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**DISCLOSEABLE TRANSACTION
IN RELATION TO
THE ACQUISITION OF THE PROPERTY**

THE ACQUISITION

The Board is pleased to announce that on 7 July 2021, the Property Purchaser, a wholly-owned subsidiary of the Company, the Property Seller and the Agent have entered into the Property Acquisition Agreement, pursuant to which, the Property Purchaser has agreed to acquire, and the Property Seller has agreed to sell, the Property.

The consideration for the Acquisition is HK\$24,800,000, which will be settled in cash by stages.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

(A) INTRODUCTION

The Board is pleased to announce that on 7 July 2021, the Property Purchaser, a wholly-owned subsidiary of the Company, the Property Seller and the Agent have entered into the Property Acquisition Agreement, pursuant to which, the Property Purchaser has agreed to acquire, and the Property Seller has agreed to sell, the Property.

* For identification purpose only

(B) THE ACQUISITION

The Property Acquisition Agreement

Date

7 July 2021

Parties

- (i) the Property Purchaser;
- (ii) the Property Seller; and
- (iii) the Agent

Asset to be acquired

Pursuant to the Property Acquisition Agreement, the Property Purchaser has agreed to acquire, and the Property Seller has agreed to sell, the Property. The Property consists of Ground Floor of No. 192 Hai Tan Street, Kowloon, Hong Kong with a gross floor area of approximately 1,000 sq. ft. Upon completion of the Acquisition, the Property will be leased to an independent third party under a tenancy agreement with a term of one year commencing from 28 October 2021 and expiring on 27 October 2022 at a monthly rent of HK\$35,000 (exclusive of government rent, rates and management fees). It is intended that the Property will be leased out for rental income after completion of the Acquisition.

Consideration of the Property

The consideration of the Property is HK\$24,800,000 after arm's length negotiation between the Property Purchaser and the Property Seller having taken into account, among others, (i) the prevailing market conditions and the estimated market value of the Property and (ii) the prospects of the Property.

The consideration of the Property will be settled in cash by stages using internal resources and/or external financing of the Group as follows: (i) HK\$800,000 upon the signing of the Property Acquisition Agreement; (ii) HK\$1,680,000 on or before 28 July 2021; and (iii) the balance of HK\$22,320,000 upon completion of the Acquisition, which shall take place on or before 28 October 2021.

(C) REASONS FOR AND BENEFITS OF THE ACQUISITION

The principal activities of the Group are provision of property agency services in respect of commercial and industrial properties and shops, properties investment, credit business and securities investment in Hong Kong.

The Acquisition is in line with the Group's strategy and represents an expansion of the Group's existing property investment business. It is expected that the Property will be leased out for rental income and will provide an additional and stable rental income to the Group. The Acquisition would allow the Group to further broaden the income source and to enjoy the possible capital appreciation of the Property.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Property Acquisition Agreement are on normal commercial terms and are fair and reasonable and the entering into of the Property Acquisition Agreement is in the interests of the Company and the Shareholders as a whole.

(D) INFORMATION OF THE PARTIES

The Property Purchaser, a wholly-owned subsidiary of the Company, is a company incorporated in Hong Kong with limited liability and its principal business activity is property investment.

The Agent, a wholly-owned subsidiary of the Company, is a company incorporated in Hong Kong with limited liability and is principally engaged in provision of property agency services in Hong Kong.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Property Seller and its ultimate beneficial owners are independent third parties of the Company and its connected persons; and (ii) the Property Seller is a company incorporated in Hong Kong with limited liability, and is principally engaged in investment holding.

(E) LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

(F) DEFINITIONS

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

“Acquisition”	the acquisition of the Property pursuant to the Property Acquisition Agreement
“Agent”	Midland Realty (Shops II) Limited, a wholly-owned subsidiary of the Company, a company incorporated in Hong Kong with limited liability
“Board”	the board of Directors
“Company”	Midland IC&I Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 459)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Property”	Ground Floor of No. 192 Hai Tan Street, Kowloon, Hong Kong
“Property Acquisition Agreement”	the provisional property acquisition agreement entered into on 7 July 2021 among the Property Purchaser, the Property Seller and the Agent
“Property Purchaser”	Dynasty Worldwide Limited, a wholly-owned subsidiary of the Company, a company incorporated in Hong Kong with limited liability
“Property Seller”	Honour Loyal Limited, a company incorporated in Hong Kong with limited liability, its ultimate beneficial owners are Yuen Wai Sau and Yuen Wai Kin
“Share(s)”	the ordinary share(s) with nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“sq. ft.”	square feet
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board
Midland IC&I Limited
MUI Ngar May, Joel
Company Secretary

Hong Kong, 7 July 2021

As at the date of this announcement, the Board comprises six Directors, of which three are Executive Directors, namely Mr. WONG Kin Yip, Freddie, Ms. WONG Ching Yi, Angela and Mr. LO Chin Ho, Tony; and three are Independent Non-Executive Directors, namely Mr. SHA Pau, Eric, Mr. HO Kwan Tat, Ted and Mr. WONG Chung Kwong.