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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 6 March 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution of the Company:

“THAT:

- (a) approval be and is hereby granted to the Company entering into the sale and purchase agreement dated 10 January 2017 (the “Acquisition Agreement”, a copy of which has been produced to the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) between Wong Kin Yip, Freddie (the “Seller”) as seller and Beyond Summit Investments Limited (the “Purchaser”) as purchaser and the Company as guarantor of the Purchaser, under which the Purchaser shall purchase (or procure a wholly-owned subsidiary of the Company) to purchase the entire issued shares of Most Wealth (Hong Kong) Limited on the terms and subject to the conditions therein as disclosed in the circular of the Company dated 17 February 2017 (“Circular”) and the performance of all the transactions contemplated under the Acquisition Agreement, including without limitation:
- (i) the allotment and issue of the Consideration Shares (as defined in the Circular);
 - (ii) the issue of the Convertible Note (as defined in the Circular); and
 - (iii) upon conversion of the Convertible Note in accordance with the conditions therein, the allotment and issue of the Conversion Shares (as defined in the Circular),

* *For identification purpose only*

to the Seller or other person entitled to the same pursuant to the terms of the Acquisition Agreement; and

- (b) the directors of the Company (the “Directors”) be and are hereby authorised to sign and execute all such further documents 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 Acquisition Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 17 February 2017

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:

1. All votes 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.
2. A member of the Company entitled to attend and vote at the Meeting convened by the above notice 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.
3. A proxy form for the Meeting is enclosed with this circular. Whether or not you intend to attend the Meeting in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.
4. 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. Delivery of a proxy form will not preclude you from attending and voting in person at the Meeting and at any adjournment thereof. In any event, the proxy form shall be deemed to be revoked.
5. Where there are joint registered holders of a share of the Company, any one of such holders may vote at the Meeting 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 the Meeting in person 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. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

6. The register of members of the Company will be closed on 6 March 2017, on which no transfer of shares will be registered. To be eligible to attend and vote at the EGM, 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 3 March 2017.

As at the date of this notice, the Board comprises eight Directors, of which two are Executive Directors, namely Ms. WONG Ching Yi, Angela and Mr. WONG Hon Shing, Daniel; three are Non-Executive Directors, namely Mr. KAN Chung Nin, Tony, Ms. TANG Mei Lai, Metty 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.