



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 Extraordinary General Meeting

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01
each of Midland IC&I Limited (the "Company") hereby appoint the Chairman of the meeting
or ^(Note 3) _____
of _____

as my/our proxy, to act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 13 December 2012 at 12:00 noon and at any adjournment thereof and in particular (but without limitation) to attend the meeting and vote for me/us and in my/our name(s) on the resolution set out in the notice convening the Extraordinary General Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the Transactions and the Annual Cap, and the execution of the Cross Referral Services Agreement (2012) and any other agreements, documents and actions taken or to be taken in connection therewith by any director of the Company (all capitalised terms as defined in the circular of the Company dated 21 November 2012)		

Dated this _____ day of _____ 2012.

Signature ^(Note 5) _____

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.
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, a form of proxy 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, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time for holding the extraordinary general meeting or any adjourned meeting thereof.
7. Where there are joint registered holders of any share, any one of such holders may vote at the extraordinary general meeting 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 extraordinary general meeting 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 extraordinary general meeting is entitled to appoint one or more proxies to attend and on a poll, vote on his behalf. 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 extraordinary general meeting if you so wish.

* For identification purposes only