(367,205)	-	51,601	920,215
21 August 2008	1,256,897 <i>(Note)</i>	27 March 2009	27 March 2009 to 26 March 2010	HK\$0.20	1,256,897	(1,256,897)	-	-	-	-
30 March 2009	12,568,970 <i>(Note)</i>	8 April 2009	8 April 2009 to 7 April 2010	HK\$0.25	6,021,849	(6,021,849)	-	-	-	-
15 September 2009	12,820,350	9 November 2009	9 November 2009 to 8 November 2010	HK\$0.50	12,820,000	(11,700,000)	-	-	-	1,120,000
					21,758,418	(19,210,131)	(436,649)	-	60,217	2,171,855

Note:

All the exercise price and the number of Options were adjusted for share consolidation pursuant to the capital reorganization as approved by the Shareholders at the extraordinary general meeting of the Company held on 30 May 2009 and for the open offer as approved by the Shareholders at the extraordinary meeting of the Company held on 14 January 2009.

As shown in the above table, the Company has Outstanding Options of 2,171,855 which can exercise into 2,171,855 Shares as at the Latest Practicable Date. The 2,171,855 Options, if exercised, represents approximately 0.024% of the total issued share capital of the Company.

LETTER FROM THE BOARD

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Existing Share Option Scheme or other schemes at any time will not exceed 30% of the Shares in issue from time to time. The Board undertakes that no Options shall be granted under the Existing Share Option Scheme or any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit to permit the granting of further Options so as to provide incentives to, and recognise the contributions of, the Eligible Participants. The Board therefore decided to seek the approval of the Shareholders at the AGM to refresh the Scheme Mandate Limit.

As at the Latest Practicable Date, the Company has 9,155,835,568 Shares currently in issue. The Company has complied with Rule 23.03(4) of the GEM Listing Rules for the aforesaid Options granted. If the refreshment of the Existing Scheme Limit is approved at the AGM, based on the 9,155,835,568 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued up to the date of the AGM, the Company will be authorised to grant Options under the Existing Share Option Scheme for subscription of up to a total of 915,583,556 Shares, representing approximately 10% of the issued share capital of the Company as at the date of the AGM. Any remaining available Options that are not granted under the Existing Scheme Limit, will not be granted in the future upon the approval of the Proposed Refreshment at the AGM. The total number of Shares which may be issued upon exercise of the “refreshed” Existing Scheme Limit of 915,583,556 Shares together with all outstanding Options as at the Latest Practicable Date carrying the right to subscribe for 2,171,855 Shares is 917,755,411 Shares, representing approximately 10.02% of the total number of Shares in issue as at the date of AGM. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Existing Share Option Scheme and any other share option schemes of the Company exceeds the 30% limit. As at the Latest Practicable Date, the Company has not adopted any share option schemes other than the Existing Share Option Scheme.

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

1. the passing of the ordinary resolution by the Shareholders at the AGM to approve the Proposed Refreshment; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may be issued and allotted upon the exercise of the subscription rights attaching to the Options that may be granted under the refreshed limit of the Existing Share Option Scheme, up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Existing Scheme Limit.

LETTER FROM THE BOARD

Reasons for the Refreshment of Scheme Mandate Limit

The Refreshment of Scheme Mandate Limit will enable the Company to grant further Options to Eligible Participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and Shareholders as a whole.

AGM

A notice convening the AGM to be held at Unit 2111, 21/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Friday, 6 August 2010 at 11:30 a.m. is set out on pages 17 to 21 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the Proposed Refreshment.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars 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 Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; the proposed re-election of Directors and the Proposed Refreshment are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,
For and On behalf of the Board of
Xing Lin Medical Information Technology Company Limited
Au Ho Chuen, Bonny
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. Repurchase of securities from connected parties

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the GEM Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 9,155,835,568 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 915,583,556 fully paid Shares, representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. Funding of repurchases

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under Bermuda law and the memorandum of association of the Company and the Bye-laws and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2010, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
July	0.350	0.235
August	0.275	0.200
September	0.350	0.230
October	0.290	0.198
November	0.680	0.210
December	0.335	0.060
2010		
January	0.096	0.077
February	0.086	0.077
March	0.102	0.076
April	0.156	0.085
May	0.116	0.068
June	0.087	0.047
July (up to the Latest Practicable Date)	0.050	0.048

6. Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name of Shareholder	Interest in Shares	Percentage of the Company's issued share capital
Growth Harvest Limited (<i>Note</i>)	2,180,000,000	23.81%
Treasure Bonus Limited (<i>Note</i>)	2,180,000,000	23.81%
Ms. Tan Ting Ting (<i>Note</i>)	2,180,000,000	23.81%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
Growth Harvest Limited	26.46%
Treasure Bonus Limited	26.46%
Ms. Tan Ting Ting	26.46%

Note:

Growth Harvest Limited is interested in 2,180,000,000 Shares in its own capacity. Treasure Bonus Limited owns 72% of the issued share capital of Growth Harvest Limited and Treasure Bonus Limited are wholly and beneficially owned by Ms. Tan Ting Ting. As such, Treasure Bonus Limited and Ms. Tan Ting Ting are deemed to be interested in such 2,180,000,000 Shares.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in her/it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. Shares repurchase made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Au Ho Chuen, Bonny (“Mr. Au”)

Mr. Au, aged 33, an executive Director and authorised representative of the Company. He graduated with a Master Degree in electrical and electronic engineering with management from the Imperial College of Science, Technology and Medicine, University of London in the United Kingdom. Mr. Au has over 9 years of experience in the area of information technology system development. Prior to joining the Company, Mr. Au has worked for Hong Kong and Shanghai Banking Corporation as an assistant technical services manager in Hong Kong.

Mr. Au has entered into a service contract with the Company. Mr. Au will receive a Director’s fee of HK\$80,000 per month which is determined with reference to his duties and responsibilities with the Company and the prevailing market situation.

As at the Latest Practicable Date, Mr. Au has personal interests of 1,780,000 Shares, representing approximately 0.02% of the entire issued share capital of the Company. Save as disclosed above, Mr. Au did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Au does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

(2) Mr. Lien Wai Hung (“Mr. Lien”)

Mr. Lien, aged 46, an executive Director who is a practicing solicitor in Hong Kong since 1997 and is a partner of Messrs. Leung & Lien, a firm of solicitors in Hong Kong. He graduated from the University of East London with a LLB Degree in the United Kingdom. Mr. Lien was an independent non-executive director of China Star Investment Holdings Limited which is listed on the main board operated by the Stock Exchange, from April 2005 to May 2010.

Mr. Lien has not entered into a service contract with the Company. Mr. Lien will receive a Director’s fee of HK\$80,000 per month which is determined with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, Mr. Lien did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Lien does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

(3) Mr. Leung Wai Man (“Mr. Leung”)

Mr. Leung, aged 38, an independent non-executive Director who has over 10 years of experience in company secretarial, accounting and financial management. He is an associate member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Leung has not entered into a service contract with the Company. In accordance with the Bye-laws, Mr. Leung is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Leung will receive a Director’s fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. The Director’s fee for Mr. Leung will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Mr. Leung was an executive director of Dore Holdings Limited, a company listed on the main board of the Stock Exchange during the period 10 March 2009 to 1 March 2010. Save as disclosed above, Mr. Leung did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Leung does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

(4) Mr. Ho Chun Ki, Frederick (“Mr. Ho”)

Mr. Ho, aged 53, graduated from the University of Nebraska, Lincoln with a Bachelor of Science Degree in the United States in 1983 and obtained a Master of Business Administration Degree from the California State University, Sacramento in the United States in 1986. He completed the Common Professional Examinations provided by the School of Professional and Continuing Education of the University of Hong Kong in 1997. Mr. Ho has extensive experience in project management and bullion, securities and futures business. He is now a practicing solicitor in Hong Kong since 2000 and is an assistant solicitor of Ho, Tse, Wai & Partners, a firm of solicitors in Hong Kong.

Mr. Ho has not entered into a service contract with the Company. In accordance with the Bye-laws, Mr. Ho is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Ho will receive a Director’s fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. The Director’s fee for Mr. Ho will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Ho did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Ho does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no information relating to Mr. Au, Mr. Lien, Mr. Leung and Mr. Ho that are required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to the re-election of Mr. Au, Mr. Lien, Mr. Leung and Mr. Ho that needs to be brought to the attention of the Shareholders.

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Xing Lin Medical Information Technology Company Limited (the “**Company**”) will be held at Unit 2111, 21/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Friday, 6 August 2010 at 11:30 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2010;
2.
 - (a) To re-elect Mr. Au Ho Chuen, Bonny as executive Director;
 - (b) To re-elect Mr. Lien Wai Hung as executive Director;
 - (c) To re-elect Mr. Leung Wai Man as independent non-executive Director;
 - (d) To re-elect Mr. Ho Chun Ki, Frederick as independent non-executive Director;
 - (e) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint CCIF CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;
4. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock**

* For identification purpose only

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Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:
- “**THAT** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”
7. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:
- “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted by written resolution of the Company on 2 August 2002 in the manner as set out in paragraph (a) of this resolution below,
- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
 - (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

Yours faithfully,
For and On behalf of the board of directors of
Xing Lin Medical Information Technology Company Limited
Au Ho Chuen, Bonny
Chairman

Hong Kong, 5 July 2010

NOTICE OF AGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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

Unit 1611, 16/F
Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of 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 for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.