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 the annual general meeting (the "Meeting") of Midland IC&I Limited (the "Company") to be convened at Room 1801A, 18th Floor, One Grand Tower, 639 Nathan Road, Mongkok, Kowloon, Hong Kong on Thursday, 5 May 2011 at 12:00 noon and at any adjournment thereof

I/We *(note a)* . . . .
of . . . .
being the registered holder(s) of . . . . *(note b)* shares of HK$0.01 each of the Company hereby appoint the Chairman of the Meeting or . . . .
of . . . .
to act as my/our proxy *(note c)* at the Meeting 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 and at any adjournment thereof and to vote on my/our behalf as directed below.

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

	RESOLUTIONS	FOR *(note d)*	AGAINST *(note d)*
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2010		
2.	a. To re-elect Mr. WONG Tsz Wa, Pierre as Director		
	b. To re-elect Mr. TSANG Link Carl, Brian as Director		
3.	To authorise the board of directors to fix the Directors' remuneration		
4.	To re-appoint PricewaterhouseCoopers as the auditor and authorise the board of directors to fix their remuneration		
5.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company		
6.	To grant a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the issued share capital of the Company		
7.	To add the aggregate nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 6		

Dated the   . . . . day of   2011

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 any 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 any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. 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 holder 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 notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, 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 purposes only