



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 459)

## Proxy Form for Use at Annual 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 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 Tuesday, 21 June 2016 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 (Note 4)	AGAINST (Note 4)
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 2015.			
2	(a)	(i) To re-elect Mr. WONG Hon Shing, Daniel as director.		
		(ii) To re-elect Mr. TSANG Link Carl, Brian as director.		
		(iii) To re-elect Mr. SHA Pau, Eric as director (who has served as an independent non-executive director of the Company for more than 9 years).		
3	(b)	To authorise the board of directors to fix the directors' remuneration.		
		To re-appoint Messrs. PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors to fix the remuneration of the auditor.		
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 of the Company under resolution no. 5 to include shares repurchased pursuant to the general mandate granted under resolution no. 4.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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 proxy form relates. If no number is inserted, this proxy form will be deemed to be related 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 PROXY FORM 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. Your proxy will also be entitled to vote at his discretion or to abstain from voting on any resolution properly put to the annual general meeting other than those referred to in the notice convening the annual general meeting.
5. This proxy form 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, the completed proxy form must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 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 or authority, not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment 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. Any member entitled to attend and vote at the annual general meeting is entitled to appoint one or (if he is a holder of two or more shares) more than one proxies to attend and vote in his stead. A proxy need not be a member of the Company.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the annual general meeting if you so wish.
10. Please refer to the full text of Resolutions 1 to 6 as set out in the notice of the annual general meeting of the Company dated 20 May 2016.

### PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Tengis Limited (the address stated in note 6 above).

\* For identification purpose only