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**Midland IC&I Limited**

**美聯工商舖有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 459)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of Midland IC&I Limited (the “Company”) will 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. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution which will be proposed as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT** the Cross Referral Services Agreement (2015) (as defined in the circular of the Company dated 24 December 2015 issued in respect thereof (“Circular”)) between the Company and Midland Holdings Limited, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification, the Transactions (as defined in the Circular) contemplated thereunder and the Annual Caps (as defined in the Circular) be and are hereby approved; and 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 of the Company (“Director”) who may have any interest in any matters in connection therewith be and are hereby approved, confirmed and ratified; and any Director(s) be and is/are hereby authorised to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal, or make such arrangement as he/she/they may determine to be appropriate, necessary or desirable to give effect to or in connection with the Cross Referral Services Agreement (2015), the Transactions and the Annual Caps and, subject to and in accordance with the applicable law and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating thereto in the interests of the Company and its shareholders as a whole.”

By Order of the Board  
**Midland IC&I Limited**  
**WONG Hon Shing, Daniel**

*Chief Executive Officer and Executive Director*

Hong Kong, 24 December 2015

*\*For identification purpose only*

*Head Office and Principal Place  
of Business in Hong Kong:*  
Room 1801A, 18th Floor  
Office Tower One  
Grand Plaza  
625 & 639 Nathan Road  
Mongkok, Kowloon  
Hong Kong

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
2. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or (if he is a holder of two or more shares) more than one proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. A form of proxy for the Meeting is enclosed with this circular. Whether or not you intend to attend the Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
4. The completed form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of a form of proxy will not preclude you from attending and voting in person at the Meeting and at any adjournment thereof. In any event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of a share of the Company, any one of such holders may vote at the Meeting either in person or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the Meeting in person or by proxy, that one of such 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. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
6. The register of members of the Company will be closed from Monday, 11 January 2016 to Wednesday, 13 January 2016, both days inclusive, during which period no transfer of shares will be registered. To be eligible to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 8 January 2016.

*As at the date of this notice, the Board comprises seven Directors, of which two are Executive Directors, namely Ms. WONG Ching Yi, Angela and Mr. WONG Hon Shing, Daniel; two are Non-Executive Directors, namely Ms. TANG Mei Lai, Metty and Mr. TSANG Link Carl, Brian (with Mr. CHU Kuo Fai, Gordon as his alternate); and three are Independent Non-Executive Directors, namely Mr. YING Wing Cheung, William, Mr. SHA Pau, Eric and Mr. HO Kwan Tat, Ted.*