



MIDLAND HOLDINGS LIMITED

美聯集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1200)

Proxy Form

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
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 (the "Meeting") of the
abovenamed Company to be held at Rooms 2505-8, 25th Floor, World-wide House, 19 Des Voeux Road Central, Hong
Kong on Thursday, 18 September 2008 at 2:30 p.m. in particular (but without limitation) of such meeting to vote for
me/us and in my/our name(s) in respect of the resolution set out in the notice convening the Meeting as indicated
below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the new share option scheme to be adopted by Midland IC&I Limited		

Dated this _____ day of _____ 2008.

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 or" 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, 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 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 and Transfer Office, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, 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 include 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