



# 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 Use at Annual General Meeting

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each of Midland IC&I Limited  
(the "Company") hereby appoint the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy, to act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Room 1801A, 18th Floor, Office Tower One, Grand Plaza, 625 & 639 Nathan Road, Mongkok, Kowloon, Hong Kong on Friday, 10 May 2013 at 12:00 noon and at any adjournment thereof in particular (but without limitation) of such meeting to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the annual general meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1	To receive and adopt the audited consolidated financial statements and the report of the directors and independent auditor's report for the year ended 31 December 2012.		
2	(a) (i) To re-elect Mr. YING Wing Cheung, William as director.		
	(ii) To re-elect Mr. HO Kwan Tat, Ted as director.		
	(iii) To re-elect Mr. TSANG Link Carl, Brian as director.		
	(b) To authorise the board of directors to fix the directors' remuneration.		
3	To re-appoint Messrs. PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors to fix their remuneration.		
4	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
5	To grant a general mandate to the directors of the Company to issue, allot and otherwise deal with the Company's shares.		
6	To extend the general mandate granted to the directors under resolution no. 5 to include shares repurchased pursuant to the general mandate granted under resolution no. 4.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### 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, 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick ("✓") either box of a 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 annual 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 annual 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 annual general meeting either personally or by proxy, that one of the said holders so present whose name stands first in 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 annual general meeting is entitled to appoint one or more proxies (if he is a holder of two or more shares) to attend and 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 annual general meeting if you so wish.

\* For identification purposes only