



Midland Holdings Limited

美聯集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1200)

Proxy Form for Use at Special General Meeting

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the share capital of Midland Holdings Limited (the “Company”) 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 “SGM”) of the Company to be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 17 January 2024 at 12:00 noon and at any adjournment thereof in particular (but without limitation) to attend the SGM and to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice convening the SGM as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
(a)	To approve, ratify and confirm the entering into of the cross referral services framework agreement (2023) (the “Cross Referral Services Framework Agreement (2023)”) between the Company and Legend Upstar Holdings Limited, and the transactions contemplated thereunder and in connection therewith and any other documents ancillary to it;		
(b)	To approve, ratify and confirm the proposed annual caps in relation to the Cross Referral Services Framework Agreement (2023); and		
(c)	To authorize any director(s) of the Company for and on behalf of the Company to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal, or make such arrangement as he/she/they may determine to be appropriate, necessary or desirable to give effect to or in connection with the Cross Referral Services Framework Agreement (2023) and the transactions contemplated thereunder.		

Dated this _____ day of _____

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to be related 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” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick (“✓”) either box of a resolution will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion or to abstain from voting on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, the completed proxy form must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
7. Where there are joint holders of any share any one of such joint holder 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 be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or (if he is a holder of two or more shares) more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
9. Completion and return of the proxy form will not preclude you from attending and voting at the SGM and at any adjournment thereof if you so wish.
10. Please refer to the full text of the resolution as set out in the notice of the SGM of the Company dated 22 December 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Abacus Limited (the address stated in note 6 above).