

## Midland Holdings Limited (the “Company”) 美聯集團有限公司(「本公司」)

### Procedures for a Shareholder to Propose a Person for Election as a Director

Subject to the Statutes, the provisions of the Company’s Bye-laws and the maximum number of Directors determined from time to time by the shareholders in general meeting, the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

A shareholder may propose a person for election as a Director by lodging:-

1. A Notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director; and
2. A Notice signed by the person to be proposed of his willingness to be elected as a Director.

at the Company’s head office at Rooms 2505-2508, 25<sup>th</sup> Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong or at the Registration Office (26<sup>th</sup> Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong), provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Dated this 30<sup>th</sup> day of March, 2012

### 股東提名人選參選董事的程序

本公司可不時在股東大會通過普通決議案選舉任何人士作為董事以填補臨時空缺或作為新增董事，惟受制於法定條例、公司細則條款及股東不時在股東大會上決定之董事人數上限。

股東提名人士參選董事，可交存：-

1. 由合資格參與股東大會及於股東大會投票之股東(並非被提名人士)簽署之書面通知，而該通知表明提名該人士參選董事的意向；及
2. 該人士簽署之書面通知表明其願意參選為董事。

至本公司的香港總部，地址為香港德輔道中19號環球大廈25樓2505-2508室或註冊辦事處（香港皇后大道東28號金鐘匯中心26樓），該等通知交存期不得少於7天，而該等通知的交存期不得早於選舉董事的相關股東大會的通知發出後第二天開始，並必須於相關股東大會日期前不少於7天結束。

日期：2012年3月30日