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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)

CONNECTED TRANSACTIONS IN RELATION TO ESTATE AGENCY SERVICES

Ms. Tang had on 23 July 2010 entered into a provisional agreement for sale and purchase of property, with the Group acting as the agent. Pursuant to the said agreement, the Group is entitled to receive an agency fee, equivalent to 1% of the purchase price of the property, from Ms. Tang. Ms. Tang, being a Director, is a connected person of the Company for the purposes of the Listing Rules. The Recent Engagement accordingly constitutes a connected transaction for the Company under Rule 14A.13 of the Listing Rules.

As the applicable percentage ratios in respect of the agency fees paid or payable to the Group in connection with the Past Engagements (which are not subject to any reporting, announcement or independent shareholders' approval requirements on their own) and the Recent Engagement exceed 0.1% and HK\$1,000,000 but do not exceed 5%, the Engagements are only subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but are exempt from the independent shareholders' approval requirement.

The Group is one of the largest real estate agencies in Hong Kong, principally engaged in the provision of property agency services in respect of commercial and industrial properties and shops in Hong Kong. Ms. Tang and her associates have from time to time engaged the services of the Group in relation to the purchase, disposal and/or lease of commercial and industrial properties and shops in Hong Kong. In consideration of the services of the Group, agency fees are payable by Ms. Tang and her associates to the Group as in the case of engagements by other customers of the Group generally.

The Company was informed by Ms. Tang that she had on 23 July 2010 entered into a provisional agreement for sale and purchase of property, with the Group acting as the agent. Pursuant to the said agreement, the Group is entitled to receive an agency fee, equivalent to 1% of the purchase price of the property, from Ms. Tang. As the applicable percentage ratios in respect of the agency fees paid or payable to the Group in connection with the Past Engagements (which are not subject to any reporting, announcement or independent shareholders' approval requirements on their own) and the Recent Engagement exceed 0.1% and HK\$1,000,000 but do not exceed 5%, the Engagements are subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules and their material terms are set out below:

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| Period in which the Engagements occurred | : | From 4 September 2009 to 23 July 2010 |
| Principals | : | Ms. Tang and her associates |
| Agents | : | The operating subsidiaries of the Group which are engaged in the provision of property agency services in respect of commercial and industrial properties and shops in Hong Kong |

Services provided	:	Estate agency services in relation to the purchase, disposal and/or leasing of properties by Ms. Tang and her associates
Location of services provided	:	In Hong Kong
Aggregate amount of agency fees paid or payable in connection with the Engagements	:	HK\$2,454,888

Normally, the Group would charge each of the seller and the purchaser an agency fee equivalent to 1% of the purchase price of the property in consideration of the services provided by it in relation thereto, subject to discounts offered under the Group's pricing policy ranging from approximately 30% to 50%. The agency fees due to the Group are payable in cash on completion of the sale and purchase of the relevant properties. For leasing transactions, the Group normally charges each of the landlord and the tenant an agency fee equivalent to half a month's rent on conclusion of the lease of the relevant properties. The aforesaid terms of services are consistent with the prevailing industrial and/or market practice.

The Engagements were entered into in the ordinary and usual course of business of the Group. The terms of the Engagements were negotiated on arm's length basis and in accordance with the Group's general pricing policy. Accordingly, the Directors, including the independent non-executive Directors, consider that the Engagements were on normal commercial terms and no less favourable to the Group than those available from independent third parties at the relevant times, and are also fair and reasonable and in the interests of the Company and its shareholders as a whole. Ms. Tang has abstained from voting on the Board resolution(s) approving the Engagements in light of her interest in the Engagements.

Ms. Tang, being a Director, is a connected person of the Company for the purposes of the Listing Rules. The Engagements accordingly constitute connected transactions for the Company under Rule 14A.13 of the Listing Rules.

As the applicable percentage ratios in respect of the agency fees paid or payable to the Group in connection with the Past Engagements (which are not subject to any reporting, announcement or independent shareholders' approval requirements on their own) and the Recent Engagement exceed 0.1% and HK\$1,000,000 but do not exceed 5%, the Engagements are only subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but are exempt from the independent shareholders' approval requirement.

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

"associate"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Company"	Midland IC&I Limited, a company incorporated in the Cayman Islands whose shares are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Engagements"	collectively the Past Engagements and the Recent Engagement
"Group"	the Company and its subsidiaries

"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Ms. Tang"	Ms. Tang Mei Lai, Metty, an executive Director
"Past Engagements"	a total of 12 engagements by Ms. Tang and her associates of the Group for provision of estate agency services in relation to the purchase, disposal and/or leasing of real properties occurring within the past 12 months up to but excluding 23 July 2010
"Recent Engagement"	the engagement by Ms. Tang of the Group for provision of estate agency services in relation to the purchase of a real property in Hong Kong on 23 July 2010
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

By order of the Board
Midland IC&I Limited
WONG Tsz Wa, Pierre
Executive Director and Chief Executive Officer

Hong Kong, 30 July 2010

As at the date of this announcement, the Board comprises six Directors, of which two are executive Directors, namely, Ms. Tang Mei Lai, Metty and Mr. Wong Tsz Wa, Pierre; one non-executive Director, namely, Mr. Tsang Link Carl, Brian; and three are independent non-executive Directors, namely, Mr. Ying Wing Cheung, William, Mr. Sha Pau, Eric and Mr. Ho Kwan Tat, Ted.

* *For identification purposes only*