MIDLAND HOLDINGS LIMITED
美 聯 集 團 有 限 公 司 *

(formerly known as MIDLAND REALTY (HOLDINGS) LIMITED
美 聯 物 業（集 團）有 限 公 司）
(incorporated in Bermuda with limited liability)
(Stock code: 1200)

Form of Proxy for use at the Special General Meeting

I/We (Note 1) ____

of ____

being the registered holder(s) of (Note 2) ____

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 Special General Meeting of the abovenamed Company to be held at Rooms 2505-8, 25th Floor, Worldwide House, 19 Des Voeux Road Central, Hong Kong on Monday, 6th June, 2005 at 11:30 a.m. (or so soon thereafter as the extraordinary general meeting of EVI Education Asia Limited, a subsidiary of the Company, convened at the same place and date at 11:00 a.m. shall have been concluded or adjourned) 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 Special General Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	SPECIAL RESOLUTION	**For** *(Note 4)*	**Against** *(Note 4)*
1.	To approve the amendments to the Bye-laws.		
	ORDINARY RESOLUTION		
2.	To approve the New EVI Share Option Scheme.		

Dated this ____________day of ____________2005 Signature (Note 5) ____________________

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK$0.10 each registered in your name(s). 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" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OR PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST". Failure to tick in either box will entitle your proxy to cast his 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 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, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, together with a power of attorney or other attorney, 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 meeting or adjourned meeting.
7. Where there are joint registered holders of any share, any one of such person may vote at the 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 meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. A proxy need not be a member of the Company and must attend the meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish, in which case your proxy will be deemed revoked.

* *For identification purpose only*