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Midland IC&I Limited
美聯工商舖有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 459)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Midland IC&I Limited (the “**Company**”) will be held at Rooms 2505–8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Tuesday, 13 February 2018 at 12:00 noon for the following purposes:

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 23 January 2018.

ORDINARY RESOLUTION

“THAT

- (a) (i) the Target Companies Acquisition Agreements dated 28 November 2017 (a copy of each of them has been produced to the meeting marked “A” and “B” respectively and initialed by the Chairman of the meeting for the purpose of identification) among the Target Companies Purchasers as purchasers, the Target Companies Sellers as sellers and the Agent in respect of the sale and purchase of the Target Companies; and
- (ii) the Properties Acquisition Agreements dated 28 November 2017 (a copy of each of them has been produced to the meeting marked “C”, “D”, “E” and “F” respectively and initialed by the Chairman of the meeting for the purpose of identification) among the Properties Purchasers as purchasers, the Properties Sellers as sellers and the Agent in respect of the sale and purchase of the Properties;

and all transactions contemplated under each of the Target Companies Acquisition Agreements and the Properties Acquisition Agreements be and are hereby approved, confirmed and ratified; and

* *For identification purpose only*

- (b) the board of directors of the Company (the “**Directors**”) be and is hereby authorised to execute all such further documents, including under seal where applicable, and to take all such actions and steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give full effect to or in connection with the Target Companies Acquisition Agreements and the Properties Acquisition Agreements and all transactions contemplated thereunder.”

By order of the Board of
Midland IC&I Limited
WONG Hon Shing, Daniel
Chief Executive Officer and
Executive Director

Hong Kong, 23 January 2018

Head office and principal place of business in Hong Kong:
Rooms 2505–8
25th Floor
World-Wide House
19 Des Voeux Road Central
Hong Kong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

- (a) The resolution at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (b) A member entitled to attend and vote at the 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.
- (c) Whether or not you intend to attend the Meeting, you are requested to complete and return the proxy form in accordance with the instructions stated thereon.
- (d) To be valid, the completed proxy form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, 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, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Meeting and at any adjournment thereof if you so wish. In such event, the proxy form shall be deemed to be revoked.
- (e) In the case of joint holders, any one of such joint holders may vote, either in person 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 any meeting the vote(s) of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

- (f) The register of members of the Company will be closed from Thursday, 8 February 2018 (Hong Kong time) to Tuesday, 13 February 2018 (Hong Kong time), both days inclusive, during which period no transfer of Shares will be registered. To be eligible to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Wednesday, 7 February 2018 (Hong Kong time).

As at the date of this notice, the Board comprises eight Directors, of which three are Executive Directors, namely Ms. TANG Mei Lai, Metty, Ms. WONG Ching Yi, Angela and Mr. WONG Hon Shing, Daniel; two are Non-Executive Directors, namely Mr. KAN Chung Nin, Tony and Mr. TSANG Link Carl, Brian (with Mr. CHU Kuo Fai, Gordon as his alternate); and three are Independent Non-Executive Directors, namely Mr. YING Wing Cheung, William, Mr. SHA Pau, Eric and Mr. HO Kwan Tat, Ted.