



**Midland IC&I Limited**  
**美聯工商舖有限公司\***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 459)

**Form of Proxy for Use at Extraordinary General Meeting**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each of Midland IC&I Limited  
(the "Company") hereby appoint the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy, to act for me/us and on my/our behalf at the extraordinary general meeting ("EGM") of the Company to be held at Room 1801A, 18th Floor, Office Tower One, Grand Plaza, 625 & 639 Nathan Road, Mongkok, Kowloon, Hong Kong on 13 January 2016 at 11:00 a.m. and at any adjournment thereof in particular (but without limitation) to attend the EGM and vote for me/us and in my/our name(s) on the resolution set out in the notice convening the EGM as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
To approve the Cross Referral Services Agreement (2015), the Transactions and the Annual Caps, and to approve, confirm and ratify the execution of the Cross Referral Services Agreement (2015) and any other agreements and documents and the actions taken or to be taken in connection therewith by any Director, and to authorise any Director(s) to do all acts and things and execute any agreements, deeds, instruments and any other documents or make such arrangement in connection with the Cross Referral Services Agreement (2015), the Transactions and the Annual Caps (all capitalised terms as defined in the circular of the Company dated 24 December 2015)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signature <sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to tick ("✓") either box of the resolution will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, the completed form of proxy must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof.
7. Where there are joint registered holders of any share, any one of such holders may vote at the EGM either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM either personally or by proxy, that one of the said holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. A member entitled to attend and vote at the EGM is entitled to appoint one or (if he is a holder of two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
10. Please refer to the full text of the Resolution as set out in the notice of the EGM dated 24 December 2015.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Tengis Limited (the address stated in note 6 above).

\* For identification purpose only