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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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美高梅中國控股有限公司
MGM China Holdings Limited

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 ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 16, 2013 (Thursday) at 2:00p.m. is set out on pages 18 to 21 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) and the Company (www.mgmchinaholdings.com) respectively.

Whether or not shareholders are able to attend the AGM, 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 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the AGM or any adjourned meeting thereof should shareholders so wish.

April 5, 2013

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DEFINITIONS

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 MGM Macau, Avenida Dr. Sun Yat Sen, NAPE, Macau on May 16, 2013 (Thursday) at 2:00p.m., the notice of which is set out on pages 18 to 21 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
“Company”, “our”, “we”, “us” 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
“Director(s)”	the director(s) of the Company
“Group”, “we”, “us” or “our”	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
“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”	March 28, 2013, 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)

DEFINITIONS

“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 Resorts”	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
“Repurchase 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 aggregate nominal amount of the issued share capital of the Company at the date of passing the relevant resolution at the AGM, details of which are set out in ordinary resolution no. 5
Share Issue Mandate	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to issue Shares up to the amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the relevant resolution at the AGM, details of which are set out in ordinary resolution no. 4
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$1 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 Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent

LETTER FROM THE BOARD



美高梅中國控股有限公司
MGM China Holdings Limited

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:

Pansy Catilina Chiu King Ho (*Chairperson*)

James Joseph Murren (*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 XI of
the Companies Ordinance*

1402 China Merchants Tower

200 Connaught Road

Central, Hong Kong

Independent Non-executive Directors

Zhe Sun

Tommei Mei Kuen Tong

Sze Wan Patricia Lam

Peter Man Kong Wong

April 5, 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the re-election of Directors; and (ii) the granting of the Repurchase Mandate and the Share Issuance Mandate to the Directors.

LETTER FROM THE BOARD

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.

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 offices 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 (3). The Board has determined, after taking into consideration the recommendation of the Nomination and Corporate Governance Committee of the Board, that Mr. James Joseph Murren, Mr. Grant R. Bowie, Mr. Kenneth A. Rosevear and Ms. Tommei Mei Kuen Tong will retire from offices by rotation at the AGM. Pursuant to Article 102(3) of the Articles of Association, Mr. Peter Man Kwong Wong, who was appointed by the Board as an additional Independent Non-executive Director on December 1, 2012, will hold office until the conclusion of 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 retiring 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 Mr. James Joseph Murren as an Executive Director, to re-elect Mr. Grant R. Bowie as an Executive Director, to re-elect Mr. Kenneth A. Rosevear as a Non-executive Director and to re-elect Ms. Tommei Mei Kuen Tong and Mr. Peter Man Kong Wong as Independent Non-executive Directors.

The Board has resolved that, subject to the passing of proposed ordinary resolution to re-elect and appoint Mr. James Joseph Murren as an Executive Director of the Company at the AGM with effect from the conclusion of the AGM, Mr James Joseph Murren will be appointed as the Chairperson of the Board and Ms. Pansy Catilina Chiu King Ho (“Ms. Pansy Ho”) will retire from her office as the Chairperson of the Board with effect from the conclusion of the AGM and will serve as the Co-Chairperson of the Board.

REPURCHASE MANDATE

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 17, 2012, 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 aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the resolution to approve the Repurchase Mandate. Details of the Repurchase Mandate are set out in ordinary resolution no. 5 in the notice of the AGM.

LETTER FROM THE BOARD

At the Latest Practicable Date, the number of Shares in issue was 3,800,000,001 Shares. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 380,000,000 Shares.

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

SHARE ISSUANCE MANDATE

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 17, 2012, the Directors have been granted a general mandate to allot, issue and deal with Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue. 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 aggregate nominal amount of the issued share capital 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 the basis that no further Shares will be issued or repurchased 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 760,000,000 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 aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Details of the Share Issuance Mandate and the extension of the Share Issuance Mandate are set out in ordinary resolutions no. 4 and 6 in the notice of AGM respectively.

The Repurchase 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 Repurchase 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 repurchase Shares pursuant to the Repurchase Mandate save as disclosed in Appendix II.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Salon I, MGM Macau, Avenida Dr. Sun Yat Sen, NAPE, Macau May 16, 2013 (Thursday) at 2:00p.m. is set out on pages 18 to 21 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the re-election of retiring Directors, the grant of the Repurchase Mandate and the Share Issuance Mandate and the extension of Share Issuance Mandate.

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 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (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 15, 2013 to May 16, 2013 (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 4:30p.m. on May 14, 2013.

Shareholders are requested to telephone the Company's hotline (853) 88026688 or (852) 36982288 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.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and the proposed grant of the Repurchase Mandate, the Share Issuance Mandate and the extension of Share Issuance Mandate are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour 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) and Appendix II (Explanatory Statement for General Mandate to Repurchase Shares) to this Circular.

Yours faithfully,

On behalf of the Board

Pansy Catilina Chiu King Ho

Chairperson

James Joseph Murren

Co-Chairperson

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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

(1) James Joseph Murren (“Mr. Murren”)

Mr. Murren, aged 51, is currently the Co-Chairperson of the Board and an Executive Director of the Company. Mr. Murren will serve as the Chairperson of the Board subject to the passing of the ordinary resolution at the AGM to re-elect and appoint him as an Executive Director with effect from the conclusion of the AGM. Mr. Murren is the Chairman and Chief Executive Officer of MGM Resorts. He has served as a Director of MGM Grand Paradise since January 19, 2010. In 1998, Mr. Murren joined MGM Grand Inc. (a predecessor of MGM Resorts) as Chief Financial Officer and a member of the board. He completed significant acquisitions over the following seven years, overseeing the transformation of MGM Resorts into one of the world’s leading gaming companies. In 1999, the board promoted Mr. Murren to President and then to Chief Operating Officer in 2007. As Chief Financial Officer, Mr. Murren directed the implementation of an extensive reorganization of MGM Grand Inc. and started the development of CityCenter. Before he joined MGM Grand Inc., Mr. Murren served as a Managing Director of U.S. Equity Research at Deutsche Bank AG. Mr. Murren graduated with a Bachelor’s degree in art history and urban studies from Trinity College, Hartford in 1983. Prior to joining the board of MGM Grand Paradise, Mr. Murren was involved in the design, development, financing, management and operations of MGM Grand Paradise.

There is no service contract entered into between the Company and Mr. Murren. 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 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.

Save as disclosed above, Mr. Murren 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 at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Murren has personal interests of (i) 2,384,375 vested and 328,125 unvested stock appreciation rights; (ii) 26,250 vested and 127,322 unvested restricted stock units; (iii) 252,433 performance stock units; and (iv) family interests in 186,004 shares, all in relation to the common stock of MGM Resorts. Save as disclosed above, Mr. Murren 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.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

As far as the Directors are aware, there is no other information relating to Mr. Murren 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) Grant R. Bowie (“Mr. Bowie”)

Mr. Bowie, aged 55, is the Chief Executive Officer and an Executive Director of the Company. He has been the President of MGM Grand Paradise since August 1, 2008. With over two decades of experience working in the hospitality industry, Mr. Bowie joined our Company after approximately four years as the President and General Manager of Wynn Resorts (Macau) S. A.. Prior to that, he contributed to the growth and development of Park Place Entertainment Corporation’s Jupiter operations in Australia from 1987 to 2003. In his 16 years with Park Place Entertainment, he held senior positions in casino, general finance and hotel operations before being appointed General Manager of both Park Place Entertainment’s properties in Australia. Mr. Bowie is also an Adjunct Professor in Tourism and Leisure Management at the University of Queensland. Mr. Bowie holds a Bachelor’s degree in commerce from the University of Otago in New Zealand.

There is a service agreement entered into between MGM Grand Paradise and Mr. Bowie. He is not appointed for a specific term but 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. He is entitled to receive a fixed salary of USD1,200,000 per annum subject to an annual increment on June 1 each year and a discretionary bonus of an amount to be determined by the Board. His emolument is determined by the Board with reference to his responsibilities and duties, the Company’s remuneration policy as well as the prevailing market conditions.

Mr. Bowie 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 at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Bowie was granted 3,500,000 share options of the Company pursuant to Company’s share option scheme. Save as disclosed above, Mr. Bowie 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.

Mr. Bowie 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. Bowie 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.

**APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED**

(3) Kenneth A. Rosevear (“Mr. Rosevear”)

Mr. Rosevear, aged 63, is a Non-Executive Director and a member of the Audit Committee of the Company. Mr. Rosevear is the President of MGM Resorts Development, LLC (a subsidiary of MGM Resorts), a position he has held since 1995. He has served as Director of MGM Grand Paradise since December 4, 2008. Prior to joining MGM Resorts, Mr. Rosevear was the President of Development for Caesars World for two years. Mr. Rosevear was Chief Executive of Sun International Group, which operated casino resorts in southern Africa, from 1985 to 1993 and its Deputy Managing Director from 1983 to 1985. He held the position of Financial Director of Southern Sun Group from 1982 to 1983. Mr. Rosevear began his career at Price Waterhouse in 1967 and rose to partnership in 1979, a position he held until 1982. During his career, Mr. Rosevear has overseen the design, construction and development of a number of gaming resorts internationally, including MGM Macau. Mr. Rosevear obtained a Certificate in the Theory of Accountancy from the University of the Witwatersrand, Johannesburg and was qualified as a chartered accountant by the Chartered Accountants of South Africa in 1973.

There is no service contract entered into between the Company and Mr. Rosevear. 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 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.

Save as disclosed above, Mr. Rosevear 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 at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Rosevear has personal interests of (i) 690,000 vested stock option; (ii) 22,500 vested and 67,500 unvested stock appreciation rights; (iii) 9,000 unvested restricted stock units, all in relation to the common stock of MGM Resorts. Save as disclosed above, Mr. Rosevear 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.

Mr. Rosevear 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 aware, there is no information relating to Mr. Rosevear 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.

**APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED**

(4) Tommei Mei Kuen Tong (“Ms. Tong”)

Ms. Tong, aged 48, is an Independent Non-Executive Director, the Chairperson of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination and Corporate Governance Committee of the Company. Ms. Tong was the Executive Director of TOM Group Limited, from 2003 to 2008. She also served as the Chief Financial Officer and Chief Operating Officer of Ping An Insurance (Group) of China, Ltd., a company listed on the Stock Exchange and the Shanghai Stock Exchange. She acts as an Independent Non-executive Director of Shanghai Pharmaceuticals Holdings Co. Ltd., a company listed on The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange. Prior to that, Ms. Tong spent 14 years with Arthur Andersen & Co. She has received the “Top Ten Private Female Entrepreneurs” award from the All-China Federation of Industry and Commerce and the All-China Women’s Federation. Ms. Tong is a Fellow of both the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. She obtained a Bachelor’s degree in social science with a major in management studies from the University of Hong Kong.

Ms. Tong has entered into a letter of appointment with the Company for a term of three years commencing on May 13, 2011 and 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, she is entitled to receive a director’s fees of USD60,000 (approximately HKD 468,000) 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. Tong does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Ms. Tong does not have any interest in the 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 confirmation of independence received from Ms. Tong 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. Tong is independent and should be re-elected as an Independent Non-Executive Director in the AGM.

As far as the Directors are aware, there is no information relating to Ms. Tong 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.

**APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED**

(5) Peter Man Kong Wong (“Mr. Wong”)

Mr. Wong, aged 64, is currently an Independent Non-Executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination and Corporate Governance Committee of the Company. Mr. Wong has over 39 years of industrial, commercial and public service experience. He is serving as a deputy to the 11th National People’s Congress of the People’s Republic of China. Mr. Wong is currently the Chairman of M.K. Corporation Limited, Culture Resources Development Co., Ltd. and North West Development Limited. Mr. Wong holds a Bachelor of Science Degree from the University of California, Berkeley. He was nominated a Justice of the Peace in 1987 and was awarded Bronze Bauhinia Star in 2003 for his valuable contributions to promote public services of Hong Kong. Mr. Wong is a fellow member of the Chartered Institute of Logistics and Transport and a member of the Royal Institute of Naval Architects. Mr. Wong has an extensive record in public services. From 1979 to 1992, he served as a director of Kowloon-Canton Railway Corporation and a member in Hong Kong Government’s Transport Advisory Board, Industry Development Board and Trade Advisory Board. He was also a member of the Hong Kong Special Administrative Region Preparatory Committee during 1996 and 1997 and a member of the Election Committee of the Second Chief Executive of the Hong Kong Special Administrative Region in 2002. Mr. Wong currently holds directorships in a number of public companies listed on The Stock Exchange of Hong Kong Limited. He is an independent non-executive director of Glorious Sun Enterprises Limited, China Travel International Investment Hong Kong Limited, Chinney Investments, Limited, Sun Hung Kai & Co., Limited, Sino Hotels (Holdings) Limited and Far East Consortium International Limited. He is a Non-Executive Director of New Times Energy Corporation Limited and Hong Kong Ferry (Holdings) Company Limited.

Mr. Wong has entered into a letter of appointment with the Company for a term of three years commencing on December 1, 2012 and 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, he is entitled to receive a director’s fees of USD60,000 (approximately HKD 468,000) per annum which is determined by the Board with reference to his responsibilities and duties, the Company’s remuneration policy as well as the prevailing market conditions.

Mr. Wong 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. Wong does not have any interest in the 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 confirmation of independence received from Mr. Wong 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. Wong is independent and should be re-elected as an Independent Non-Executive Director in the AGM.

As far as the Directors are aware, there is no information relating to Mr. Wong 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 Repurchase Mandate.

SHARE CAPITAL

At the Latest Practicable Date, the number of Shares in issue was 3,800,000,001 Shares. There were outstanding share options granted under the Company's share option scheme entitling the holders to subscribe for an aggregate of 19,465,000 Shares, among which 4,808,750 outstanding share options were exercisable before the AGM to subscribe for an aggregate of 4,808,750 Shares.

Subject to the passing of the ordinary resolution granting the Directors the Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no further Share is issued, allotted or repurchased by the Company prior to the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum of 380,000,000 Shares representing not more than 10% of the issued share capital of the Company as at the date of passing of the resolution to approve the Repurchase Mandate.

REASONS FOR REPURCHASE

The Directors believe that the Repurchase 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 grant of a general mandate to repurchase the Shares 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 May 2012, the Board has resolved to exercise the power of the Repurchase Mandate granted at the annual general meeting of the Company held on May 17, 2012 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 Repurchase 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 Repurchase 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, 2012, in the event that the Repurchase Mandate was exercised in full. However, the Directors do not propose to exercise the Repurchase 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 Repurchase 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 Shareholder.

At the Latest Practicable Date, according to the register maintained by the Company under Section 336 of the SFO, MGM Resorts and Ms. Pansy Ho together with their Associates and the parties acting in concert with them were interested in Shares representing 78.44% of the issued share capital of the Company. Assuming the shareholdings of MGM Resorts 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 Repurchase 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 Repurchase Mandate.

Although exercise in full of the Repurchase Mandate will not result in MGM Resorts 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 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 Associates have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No 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 Repurchase Mandate is approved by the Shareholders.

SHARE PURCHASE 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:

Date of Repurchase	Number of Shares Repurchased	Consideration		Aggregate Consideration Paid HK\$
		per Share		
		Highest HK\$	Lowest HK\$	
March 1, 2013	624,800	19.10	18.90	11,891,144.00

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:

Month	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
March	14.60	13.10
April	14.60	13.70
May	14.66	12.26
June	12.34	11.10
July	11.48	10.10
August	13.02	10.58
September	13.46	12.10
October	14.38	13.18
November	14.50	13.14
December	14.38	13.74
2013		
January	18.42	14.34
February	18.94	16.90
March (up to and including the Latest Practicable Date)	19.28	16.22

NOTICE OF ANNUAL GENERAL MEETING



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 16, 2013 (Thursday) at 2:00p.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, 2012.
2. (A) To re-elect each of the following Directors by separate resolutions:
 - (i) Mr. James Joseph Murren as an Executive Director of the Company;
 - (ii) Mr. Grant R. Bowie as an Executive Director of the Company;
 - (iii) Mr. Kenneth A. Rosevear as a Non-executive Director of the Company;
 - (iv) Ms. Tommei Mei Kuen Tong as an Independent Non-executive Director of the Company; and
 - (v) Mr. Peter Man Kong Wong 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.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Independent Auditor of the Company and to authorize the Board of Directors to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. **“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 of HK\$1.00 each 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 would or might require the exercise of such powers either during or after the Relevant Period be generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital 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 aggregate nominal amount of the share capital of the Company in issue 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 law 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;”

NOTICE OF ANNUAL GENERAL MEETING

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 repurchase shares of HK\$1.00 each in the capital 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 as amended from time to time be generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue 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 law 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**, conditional upon the passing of Resolutions (4) and (5) set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to Resolution (5) shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution (4).”

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

Hong Kong, April 5, 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A shareholder holding two or more shares 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. The proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.
- (2) 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 not less than 48 hours before the time fixed for holding the meeting. 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 the shareholder so wish.
- (3) The register of Shareholders of the Company will be closed from May 15, 2013 to May 16, 2013 (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 4:30p.m. on May 14, 2013.
- (4) Shareholders are requested to telephone the Company's hotline (853) 88026688 or (852) 36982288 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.