

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Midland IC&I Limited, you should at once hand this circular together with the accompanying annual report and form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the "Meeting") of Midland IC&I Limited (the "Company") is set out on pages 11 to 14 of this circular. Whether or not you intend to attend the Meeting, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the 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 Meeting and at any adjournment thereof if you so wish, in which case the form of proxy shall be deemed to be revoked.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 1801A, 18th Floor, One Grand Tower, 639 Nathan Road, Mongkok, Kowloon, Hong Kong on Thursday, 5 May 2011 at 12:00 noon
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Midland IC&I Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	shall have the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“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
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	25 March 2011, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Midland”	Midland Holdings Limited, a company incorporated in Bermuda with limited liability and the holding company of the Company, the shares of which are listed on the main board of the Stock Exchange
“Midland Group”	Midland and its subsidiaries

## DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers

LETTER FROM THE BOARD



**MIDLAND IC&I LIMITED**

**美聯工商舖有限公司\***

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

**(Stock Code: 459)**

*Executive Directors:*

Ms. TANG Mei Lai, Metty  
*(Chairman and Managing Director)*  
Mr. WONG Tsz Wa, Pierre  
*(Chief Executive Officer)*

*Non-executive Director:*

Mr. TSANG Link Carl, Brian

*Independent Non-executive Directors:*

Mr. YING Wing Cheung, William  
Mr. SHA Pau, Eric  
Mr. HO Kwan Tat, Ted

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*

Room 1801A, 18th Floor  
One Grand Tower  
639 Nathan Road  
Mongkok, Kowloon  
Hong Kong

30 March 2011

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Thursday, 5 May 2011. These include ordinary resolutions relating to (i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; and (ii) the re-election of the retiring Directors.

\* For identification purposes only

## LETTER FROM THE BOARD

### THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the shares of the Company may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

### THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 8,300,000,000 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 1,660,000,000 Shares.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

In relation to item 2 set out in the notice of the AGM, Mr. WONG Tsz Wa, Pierre and Mr. TSANG Link Carl, Brian will retire by rotation as Directors at the AGM in accordance with article 87 of the Articles. Both retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix III to this circular. A proxy form for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.midlandici.com.hk](http://www.midlandici.com.hk)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions stated thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the proxy form shall be deemed to be revoked.

### VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. The chairman of the AGM will demand a poll for every resolution put to the vote at the AGM pursuant to Article 66 of the Articles of Association. An announcement on the poll voting results will be published on the websites of Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.midlandici.com.hk](http://www.midlandici.com.hk)) respectively after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 that the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Midland IC&I Limited**  
**WONG Tsz Wa, Pierre**  
*Executive Director and*  
*Chief Executive Officer*

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

**1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 8,300,000,000 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 830,000,000 Shares, being 10 per cent of the issued capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

**2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

**3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2010) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.



**4. SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

<b>Month</b>	<b>Share Prices per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2010</b>		
March	0.065	0.055
April	0.060	0.050
May	0.051	0.035
June	0.044	0.038
July	0.050	0.038
August	0.060	0.046
September	0.056	0.046
October	0.056	0.047
November	0.057	0.046
December	0.100	0.048
<b>2011</b>		
January	0.110	0.082
February	0.095	0.079
March (up to and including the Latest Practicable Date)	0.097	0.077

**5. GENERAL**

Neither the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles.

The Company has not been notified by any connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Midland, substantial and controlling shareholder of the Company, beneficially owned 4,300,000,000 Shares representing approximately 51.81 per cent of the issued share capital of the Company. Tretsfeld Investments Limited ("Tretsfeld"), a wholly-owned subsidiary of Midland, beneficially owned 5,400,000,000 underlying Shares which represent the Shares to be issued upon full conversion of the convertible notes in the principal amount of HK\$540,000,000 issued by the Company to Tretsfeld ("Convertible Notes"). Assuming the Convertible Notes are fully converted into Shares and no further Shares are issued before the AGM, Tretsfeld would own 5,400,000,000 Shares representing approximately 39.42 per cent in the enlarged issued share capital of the Company. Midland and Tretsfeld, being presumed to be parties acting in concert, would together own 9,700,000,000 Shares representing approximately 70.80 per cent in the enlarged issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted to the Directors pursuant to the Repurchase Mandate, the interest of Midland in the Company would be increased to approximately 57.56 per cent of the issued share capital of the Company, while if the Convertible Notes have been fully converted into Shares before the date of the AGM (in which case the Company would be allowed to repurchase up to a maximum of 1,370,000,000 Shares), the aggregate interest of Midland and Tretsfeld would be increased to approximately 78.67 per cent of the enlarged issued share capital of the Company. Such increase would not give rise to an obligation on Midland and Tretsfeld to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25 per cent of the enlarged issued share capital of the Company. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in reducing the public shareholding of the Company to less than the minimum public float requirement.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

The followings are the details of Mr. WONG Tsz Wa, Pierre and Mr. TSANG Link Carl, Brian, both of whom will retire at the AGM in accordance with the Article 87 of the Articles respectively and the Listing Rules and being eligible, will offer themselves for re-election:

**Mr. WONG Tsz Wa, Pierre**, aged 47, has been the Executive Director and Chief Executive Officer of the Company since June 2007. He is responsible for the Group's overall business strategy and development and implementation of corporate strategies and policy in achieving the overall business objectives. Mr. WONG is also responsible for overseeing the frontline sales force, surveying, public relations and marketing functions of the Group. Mr. WONG joined Midland Group in 1993 and joined the Group in 2007. Mr. WONG holds a MBA. He has over 23 years of experience in non-residential property agency business in Hong Kong. Mr. WONG is also the member of the Remuneration Committee and Nomination Committee of the Company.

Save as disclosed above, Mr. WONG does not hold any other positions with the Group nor hold any directorships in other listed public companies in Hong Kong or overseas in the last three years and has no other relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. WONG interested in 2,000,000 Shares of the Company within the meaning of Part XV of the SFO.

Mr. WONG has entered into a director's service agreement with the Company for a term of three years commencing on 11 June 2010 and will continue in office thereafter subject at all times to termination by not less than one month's prior notice in writing by either party to the other. Pursuant to the director's service agreement, Mr. WONG is entitled to a fixed basic salary of HK\$100,000 per month and monthly profit sharing calculated according to the sales performance and profits arising from the Group's property agency business in the relevant calendar month, and year end profit sharing calculated with reference to the Group's profits in the relevant financial year subject to a income ceiling of HK\$10,000,000 per annum. Mr. WONG is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. The remuneration package entitled by Mr. WONG is determined by the Board with reference to his responsibilities, time commitment and prevailing market conditions.

Save as disclosed above, there is no other information which needs to be disclosed pursuant to 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor is there any other matters which needs to be brought to the attention of the Shareholders.

**Mr. TSANG Link Carl, Brian**, aged 47, has been the Non-executive Director of the Company since March 2005. He is a practising solicitor in Hong Kong and is a partner of a Hong Kong law firm, Iu, Lai & Li, legal adviser to the Company and Midland. He graduated from King's College, London with a LLB. Degree in 1985. He is also admitted to practise law in England and Wales, Singapore, New South Wales, Queensland and the Australian Capital Territory. He is currently an independent non-executive director of another public company listed on the Main Board, namely CITIC Resources Holdings Limited. Mr. TSANG resigned

as an independent non-executive director of Pacific Century Premium Developments Limited in June 2009 and Walker Group Holdings Limited in February 2011, both of which are listed on the Main Board of the Stock Exchange. In 2005, he has been appointed as an adjudicator of the Registration of Persons Tribunal as well as a member of Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants. In 2006, he had also been appointed as a member of the Appeal Panel (Housing).

Save as disclosed above, Mr. TSANG does not hold any other positions with the Group nor hold any directorships in other listed public companies in Hong Kong or overseas in the last three years and has no other relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. TSANG does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. TSANG has entered into an appointment letter with the Company for a term of one year commenced from 1 January 2011. He is entitled to receive a director fee of HK\$120,000 per annum. According to the Articles, Mr. TSANG is subject to retirement by rotation and re-election at the annual general meetings of the Company. The remuneration package entitled by Mr. TSANG is determined by the Board with reference to his responsibilities, time commitment, prevailing market conditions, his expertise input into the Group's affairs, the Company's performance and the Company's remuneration policy.

Save as disclosed above, there is no other information which needs to be disclosed pursuant to 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor is there any other matters which needs to be brought to the attention of the Shareholders.



**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of Midland IC&I Limited (the “Company”) will be held at Room 1801A, 18th Floor, One Grand Tower, 639 Nathan Road, Mongkok, Kowloon, Hong Kong on Thursday, 5 May 2011 at 12:00 noon for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2010.
2. To re-elect the following directors:
  - (a) Mr. WONG Tsz Wa, Pierre; and
  - (b) Mr. TSANG Link Carl, Brian.
3. To authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;

\* For identification purposes only

- (b) the aggregate number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the existing issued share capital of the Company as at the date of passing of this resolution; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”.
6. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved and authorised;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any bonds, warrants, debentures, notes and other securities of the Company; or (iii) the exercise of options granted or to be granted under any share option scheme or any similar arrangement; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company implemented in accordance with the articles of association of the Company; or (v) a specific authority granted or to be granted by the shareholders of the Company, shall not exceed 20 per cent of the existing issued share capital of the Company as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear in the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company or, where appropriate, such other securities (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”.

7. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors to issue, allot and deal with the unissued shares in the capital of the Company pursuant to resolution 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 5 set out in the notice convening this meeting provided that such number in aggregate shall not exceed 10 per cent of the existing issued share capital of the Company as at the date of passing of this resolution.”

On behalf of the Board  
**Midland IC&I Limited**  
**WONG Tsz Wa, Pierre**  
*Executive Director and*  
*Chief Executive Officer*

Hong Kong, 30 March 2011

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

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

*Notes:*

- (a) 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 (the “Stock Exchange”) (the “Listing Rules”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (b) A member entitled to attend and vote at the Meeting may appoint one or more proxies (if he is a holder of two or more shares) to attend and vote in his stead. A proxy need not be a member of the Company.
- (c) Whether or not you intend to attend the Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions stated thereon.
- (d) To be valid, the 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 or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 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 the form of proxy will not preclude you from attending and voting in person at the Meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
- (e) In the case of joint holders, any one of such joint holder may vote, 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 joint holders be present at any meeting the vote(s) of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.