



MIDLAND IC&I LIMITED

美聯工商舖有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 459)

PROXY FORM

Form of proxy for use by shareholders at an extraordinary general meeting (the "Meeting") of Midland IC&I Limited to be convened at Room 1801A, 18th Floor, One Grand Tower, 639 Nathan Road, Mongkok, Kowloon, Hong Kong on Friday, 19 September 2008 at 11:00 a.m. and any adjournment thereof.

I/We *(note a)*
of
being the holder(s) of *(note b)* shares of HK\$0.01 each of **Midland IC&I Limited** (the "**Company**") hereby appoint the Chairman of the Meeting or
of
to act as my/our proxy *(note c)* at the extraordinary general meeting of the Company to be held at Room 1801A, 18th Floor, One Grand Tower, 639 Nathan Road, Mongkok, Kowloon, Hong Kong on Friday, 19 September 2008 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please mark a "✓" in the appropriate box to indicate how you wish your vote to be cast *(note d)*.

ORDINARY RESOLUTION	FOR <i>(note d)</i>	AGAINST <i>(note d)</i>
To approve the adoption of the 2008 share option scheme of the Company		
SPECIAL RESOLUTION		
To approve the adoption of new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company		

Dated the day of 2008

Shareholder's signature *(notes e, f, g and h)*

- Notes:*
- a. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
 - b. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
 - c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
 - d. If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
 - e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
 - f. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
 - g. To be valid, this form of proxy together with any 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 offices of Hong Kong branch share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
 - h. Any alteration made to this form should be initialled by the person who signs the form.

* For identification purpose only