

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name : Midland IC&I Limited

Stock code (ordinary shares): 8090

This information sheet contains certain particulars concerning the above company (the "Company" and together with its subsidiaries, the "Group") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 25 June 2008.

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 15th March, 2001

Name of Sponsor(s) : N/A

Names of directors :

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

: **Executive Directors**

Mr. Wong Tsz Wa, Pierre

Ms. Ip Kit Yee, Kitty

Ms. Yuen Wing Kwan, Annie

Non-executive Director

Mr. Tsang Link Carl, Brian

Independent non-executive Directors

Mr. Ying Wing Cheung, William

Mr. Sha Pau, Eric

Mr. Ho Kwan Tat, Ted

Name(s) of substantial shareholder(s)
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company :

<u>Name</u>	<u>No. of ordinary shares of HK\$0.01 each interested</u>	<u>Other securities of the Company interested</u>
Midland Holdings Limited (“Midland”)	4,300,000,000	5,400,000,000 (note)
Tretsfeld Investments Limited (“Tretsfeld”)	Nil	5,400,000,000 (note)
Pong Wai San, Wilson	910,610,000	Nil

Note: This refers to the same block of convertible note in the principal amount of HK\$540M issued by the Company to Tretsfeld. Tretsfeld is wholly owned by Midland.

- Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A
- Financial year end date : 31st December
- Registered address : Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands
- Head office and principal place of business : Room 1801A, 18th Floor, One Grand Tower, 639 Nathan Road, Mongkok, Kowloon, Hong Kong
- Web-site address (if applicable) : www.midlandici.com.hk
- Share registrar : **Principal share registrar**
Bank of Bermuda (Cayman) Limited
2nd Floor, Strathvale House
North Church Street,
P.O. Box 513,
Grand Cayman KY1-1106,
Cayman Islands
Hong Kong branch share registrar
Tricor Tengis Limited
26th Floor, Tesbury Centre,
28 Queen’s Road East,
Hong Kong
- Auditors : PricewaterhouseCoopers
22nd Floor, Prince’s Building,
Central, Hong Kong

B. Business activities

The Company is an investment holding company. Its subsidiaries are principally engaged in provision of industrial and commercial (office and shops) property agency services in Hong Kong and on-line education business.

C. Ordinary shares

Number of ordinary shares in issue	: 8,300,000,000 shares
Par value of ordinary shares in issue	: HK \$ 0.01 per share
Board lot size (in number of shares)	: 10,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	: N/A

D. Warrants

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: N/A
No. of warrants outstanding	: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	: N/A

E. Other securities

2005 Share Option Scheme

The Company adopted a new share option scheme (“2005 Share Option Scheme”) on 6th June, 2005, the detail of Share options granted and remaining outstanding are as follows:-

83,000,000 share options were granted by the Company on 16th January, 2006 at the subscription price of HK\$0.06 per share and 83,000,000 share options remain outstanding as at the date of this form.

Convertible Note

The Company issued Convertible Note in the principal amount of HK\$540 million on 6th June, 2007.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Wong Tsz Wa, Pierre

Ip Kit Yee, Kitty

Yuen Wing Kwan, Annie

Tsang Link Carl, Brian

Ying Wing Cheung, William

Sha Pau, Eric

Ho Kwan Tat, Ted