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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

**If you have sold or transferred** all your shares in MGM China Holdings Limited, you should at once hand this circular and the accompanying form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**MGM CHINA HOLDINGS LIMITED**

**美高梅中國控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2282)

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
AMENDMENTS TO THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of MGM China Holdings Limited (“AGM”) to be held at Salon I, MGM MACAU, Avenida Dr. Sun Yat Sen, NAPE, Macau on May 24, 2017 (Wednesday) at 2:00 p.m. is set out on pages 34 to 37 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.mgmchinaholdings.com](http://www.mgmchinaholdings.com)).

Whether or not the Shareholders are able to attend the AGM, the Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong Listed Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 2:00 p.m., May 22, 2017 or 48 hours before the adjournment of the AGM. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meeting thereof should the Shareholders so wish. References to time and dates in this circular are to Hong Kong time and dates.

April 20, 2017

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Salon I, MGM MACAU, Avenida Dr. Sun Yat Sen, NAPE, Macau on May 24, 2017 (Wednesday) at 2:00 p.m., the notice of which is set out on pages 34 to 37 of this circular
“Articles of Association”	the amended and restated articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of our Company
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company” or “MGM China”	MGM China Holdings Limited, a company incorporated in the Cayman Islands on July 2, 2010 as an exempted company with limited liability, the Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Person”	under the Share Option Scheme, means any director or employee of the Group and any other person (including a consultant or adviser) who in the sole discretion of the Board has contributed or will contribute to the Group
“Grantee”	under the Share Option Scheme, means any Eligible Person who accepts an offer of the grant of an Option in accordance with the terms of the Share Option Scheme or (where the context so permits) any person entitled to exercise any Option in consequence of the death of the original Grantee;
“Group”	our Company and its subsidiaries, or any of them, and the businesses carried on by such subsidiaries, except where the context makes it clear that the reference is only to the Company itself and not to the Group

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 13, 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing”	the listing of the Company’s Shares on the Main Board of the Hong Kong Stock Exchange on June 3, 2011
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“MGM Grand Paradise”	MGM Grand Paradise Limited, a private company limited by shares incorporated under the laws of Macau, one of three holders of a subconcession for the operation of casino games in Macau and one of our subsidiaries
“MGM Growth Properties”	MGM Growth Properties LLC, a Delaware corporation listed on the New York Stock Exchange under the ticker symbol MGP, a real estate investment trust (REIT) and an associate corporation of the Company (within the meaning of Part XV of the Securities and Futures Ordinance)
“MGM Resorts International”	MGM Resorts International, a company incorporated in Delaware and listed on the New York Stock Exchange under the ticker symbol MGM, and our controlling shareholder
“Option(s)”	the share options granted under the Share Option Scheme to subscribe for Share(s) pursuant to the Share Option Scheme
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares, up to the amount of not exceeding 10% of the total number of the issued shares of the Company as at the date of passing the relevant resolution at the AGM, details of which are set out in ordinary resolution no. 6 in the notice of the AGM

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## DEFINITIONS

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“Share Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to the amount not exceeding 20% of the total number of the issued shares of the Company as at the date of passing the relevant resolution at the AGM, details of which are set out in ordinary resolution no. 5 in the notice of AGM
“Share Option Scheme”	the share option scheme adopted by the Company on May 11, 2011 and amended by the Board on July 28, 2016
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of our Company
“Shareholders(s)”	holder(s) of Shares(s) of the Company from time to time
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent

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## LETTER FROM THE BOARD

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MGM CHINA HOLDINGS LIMITED  
美高梅中國控股有限公司

**MGM CHINA HOLDINGS LIMITED**

**美高梅中國控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2282)

*Executive Directors:*

James Joseph Murren (*Chairperson*)  
Pansy Catilina Chiu King Ho (*Co-Chairperson*)  
Chen Yau Wong  
William Joseph Hornbuckle  
Grant R. Bowie (*Chief Executive Officer*)

*Registered Office in Cayman Islands:*

190 Elgin Avenue  
George Town  
Grand Cayman KY1-9005  
Cayman Islands

*Non-executive Directors:*

William M. Scott IV  
Daniel J. D'Arrigo  
Kenneth A. Rosevear

*Place of business in Hong Kong*

*registered under Part 16 of  
the Companies Ordinance:*  
1402 China Merchants Tower  
200 Connaught Road  
Central, Hong Kong

*Independent Non-executive Directors:*

Zhe Sun  
Sze Wan Patricia Lam  
Peter Man Kong Wong  
Russell Francis Banham

April 20, 2017

*To the Shareholders*

Dear Madam or Sir,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES AND  
AMENDMENTS TO THE SHARE OPTION SCHEME**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the re-election of retiring Directors; (ii) the granting of the Share Buy-back Mandate; (iii) the granting of the Share Issuance Mandate; and (iv) amendments to the Share Option Scheme.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 105 of the Articles of Association, at least one third of the Directors for the time being shall retire from office by rotation. Every Director shall be subject to retirement at least once every three years. The Directors to retire at each annual general meeting shall be determined by the Board subject to the provisions under Article 105(1) to (4). The Board has determined, after taking into consideration the recommendation by the Nomination and Corporate Governance Committee of the Board, that Ms. Pansy Catilina Chiu King Ho, Mr. William M. Scott IV, Mr. Zhe Sun and Ms. Sze Wan Patricia Lam will retire from offices by rotation at the AGM. All the retiring Directors are eligible and will respectively offer themselves for re-election at the AGM. Pursuant to Rule 13.74 of the Listing Rules, the details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

Separate ordinary resolutions will be proposed at the AGM to re-elect Ms. Pansy Catilina Chiu King Ho as Executive Director, Mr. William M. Scott IV as Non-executive Director, and to re-elect Mr. Zhe Sun and Ms. Sze Wan Patricia Lam as Independent Non-executive Directors.

### **PROPOSED GRANTING OF THE SHARE BUY-BACK MANDATE**

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 25, 2016, the Directors have been granted a general mandate to exercise the powers of the Company to repurchase Shares. Such mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM that the Directors be given an unconditional general mandate to repurchase Shares on the Hong Kong Stock Exchange of up to 10% of the total number of issued shares of the Company as at the date of passing the resolution to approve the Share Buy-back Mandate. Details of the Share Buy-back Mandate are set out in ordinary resolution no. 6 in the notice of the AGM.

At the Latest Practicable Date, the number of Shares in issue is 3,800,045,001 Shares. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and on the basis that no further Shares will be issued or repurchased and that no outstanding Option(s) will be exercised between the Latest Practicable Date and the date of the AGM, the Company would be allowed, under the Share Buy-back Mandate, to repurchase up to a maximum of 380,004,500 Shares.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Share Buy-back Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### PROPOSED GRANTING OF THE SHARE ISSUANCE MANDATE

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 25, 2016, the Directors have been granted a general mandate to allot, issue and deal with Shares of up to 20% of the total number of issued shares of the Company. Such mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of up to 20% of the total number of issued shares of the Company as at the date of passing the resolution to approve the Share Issuance Mandate.

Subject to the passing of the ordinary resolution for the approval of the Share Issuance Mandate and on as at the Latest Practicable Date, the number of Shares in issue is 3,800,045,001 Shares the basis that no further Shares will be issued or repurchased and that no outstanding Options(s) will be exercised between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issuance Mandate to issue, allot and deal with additional Shares up to a maximum of 760,009,000 Shares.

An ordinary resolution will also be proposed to authorize the extension of the Share Issuance Mandate by an addition thereto of an amount representing the total number of issued shares of the Company repurchased by the Company under the Share Buy-back Mandate (if granted).

Details of the Share Issuance Mandate and the extension of the Share Issuance Mandate are set out in ordinary resolutions no. 5 and 7 in the notice of AGM respectively.

The Share Buy-back Mandate and the Share Issuance Mandate, if granted, will continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Share Buy-back Mandate and the Share Issuance Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company, whichever occurs first. The Directors do not at present have any intention to exercise the power to issue Shares pursuant to the Share Issuance Mandate nor to repurchase Shares pursuant to the Share Buy-back Mandate save as disclosed in Appendix II.



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## LETTER FROM THE BOARD

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### AMENDMENTS TO THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on May 11, 2011 and amended by the Board on July 28, 2016 to approve certain administrative matters.

#### (i) Proposed Amendments

Currently, under the existing terms of the Share Option Scheme, with the exception of a few circumstances, if a Grantee ceases to be an Eligible Person, all Option(s) held by the Grantee will lapse on the date of cessation and will not be exercisable. In respect of employees of the Group, the date of cessation refers to the last actual working day at the work place with the Group whether salary is paid in lieu of notice or not. In respect of non-employees of the Group, the date of cessation refers to the date on which the relationship constituting the Grantee an Eligible Person ceases.

The Board proposes to amend paragraphs 1.1, 6, 7 and 11 of the Share Option Scheme as set out in Appendix III to this circular (the “Proposed Amendments”). The Proposed Amendments shall become effective on the date the Shareholders pass the resolution at the AGM. Other than the Proposed Amendments, all other existing terms of the Share Option Scheme will remain unchanged.

#### (ii) Reasons for the Proposed Amendments

The purpose of the Share Option Scheme is to provide incentives and/or rewards to Eligible Persons for their contributions to, and continuing efforts to promote the interests of, the Group.

In order to incentivize Eligible Persons and Grantees to promote or continue to promote the long term growth, rather than the short term objectives, of the Group, the Board proposes to, in certain circumstances, allow Grantees to exercise their Option(s) within a specified period after they cease to be Eligible Persons. Further, the Board considers that the Proposed Amendments will increase the competitiveness of the Group in attracting, recruiting and retaining employees and other contributing individuals, which is in the Group’s interest.

The Board therefore recommends the Proposed Amendments which, together, will facilitate a mechanism whereby Grantees will, in certain circumstances, be able to exercise their Option(s) within a specified period after they cease to be Eligible Persons.

#### (iii) Listing Rules Implications

Pursuant to Note 2 of Rule 17.03(18) of the Listing Rules, any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of the Option(s) granted must be approved by the Shareholders, except where the alterations take effect automatically under the existing terms of the Share Option Scheme. As the Proposed Amendments will not take effect automatically under the existing terms of the Share Option Scheme, and they are considered to be material in nature, the Proposed Amendments are subject to the approval of the Shareholders at the AGM.

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## LETTER FROM THE BOARD

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Details of the Proposed Amendments are set out in ordinary resolution no. 8 in the notice of AGM.

As at the Latest Practicable Date, the number of Shares in respect of which Options have been granted and remained outstanding under the Share Option Scheme is 72,235,800, representing approximately 1.9% of the Shares of the Company in issue as at that date. To the best of the knowledge of the Directors, the holders of the outstanding Options do not hold any shares in the Company and that no Shareholders are required to abstain from voting on this ordinary resolution.

### ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Salon I, MGM Macau, Avenida Dr. Sun Yat Sen, NAPE, Macau on May 24, 2017 (Wednesday) at 2:00 p.m. is set out on pages 34 to 37 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the re-election of retiring Directors, the granting of the Share Buy-back Mandate, the granting of the Share Issuance Mandate and the Amendments to the Share Option Scheme.

The proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Listed Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 2:00 p.m., May 22, 2017 or 48 hours before the adjournment of the AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjourned meeting (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, and Article 85 of the Articles of Association, all resolutions proposed to be approved at the AGM are to be decided by way of a poll except where the chairman of the meeting allows a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement will be made by the Company after the conclusion of the AGM on the poll results of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The register of members of the Company will be closed from May 19, 2017 to May 24, 2017 (both days inclusive) in order to determine the entitlement of shareholders to attend the AGM, during which period no transfer of shares will be effected. In order to be entitled to attend the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Listed Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712 — 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on May 18, 2017.

Shareholders are requested to telephone the Company's hotline (853) 8802 6688 or (852) 3698 2288 for arrangements of the AGM in the event that a No 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the AGM.

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## LETTER FROM THE BOARD

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### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the Company's place of business in Hong Kong registered under Part 16 of the Companies Ordinance at 1402 China Merchants Tower, 200 Connaught Road, Central, Hong Kong, during normal business hours on any weekdays, except public holidays, from the date of this circular up to and including the date of the AGM:

- (i) the Share Option Scheme;
- (ii) the amended Share Option Scheme reflecting the Proposed Amendments; and
- (iii) this circular.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors (including the independent non-executive directors) consider that the proposed re-election of retiring Directors, the proposed granting of the Share Buy-back Mandate and the Share Issuance Mandate and the extension of the Share Issuance Mandate and the amendments to the Share Option Scheme are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, it is recommended that the Shareholders vote in favor of the resolutions set out in the notice of the AGM contained in this circular.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

Your attention is drawn to the additional information set out in Appendix I (Details of Retiring Directors proposed to be re-elected), Appendix II (Explanatory Statement for General Mandate to Repurchase Shares) and Appendix III (Proposed Amendments to the Share Option Scheme) to this circular.

Yours faithfully,  
On behalf of the Board

**James Joseph Murren**      **Pansy Catilina Chiu King Ho**  
*Chairperson*                      *Co-Chairperson*

The details of the retiring Directors proposed to be re-elected and appointed at the AGM are set out below:

**(1) Pansy Catilina Chiu King Ho (“Ms. Ho”)**

Ms. Ho, *JP*, aged 54, is the Co-Chairperson, an Executive Director and a member of the Remuneration Committee of MGM China Holdings Limited. Ms. Ho is the Managing Director of Shun Tak Holdings Limited, a leading business conglomerate listed on the Hong Kong Stock Exchange, a position she has held since 1999. She has served as a Director of MGM Grand Paradise since June 1, 2005. Ms. Ho is also a director of a number of privately held companies, including Grand Paradise Macau Limited, Grand Paradise Grupo S.A., New Corporate Enterprises Limited, Bright Elite Holdings Limited and Grand Paradise Group (HK) Limited. In addition, Ms. Ho is the Vice Chairman of the Board of Directors of Macau International Airport Company Limited and an independent Non-executive Director of Sing Tao News Corporation Limited which is listed on the Hong Kong Stock Exchange. She is also a Standing Committee Member of the Beijing Municipal Committee of the Chinese People’s Political Consultative Conference, a Standing Committee Member of the All-China Federation of Industry and Commerce, a Vice President of the China Chamber of Tourism. In Macau, Ms. Ho is a Member of the Government of Macau SAR Tourism Development Committee, Committee Member of the Committee for Cultural Industries and Committee for Women and Children Affairs, the Chairperson of Global Tourism Economy Research Centre and the Vice Chairperson and Secretary-General of Global Tourism Economy Forum, a Vice President of the Macau Chamber of Commerce and a Vice Chairperson of Macau Convention & Exhibition Association. Internationally, she is also an Executive Committee Member of the World Travel & Tourism Council and a Member of Sotheby’s International Advisory Board. Ms. Ho was appointed as Honorary Professor of School of Political Communication, Central China Normal University in November in 2013, she was appointed as Honorary Fellowship from the Hong Kong Academy for Performing Arts and University of Hong Kong in June 2014 and September 2015 respectively. Ms. Ho graduated with a Bachelor’s degree in marketing and international business management from the University of Santa Clara in the United States.

Ms. Ho has been appointed as an Executive Director of the Company since September 22, 2010. There is no service contract entered into between the Company and Ms. Ho. She is appointed for a term not exceeding three years following the Listing but she is not entitled to receive any remuneration or Director’s fee. She is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Ho holds 380,000,000 Shares in the Company in her personal capacity, and is deemed to be interested in 474,561,200 Shares in the Company held by Grand Paradise Macau Limited, a company in which she controls. Ms. Ho holds 20,000 shares in MGM Grand Paradise in her personal capacity. Ms. Ho is deemed to be interested in 16,149,210 shares and 11,060,492 shares in MGM Resorts International held by Emerging Corporate Limited and Expert Angels Limited respectively, the companies in which she controls. And Ms. Ho is also deemed to be interested in 1,000,000 shares in MGM Growth Properties held by August City Limited, a company which she controls.

Save as disclosed above, Ms. Ho does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no other information relating to Ms. Ho that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

**(2) William M. Scott IV (“Mr. Scott”)**

Mr. Scott, aged 56, is a Non-executive Director and a member of the Nomination and Corporate Governance Committee of MGM China Holdings Limited. Mr. Scott also serves as President of MGM Asia Pacific Limited and its corporate predecessors since June 2014 and is also the Executive Director and General Manager of Diaoyutai MGM Hospitality, Ltd., the joint venture between MGM Resorts International and Diaoyutai State Guesthouse (the hospitality arm of the PRC government) for the development of hospitality resources in Greater China. Previously, Mr. Scott served as Executive Vice President-Corporate Strategy and Special Counsel of MGM Resorts International and various other executive positions with that company from since August 2009 to June 2014. From 1986 to 2009, Mr. Scott practiced law with firm Sheppard, Mullin, Richter & Hampton, LLP, specializing in financing transactions, being a partner of the firm commencing January, 1993. Mr. Scott holds a Bachelor’s degree in history from the Dartmouth College in 1982 and a Juris Doctor degree from Union University in 1985. He also obtained a Master of Laws in Banking and Financial Services Law from Boston University in 1986.

Mr. Scott has been appointed as a Non-executive Director of the Company since March 16, 2011. There is no service agreement entered into between the Company and Mr. Scott. He is appointed for a term not exceeding three years following the Listing but he is not entitled to receive any remuneration or Director’s fee. He is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Scott has personal interests of (i) 67,518 vested stock appreciation rights; (ii) 18,768 unvested stock appreciation rights; (iii) 13,547 restricted stock units; (iv) 62,185 unvested performance stock units and (v) 51,380 common stocks, all in relation to the common stock of MGM Resorts International.

Save as disclosed above, Mr. Scott does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Mr. Scott did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As far as the Directors are aware, there is no information relating to Mr. Scott that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

**(3) Zhe Sun (“Mr. Sun” or “Professor Sun”)**

Mr. Sun, aged 51, is an Independent Non-executive Director, the Chairperson of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination and Corporate Governance Committee of MGM China Holdings Limited. He is a professor at the Institute for International Studies and director of the Center for U.S.-China Relations at Tsinghua University. Prior to that, he was a professor and deputy director of the Center for American Studies at Fudan University between 2000 and 2007. Professor Sun has also taught at the East Asian Institute, Columbia University and Ramapo College, New Jersey. Professor Sun is the author and editor of eighteen books on comparative politics and U.S.-China relations. He has a Bachelor’s and Master’s degree in law from Fudan University in 1987 and 1989, respectively, and obtained a Doctor’s degree in political science from Columbia University in 2000. He also obtained a Master of Art degree from Indiana State University in 1992.

Mr. Sun has been appointed as an Independent Non-executive Director of the Company since September 27, 2010. Mr. Sun has entered into a letter of re-appointment with the Company on May 13, 2014 for a term of three years with effect from May 13, 2014, and the Company intends to enter into a new letter of re-appointment with Mr. Sun for a term of three years with effect from May 13, 2017. Mr. Sun will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of the letter of appointment as at the Latest Practicable Date and the resolution subsequently passed by the Board on March 2, 2017, he is entitled to receive a Director’s fee of USD90,000 (approximately HKD698,000) per annum which is determined by the Board with reference to his responsibilities and duties, the Company’s remuneration policy as well as prevailing marketing conditions.

Mr. Sun does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Mr. Sun does not have and is not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Based on the confirmations of independence received from Mr. Sun in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules, the Board considers that Mr. Sun is independent and recommends him to be re-elected as an Independent Non-executive Director at the AGM.

Save as disclosed above, Mr. Sun did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As far as the Directors are aware, there is no information relating to Mr. Sun that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

**(4) Sze Wan Patricia Lam (“Ms. Lam”)**

Ms. Lam, aged 50, is an Independent Non-executive Director, the Chairperson of the Nomination and Corporate Governance Committee and a member of the Remuneration Committee of MGM China Holdings Limited. She is the Chairman of Sotheby’s Asia and a member of the Board of Governors of the Hang Seng Management College in Hong Kong. Based between London and Hong Kong, Ms. Lam held the post of Head of Sotheby’s Private Client Services Department in London before her appointment as Chairman of Sotheby’s Asia in 2004. She was also appointed as Chairman of Sotheby’s Diamonds, a retail joint venture established in December 2005 between Sotheby’s and the Steinmetz Diamond Group. She received her bachelor’s degree in Monetary Economics from the London School of Economics in 1990 and a post graduate diploma in Asian Arts — Chinese, Japanese and Korean Arts at the School of Oriental and African Studies, London University in 1991.

Ms. Lam has been appointed as an Independent Non-executive Director of the Company since March 16, 2011. Ms. Lam has entered into a letter of re-appointment with the Company on May 13, 2014 for a term of three years with effect from May 13, 2014 and the Company intends to enter into a new letter of re-appointment with Ms. Lam for a term of three years with effect from May 13, 2017. Ms. Lam will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of the letter of appointment as at the Latest Practicable Date and the resolution subsequently passed by the Board on March 2, 2017, she is entitled to receive a Director’s fee of USD90,000 (approximately HKD698,000) per annum which is determined by the Board with reference to her responsibilities and duties, the Company’s remuneration policy as well as the prevailing market conditions.

Ms. Lam does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Ms. Lam does not have and is not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Based on the confirmations of independence received from Ms. Lam in respect of her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules, the Board considers that Ms. Lam is independent and recommends her to be re-elected as an Independent Non-Executive Director at the AGM.

Save as disclosed above, Ms. Lam did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As far as the Directors are aware, there is no information relating to Ms. Lam that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.



The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

**SHARE CAPITAL**

At the Latest Practicable Date, the number of Shares in issue is 3,800,045,001 Shares. As at the Latest Practicable Date, there were outstanding Options granted under the Share Option Scheme entitling the Holders to subscribe for an aggregate of 72,235,800 Shares, among which 23,959,100 outstanding Options are exercisable before the AGM to subscribe for an aggregate of 23,959,100 Shares.

Subject to the passing of the ordinary resolution granting the Directors the Share Buy-back Mandate and on the basis that none of the outstanding Options is exercised and that no further Share is issued, allotted or repurchased by the Company prior to the AGM, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, up to a maximum of 380,004,500 Shares representing not more than 10% of the total number of issued shares of the Company as at the date of passing of the resolution to approve the Share Buy-back Mandate.

**REASONS FOR REPURCHASE**

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share. The Directors are seeking the granting of a general mandate to repurchase the Shares in order to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

Since 2012, the Board has resolved to exercise the power of the Share Buy-back Mandate granted at the annual general meetings of the Company to repurchase an aggregate number of Shares equivalent to the aggregate number of new Shares issued upon the exercises of vested share options granted under the Company's share option scheme as and when appropriate. The Board will continue to do so should the proposed ordinary resolution to approve the Share Buy-back Mandate is passed at the AGM.

**FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such propose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Share Buy-back Mandate would be financed entirely by the Company's available cash flow or working capital facilities.

The Company may not repurchase its own securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange. Subject to the foregoing, any repurchase of the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of proceeds of a new issue of Shares made for the purpose of the repurchase. Any amount of premium payable on the purchase over the par value of the Shares must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

**IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited financial statements for the year ended December 31, 2016, in the event that the Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent that would, in the circumstances, have a material adverse effect on the working capital requirements or gearing position of the Company.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate only in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

**TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to repurchase Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

At the Latest Practicable Date, according to the register maintained by the Company under Section 336 of the SFO, MGM Resorts International and Ms. Pansy Ho together with their Associates and the parties acting in concert with them were interested in Shares representing 78.4% of the issued share capital of the Company. Assuming the shareholdings of MGM Resorts International and Ms. Pansy Ho together with their Associates and the parties acting in concert with them remain unchanged, full exercise by the Company of the Share Buy-back Mandate will result in an increase in their aggregate interests to approximately 87.15% of the reduced issued share capital of the Company immediately after the exercise in full of the Share Buy-back Mandate.

Although exercise in full of the Share Buy-back Mandate will not result in MGM Resorts International or Ms. Pansy Ho becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 21.6%, being the prescribed public float under the waiver granted by the Hong Kong Stock Exchange to the Company upon the Listing. In exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules and the exemption granted by the Hong Kong Stock Exchange upon the Listing.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

#### **DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Share Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

#### **SHARE REPURCHASE MADE BY THE COMPANY**

During the previous six months preceding the Latest Practicable Date, the Company made the following repurchase of Shares on the Hong Kong Stock Exchange:

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**APPENDIX II****EXPLANATORY STATEMENT FOR  
GENERAL MANDATE TO REPURCHASE SHARES**

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<b>Date of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Consideration per Share</b>		<b>Aggregate consideration paid HK\$</b>
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>	
December 16, 2016	465,600	15.04	14.92	7,010,544

Saved as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the previous six months preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date are as follows:

<b>Month</b>	<b>Share Prices</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2016</b>		
April	12.50	10.38
May	11.40	10.02
June	11.40	9.93
July	12.08	9.88
August	11.98	10.54
September	13.88	11.30
October	14.20	12.56
November	17.60	12.80
December	17.62	14.42
<b>2017</b>		
January	16.38	14.38
February	15.40	13.58
March	16.58	14.12
April (up to and including the Latest Practicable Date)	17.92	15.96

The Proposed Amendments are as follows:

**Original paragraph in the Share Option Scheme**

N/A

**Proposed new paragraph to add or to replace the original paragraph in its entirety**

1.1

“**Company’s Good Cause**” means the Company or a Subsidiary having “good cause” (i) to terminate a Grantee’s employment or service in accordance with the applicable laws, the Company’s policies or the terms of any existing employment, consulting, service or any other similar agreement between the Grantee and the Company or a Subsidiary, as determined by the Office of the General Counsel or, in the absence of such an employment, consulting, service or other similar agreement, (ii) to terminate the Grantee’s relationship with the Group constituting that Grantee as an Eligible Person, upon (a) the determination by the Board that the Grantee has ceased or failed to perform his duties or contribution to the Company or a Subsidiary, which failure amounts to an intentional and extended neglect of his duties or contribution to such party, (b) the determination by the Board that the Grantee has engaged or is about to engage in conduct materially injurious to the Company or a Subsidiary, (c) the Grantee having been convicted of, or is pleading guilty or not contesting to, a felony or any criminal offence involving fraud or dishonesty as a material element, (d) the Grantee beginning to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his creditors generally, (e) the failure of the Grantee to follow the lawful or reasonable instructions of the Board or (f) in the case of a Grantee who is a Director but is not employed by the Company or a Subsidiary, the Grantee ceasing to be a member of the Board in connection with the Grantee engaging in any of the activities described in (a) to (e) above, in each case, as determined by the Board;

“**Date of Cessation**” means: (i) for an employee of the Group, the date on which he ceases his position as an employee with the Group whether salary is paid in lieu of notice or not; (ii) for a non-employee of the Group, the date on which the relationship constituting him an Eligible Person ceases;

“**Disability**” means the limitation or loss of functioning of an individual which undermines the person’s ability to perform his duties or contribution as determined by the Company based upon medical evidence acceptable to it and as defined in any existing employment, consulting, service or any other similar agreement between the Grantee and the Company or a Subsidiary or under applicable laws;

“**Grantee’s Good Cause**” means the Grantee having “good cause” to terminate (i) his employment or service with the Company or a Subsidiary, in accordance with the applicable laws, the Company’s policies or the terms of any existing employment, consulting, service or any other similar agreement between the Grantee and the Company or a Subsidiary or, in the absence of such an employment, consulting, service or other similar agreement, (ii) his relationship with the Group constituting him as an Eligible Person;

“**Retires**” means the situation in which the Grantee ceases to be an employee of the Group by retirement, as defined by applicable laws or the Company’s policies;

- 6.3 Subject to the terms of grant of any Option, an Option may be exercised by the Grantee (or his personal representatives) at any time during the Option Period and in accordance with the vesting schedule and other terms specified in the relevant Offer, provided that:
- 6.3.1 subject to paragraphs 6.3.2 and 7.1.7, where the holder of an outstanding Option ceases to be an Eligible Person for any reason, the Option shall lapse on the date of cessation and not be exercisable. The date of such cessation shall be (i) if he is an employee of the Group, his last actual working day at his work place with the Group whether salary is paid in lieu of notice or not; or (ii) if he is not an employee of the Group, the date on which the relationship constituting him an Eligible Person ceases;
- 6.3.2 where the Grantee of an outstanding Option dies before exercising the Option in full or at all, the Option may be exercised up to the entitlement of such Grantee at the date of his death or, if appropriate, an election made pursuant to paragraph 6.3.3, 6.3.4 or 6.3.5 by his personal representative within 12 months of the date of death;
- 6.3 Subject to the terms of grant of any Option and subject to paragraphs 6.4 to 6.10 below, an Option may be exercised by the Grantee (or his personal representatives) at any time during the Option Period and in accordance with the vesting schedule and other terms specified in the relevant Offer.

- 6.3.3 if a general offer by way of a take-over is made to all the Shareholders (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), the Board shall at its absolute discretion determine whether the Option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee or (iii) continue to have effect according to its existing terms, and shall inform the Grantee of its decision by notice;
- 6.3.4 if a general offer by way of a scheme of arrangement is made to all the Shareholders, the Board shall at its absolute discretion determine whether the Option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee, and shall inform the Grantee of its decision by notice; and
- 6.3.5 in the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Board shall at its absolute discretion determine whether the Option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee, and shall inform the Grantee of its decision by notice.



- N/A
- 6.4 Subject to the Listing Rules, the Board, in its discretion, may accelerate the vesting of the balance, or some lesser portion, of the Grantee’s unvested Option(s) at any time. If so accelerated, the Option(s) will be considered vested and exercisable as of the date specified by the Board.
- N/A
- 6.5 Where the holder of an outstanding Option(s), being a Grantee who is an employee of the Company or a Subsidiary, ceases to be an employee of the Company or a Subsidiary and therefore an Eligible Person for any reason, the Option(s) shall lapse on the Date of Cessation and not be exercisable and no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation, provided that;
- 6.5.1 where the Grantee of any outstanding Option(s) dies before exercising the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the date of his death or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, by his personal representative within 12 months of the date of death. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in the Grantee’s personal representative from the date of death of the Grantee;

6.5.2 where the employment of a Grantee of any outstanding Option(s) with the Company or a Subsidiary is terminated by the Company or a Subsidiary due to Disability before the Grantee has exercised the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the Date of Cessation or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, within 12 months of the Date of Cessation provided, however, that the Options(s) shall be forfeited in the event the Grantee breaches any post-cessation covenant with the Company or a Subsidiary. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation;

6.5.3 where the employment of a Grantee of any outstanding Option(s) with the Company or a Subsidiary is terminated by the Company or a Subsidiary with Company's Good Cause before the Grantee has exercised the Option(s) in full or at all, the Option(s) shall lapse on the Date of Cessation and no longer be exercisable after the Date of Cessation and no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation;

6.5.4 where the employment of a Grantee of any outstanding Option(s) with the Company or a Subsidiary is terminated by the Company or a Subsidiary without Company's Good Cause or by the Grantee with Grantee's Good Cause before the Grantee has exercised the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the Date of Cessation or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, within 6 months of the Date of Cessation provided, however, that the Options(s) shall be forfeited in the event the Grantee breaches any post-cessation covenant with the Company or a Subsidiary. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation; and

6.5.5 where an employee who is a Grantee of any outstanding Option(s) resigns or Retires from employment with the Company or a Subsidiary before the Grantee has exercised the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the Date of Cessation or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, within 3 months of the Date of Cessation provided, however, that the Options(s) shall be forfeited in the event the Grantee breaches any post-cessation covenant with the Company or a Subsidiary. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation.

N/A

6.6 Where the holder of an outstanding Option(s), being a Grantee with an employment, consulting, service or any other similar agreement with the Company or a Subsidiary, begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his creditors generally or on which he has been convicted of, or is pleading guilty or not contesting to, a felony or any criminal offence involving fraud or dishonesty as a material element before the Grantee has exercised the Option(s) in full or at all, the Option(s) shall lapse on the date of such event and no more unvested Option(s) shall be vested in such Grantee from the date of such event.

N/A

6.7 Where the holder of an outstanding Option(s), being a Grantee, who is not an employee of the Company or a Subsidiary, ceases to be an Eligible Person for any reason, the Option(s) shall lapse on the Date of Cessation and not be exercisable and no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation, provided that;

6.7.1 where the Grantee of any outstanding Option(s) dies before exercising the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the date of his death or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, by his personal representative within 12 months of the date of death. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in the Grantee's personal representative from the date of death of the Grantee;

6.7.2 where the service or contribution provided by/the relationship between a Grantee of any outstanding Option(s) to/and the Company or a Subsidiary is terminated by the Company or a Subsidiary due to Disability before the Grantee has exercised the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the Date of Cessation or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, within 12 months of the Date of Cessation. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation;

6.7.3 where the service or contribution provided by/the relationship between a Grantee of any outstanding Option(s) to/and the Company or a Subsidiary is terminated by the Company or a Subsidiary with Company's Good Cause before the Grantee has exercised the Option(s) in full or at all, the Option(s) shall lapse on the Date of Cessation and no longer be exercisable after the Date of Cessation and no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation;

6.7.4 where the service or contribution provided by/the relationship between a Grantee of any outstanding Option(s) to/and the Company or a Subsidiary is terminated by the Company or a Subsidiary without Company's Good Cause or by the Grantee with Grantee's Good Cause before the Grantee has exercised the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the Date of Cessation or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, within 6 months of the Date of Cessation. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation; and

6.7.5 where a Grantee of any outstanding Option(s) resigns or retires from employment with his employer (if applicable) and as a result, will no longer provide service or contribution to the Group before the Grantee has exercised the Option(s) in full or at all, the Option(s) may be exercised up to the entitlement of such Grantee at the Date of Cessation or, if appropriate, an election made pursuant to paragraphs 6.8, 6.9 or 6.10, within 3 months of the Date of Cessation. Unless otherwise decided by the Board pursuant to paragraph 6.4, no more unvested Option(s) shall be vested in such Grantee from the Date of Cessation.

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|-----|--|
| N/A | 6.8 If a general offer by way of a take-over is made to all the Shareholders (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), the Board shall at its absolute discretion determine whether the Option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee or (iii) continue to have effect according to its existing terms, and shall inform the Grantee of its decision by notice. |
| N/A | 6.9 If a general offer by way of a scheme of arrangement is made to all the Shareholders, the Board shall at its absolute discretion determine whether the Option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee, and shall inform the Grantee of its decision by notice.   |
| N/A | 6.10 In the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Board shall at its absolute discretion determine whether the Option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee, and shall inform the Grantee of its decision by notice.  |

N/A

6.11 The Shares to be issued and allotted upon the exercise of an Option shall be subject to the Company's constitutional documents for the time being in force and shall rank *pari passu* in all respects with, and shall have the same voting, dividend, transfer and other rights (including those rights arising on a liquidation of the Company) as, the existing fully-paid Shares in issue as at the date of allotment and will entitle the holders to participate in all dividends or other distributions declared or recommended or resolved to be paid or made in respect of a record date falling on or after the date of allotment. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions of any rights arising on a liquidation of the Company, in respect of the Shares to be issued upon the exercise of the Option.



**7. LAPSE OF OPTION**

7.1 The right to exercise an Option (to the extent not already exercised) shall terminate immediately upon the earliest of:

7.1.1 the expiry of the Option Period;

7.1.2 the date of cessation referred to in paragraph 6.3.1;

7.1.3 the expiry of the period referred to in paragraph 6.3.2;

7.1.4 the expiry date specified in the notice from the Board referred to in paragraph 6.3.3;

**7. LAPSE OF OPTION**

7.1 The right of a Grantee to exercise an Option (to the extent not already exercised) shall terminate immediately upon the earliest of:

7.1.1 the expiry of the Option Period;

7.1.2 the Date of Cessation referred to in paragraph 1.1;

7.1.3 the expiry of the periods referred to in paragraphs 6.5.1, 6.5.2, 6.5.3, 6.5.4, 6.5.5, 6.7.1, 6.7.2, 6.7.3, 6.7.4 and 6.7.5;

7.1.4 the expiry date specified in the notice from the Board referred to in paragraph 6.8;

- |   |   |
|---|---|
| 7.1.5 subject to the scheme of arrangement becoming effective, the expiry date specified in the notice from the Board referred to in paragraph 6.3.4;   | 7.1.5 subject to the scheme of arrangement becoming effective, the expiry date specified in the notice from the Board referred to in paragraph 6.9; |
| 7.1.6 subject to paragraph 6.3.5, the date of the commencement of the winding-up of the Company;  | 7.1.6 subject to paragraph 6.10, the date of the commencement of the winding-up of the Company;   |
| 7.1.7 the date on which the Grantee ceases to be an Eligible Person by reason of failing to perform his duties at work, summary dismissal for misconduct or other breach of the terms of his employment or other contract or arrangement constituting him an Eligible Person, or the date on which he begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his or her creditors generally or on which he has been convicted of any criminal offence involving his or her integrity or honesty. A resolution of the Board to the effect that the employment or other relevant contract or arrangement of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph 7.1.5 shall be final and conclusive; | 7.1.7 the date referred to in paragraph 6.6;  |
| 7.1.8 any other expiration events as the Company may notify the Grantee from time to time; and  | 7.1.8 any other expiration events as the Company may notify the Grantee from time to time; and  |
| 7.1.9 the date on which the Grantee commits a breach of paragraph 6.1.  | 7.1.9 the date on which the Grantee commits a breach of paragraph 6.1.  |

**11. DISPUTES**

Any dispute arising in connection with the Scheme (whether as to the number of Shares the subject of an Option, the amount of the Subscription Price, or otherwise) shall be referred to the decision of the Auditors or the independent financial adviser who shall act as experts and not as arbitrators and whose decision shall be final and binding.

**11. DISPUTES**

11.1 Subject to paragraph 11.2, any dispute arising in connection with the Scheme (whether as to the number of Shares the subject of an Option, the amount of the Subscription Price, or otherwise) shall be referred to the decision of the Auditors or the independent financial adviser who shall act as experts and not as arbitrators and whose decision shall be final and binding.

11.2 In case of a dispute between the Company or a Subsidiary and a Grantee concerning the date on which such Grantee's right to exercise the Option(s) has lapsed as set out in paragraph 7 or the validity of the reasons thereof, a resolution of the Board containing its decision shall be final and conclusive.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **MGM CHINA HOLDINGS LIMITED**

### **美高梅中國控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2282)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of MGM China Holdings Limited (“the Company”) will be held at Salon I, MGM Macau, Avenida Dr. Sun Yat Sen, NAPE, Macau on May 24, 2017 (Wednesday) at 2:00 p.m. for the following purposes:—

#### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, passing (with or without modifications) the following resolutions as Ordinary Resolutions:

1. To receive and consider the audited financial statements and the reports of the Directors and Independent Auditor for the year ended December 31, 2016.
2. To declare a final dividend of HK\$0.160 per share for the year ended December 31, 2016.
3. (A) To re-elect each of the following Directors by separate resolutions:
  - (i) Ms. Pansy Catilina Chiu King Ho as an Executive Director of the Company;
  - (ii) Mr. William M. Scott IV as a Non-executive Director of the Company;
  - (iii) Mr. Zhe Sun as an Independent Non-executive Director of the Company; and
  - (iv) Ms. Sze Wan Patricia Lam as an Independent Non-executive Director of the Company.
- (B) To authorize the Board of Directors of the Company to fix the remuneration of the Directors.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Independent Auditor of the Company and to authorize the Board of Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options (including bonds, warrants and debentures convertible into shares of the Company) which will or may require the exercise of such powers either during or after the Relevant Period;
- (b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to this resolution, otherwise than pursuant to (i) a rights issue; (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend scheme pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company at the date of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date on which the mandate given under this resolution is revoked or varied by ordinary resolution of the shareholders at a general meeting of the Company.”

6. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as amended from time to time;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company at the date of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:
- “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (iii) the date on which the mandate given under this resolution is revoked or varied by ordinary resolution of the shareholders at a general meeting of the Company.”
7. “**THAT**, conditional upon the passing of Resolutions (5) and (6) set out in the notice convening this meeting, the total number of shares of the Company which are repurchased by the Company pursuant to Resolution (6) shall be added to the total number of shares which may be issued pursuant to Resolution (5).”
8. “**THAT**, the proposed amendments to the paragraphs 1.1, 6, 7 and 11 of the share option scheme of the Company adopted on May 11, 2011 and amended by the Board on July 28, 2016 (the “Share Option Scheme”), as set out in Appendix III to the Company’s circular to the shareholders of the Company dated April 20, 2017 (the “Circular”) and contained in the amended Share Option Scheme reflecting the proposed amendments, a copy of which is available for inspection as detailed in the Circular and produced to this meeting marked “A” and for the purposes of identification initialed by the chairman of this meeting be and are hereby approved AND THAT the board of Directors be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the proposed amendments to the Share Option Scheme.”

By Order of the Board  
**MGM China Holdings Limited**  
**Antonio MENANO**  
*Company Secretary*

Hong Kong, April 20, 2017

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date of this notice, our directors are James Joseph MURREN, Pansy Catilina Chiu King HO, Chen Yau WONG, William Joseph HORNBUCKLE and Grant R. BOWIE as executive directors, William M. SCOTT IV, Daniel J. D'ARRIGO and Kenneth A. ROSEVEAR as non-executive directors and Zhe SUN, Sze Wan Patricia LAM, Peter Man Kong, WONG and Russell Francis BANHAM as independent non-executive directors.*

*Notes:*

- (1) All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance to the Listing Rules.
- (2) Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company but must attend AGM in person to represent you. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (3) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's Hong Kong Listed Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 2:00 p.m. May 22, 2017 or 48 hours before the adjournment of the AGM (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting thereof should be the shareholder so wish.
- (4) For determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from May 19, 2017 to May 24, 2017 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong listed share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, May 18, 2017.
- (5) As previously disclosed in the announcements of the Company dated February 16, 2017 and February 20, 2017, the Board of Directors has recommended the payment of a final dividend of HK\$0.160 per share for the year ended December 31, 2016 and, if such dividend is approved by the shareholders by passing resolution 2 at the AGM, it is expected to be paid on or about June 16, 2017, to those shareholders whose names appear on the Company's register of members on June 6, 2017.
- (6) As previously disclosed in the announcement of the Company dated February 20, 2017, for determining the entitlement of Shareholders to the proposed final dividend, the register of members of the Company will be closed from June 2, 2017 to June 6, 2017, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's listed share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, June 1, 2017.
- (7) Shareholders are requested to telephone the Company's hotline (853) 8802 6688 or (852) 3698 2288 for arrangements of the AGM in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of AGM.
- (8) References to time and dates in this notice are to Hong Kong time and dates.