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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)

**UNAUDITED RESULTS FOR THE FOURTH QUARTER AND  
YEAR ENDED 31 DECEMBER 2014 OF MGM RESORTS INTERNATIONAL,  
OUR CONTROLLING SHAREHOLDER**

This is an announcement made pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Our controlling shareholder, MGM Resorts International has, on or about 17 February 2015 (8:15 a.m., New York time), released its unaudited results for the fourth quarter and year ended 31 December 2014 which contain financial information about MGM China Holdings Limited prepared and presented herein under Generally Accepted Accounting Principles of the United States.

This is an announcement made by MGM China Holdings Limited (“we” or “MGM China”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“HKSE”).

MGM China’s controlling shareholder, MGM Resorts International, is a company listed on the New York Stock Exchange in the United States. As at the date of this announcement, MGM Resorts International beneficially owns 51% of the issued share capital of MGM China.

MGM Resorts International has, on or about 17 February 2015 (8:15 a.m., New York time), released its unaudited results for the fourth quarter and year ended 31 December 2014 (the “Earnings Release”). If you wish to review the Earnings Release prepared by MGM Resorts International and as filed with the United States Securities and Exchange Commission, please visit <http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000789570&owner=exclude&count=40&hidefilings=0>. The Earnings Release contains financial information about MGM China which is available in the public domain.

The consolidated financial results of MGM Resorts International, including those contained in the Earnings Release, have been prepared in accordance with the Generally Accepted Accounting Principles of the United States (“US GAAP”), which are different from International Financial Reporting Standards (“IFRS”), which, as a company listed on the Main Board of HKSE, we use to prepare and present the financial information of MGM China.

The consolidated financial results of MGM Resorts International for the fourth quarter ended 31 December 2014 included in the Earnings Release include the effect of its consolidation of MGM China, including purchase price adjustments and certain other adjustments to reflect the financial information of MGM China in accordance with US GAAP. As such, the financial information of MGM China in the Earnings Release is not directly comparable to the audited consolidated financial results to be disclosed by MGM China prepared in accordance with IFRS. The following table summarizes the reconciliation of the information of MGM China presented in the Earnings Release under US GAAP to the unaudited operating profit of MGM China under IFRS as a result of the abovementioned adjustments. (Note: The amounts are presented here in Hong Kong dollars at the exchange rates at the time of individual transactions during the relevant period.)

	<b>Three Months Ended 31 December 2014 <i>HK\$’000</i> (unaudited)</b>	<b>Twelve Months Ended 31 December 2014 <i>HK\$’000</i> (unaudited)</b>
<b>Operating income under US GAAP</b>	<b>845,523</b>	<b>4,249,588</b>
Add:		
Purchase price adjustments, net	<b>357,243</b>	<b>1,464,096</b>
Other adjustments, net	<b>11,843</b>	<b>55,036</b>
<b>Operating profit under IFRS</b>	<b><u>1,214,609</u></b>	<b><u>5,768,720</u></b>

	<b>Three Months Ended 31 December</b>		<b>Twelve Months Ended 31 December</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b><i>HK\$’000</i></b>	<b><i>HK\$’000</i></b>	<b><i>HK\$’000</i></b>	<b><i>HK\$’000</i></b>
	<b>(unaudited)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>
<b>Total revenue</b>	<b><u>5,573,846</u></b>	<b><u>7,177,079</u></b>	<b><u>25,454,296</u></b>	<b><u>25,727,513</u></b>
<b>Adjusted EBITDA (before the license fee under the branding agreement)</b>	<b><u>1,458,794</u></b>	<b><u>1,857,023</u></b>	<b><u>6,997,889</u></b>	<b><u>6,644,875</u></b>
<b>Adjusted EBITDA</b>	<b><u>1,458,794</u></b>	<b><u>1,857,023</u></b>	<b><u>6,662,879</u></b>	<b><u>6,365,573</u></b>

**Our shareholders and potential investors are advised to read the financial information presented herein in conjunction with the announcement of the annual results of MGM China for the year ended 31 December 2014 published on 17 February 2015 which contains the audited operating profit and total revenue of MGM China for the year ended 31 December 2014 and 2013 under IFRS.**

### Summary Statistics

The following table presents certain selected income statement line items and certain other data of MGM China.

(in thousands, except for number of gaming tables and slot machines, percentage, and REVPAR)	Three months ended		Twelve months ended	
	31 December		31 December	
	2014	2013	2014	2013
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Number of VIP gaming tables	195	235	216	233
VIP table games turnover	174,434,727	257,790,282	771,690,352	894,592,686
VIP gross table games win	4,479,346	7,250,752	21,372,592	25,243,772
VIP table games win percentage	2.6%	2.8%	2.8%	2.8%
Average daily gross win per VIP gaming table	249.6	334.9	271.3	296.8
Number of main floor gaming tables	228	185	207	189
Main floor table games drop <sup>(1)</sup>	8,165,042	8,485,783	36,188,772	30,732,606
Main floor gross table games win	2,218,448	1,881,929	9,528,227	7,118,699
Adjusted main floor table games win percentage	27.2%	22.2%	26.3%	23.2%
Average daily gross win per main floor gaming table	106.0	110.3	126.4	103.3
Number of slot machines	1,133	1,364	1,197	1,368
Slot machine handle	10,521,085	12,198,908	45,885,173	44,409,964
Slot machine gross win	404,594	565,663	2,032,474	2,262,939
Slot hold percentage	3.9%	4.6%	4.4%	5.1%
Average daily win per slot	3.9	4.5	4.7	4.5
Commission and discounts	(1,649,246)	(2,617,849)	(7,872,693)	(9,254,411)
Room occupancy rate	98.9%	98.8%	98.7%	98.3%
REVPAR <sup>(2)</sup>	2,322	2,120	2,302	2,078

*Note:* <sup>(1)</sup> Main floor table games drop includes estimated cash chips purchased at the casino cage. Main floor table games wagers are conducted by the use of cash chips. In addition to purchasing cash chips at gaming tables, main floor customers may also purchase cash chips at the casino cage. As a result of increased cash chips purchased at the casino cage, we now adjust main floor table games drop to include such purchases in order to more meaningfully reflect main floor table games volume and win percentage.

<sup>(2)</sup> Revenue per available room, expressed in Hong Kong dollars, arrived after inclusion of services provided for hotel rooms to certain customers and guests without charges.

With a view to ensuring that all shareholders and potential investors of MGM China have equal and timely access to the information pertaining to MGM China, set forth below are the key highlights of financial information relevant to MGM China published by MGM Resorts International in the Earnings Release. (Unless otherwise provided, all dollars amounts in the Earnings Release are denominated in United States dollars):

## **MGM Resorts International (hereafter the “Company”) Fourth Quarter Results**

### **MGM China**

On February 17, 2015, as part of its regular dividend policy, MGM China’s Board of Directors announced it will recommend a final dividend for 2014 of \$120 million to MGM China shareholders subject to approval at the MGM China 2015 annual shareholders meeting. If approved, MGM Resorts International will receive \$61 million, its 51% share of this dividend. In addition, MGM China’s Board of Directors announced a special dividend of \$400 million, which will be paid to shareholders of record as of March 10, 2015 and distributed on or about March 19, 2015. MGM Resorts International will receive \$204 million, its 51% share of the special dividend.

Key fourth quarter results for MGM China include the following:

- MGM China earned net revenue of \$719 million, a 22% decrease compared to the prior year quarter;
- Main floor table games revenue increased 19% compared to the prior year quarter. Main floor table games volume decreased 4% and hold percentage was 27.2% in the current year quarter compared to 22.2% in the prior year quarter;
- VIP table games revenue decreased 39% due to lower VIP table games turnover of 32% compared to the prior year quarter, as well as hold percentage of 2.6% in the current year quarter compared to 2.8% in the prior year quarter;
- MGM China’s Adjusted EBITDA was \$185 million, a 22% decrease compared to the prior year quarter;
- MGM China’s Adjusted EBITDA margin increased by 10 basis points compared to the prior year quarter to 25.8% as a result of an increase in main floor table games mix; and
- Operating income was \$109 million compared to \$162 million in the prior year quarter.

### **Full Year 2014 Results**

MGM China net revenue was \$3.3 billion for 2014, a 1% decrease from 2013, and Adjusted EBITDA was a record \$850 million compared to \$814 million in the prior year.

## **Non-GAAP financial measures**

“Adjusted EBITDA” is earnings before interest and other non-operating income (expense), taxes, depreciation and amortization, preopening and start-up expenses, and property transactions, net. “Adjusted Property EBITDA” is Adjusted EBITDA before corporate expense and stock compensation expense related to the MGM Resorts stock option plan, which is not allocated to each property. MGM China recognizes stock compensation expense related to its stock compensation plan which is included in the calculation of Adjusted EBITDA for MGM China. Adjusted EBITDA information is presented solely as a supplemental disclosure to reported GAAP measures because management believes these measures are 1) widely used measures of operating performance in the gaming industry, and 2) a principal basis for valuation of gaming companies.

Management believes that while items excluded from Adjusted EBITDA and Adjusted Property EBITDA may be recurring in nature and should not be disregarded in evaluation of the Company’s earnings performance, it is useful to exclude such items when analyzing current results and trends compared to other periods because these items can vary significantly depending on specific underlying transactions or events that may not be comparable between the periods being presented. Also, management believes excluded items may not relate specifically to current operating trends or be indicative of future results. For example, pre-opening and start-up expenses will be significantly different in periods when the Company is developing and constructing a major expansion project and will depend on where the current period lies within the development cycle, as well as the size and scope of the project(s). Property transactions, net includes normal recurring disposals, gains and losses on sales of assets related to specific assets within the Company’s resorts, but also includes gains or losses on sales of an entire operating resort or a group of resorts and impairment charges on entire asset groups or investments in unconsolidated affiliates, which may not be comparable period over period.

In addition, capital allocation, tax planning, financing and stock compensation awards are all managed at the corporate level. Therefore, management uses Adjusted Property EBITDA as the primary measure of the Company’s operating resorts’ performance.

This announcement contains forward-looking statements. Such forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ from those expressed in any forward-looking statements made by us. The risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, our dependence on existing management, levels of travel, leisure and casino spending, general economic conditions, and changes in gaming laws or regulations. Additional information concerning potential factors that could affect our financial results is included in our published prospectus, interim and annual reports. We are under no obligation to (and expressly disclaims any such obligation to) update the forward-looking statements as a result of new information, future events or otherwise.

**Our shareholders and potential investors are advised not to place undue reliance on the Earnings Release and are reminded that certain financial information of MGM China presented herein has been prepared in accordance with US GAAP and is not the same as that presented in the announcement of annual results of MGM China for the year ended 31 December 2014 published on 17 February 2015 which contains audited consolidated financial results of MGM China under IFRS. Our shareholders and potential investors are advised to read this announcement in conjunction with the announcement of annual results of MGM China for the year ended 31 December 2014 and exercise caution in dealing in securities in MGM China.**

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

Hong Kong, 17 February 2015

*As at the date of this announcement, 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.*