

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

This announcement is not an offer of securities for sale in the United States or in any other jurisdiction. Securities may not be offered or sold in the United States absent registration under the U.S. Securities Act or an exemption from registration. Any public offering of securities to be made in the United States would be made by means of a prospectus that would be obtained from the Company and would contain detailed information about the Company and management as well as financial statements. The Company does not intend to register any part of the proposed offering in the United States.

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

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(incorporated in the Cayman Islands with limited liability)

Stock Code: 2282

MIXED MEDIA OFFER

The Company will be issuing a prospectus on or around Monday, May 23, 2011 in connection with the proposed Global Offering. An application has been made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the proposed Global Offering. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, June 3, 2011.

The Company will be relying on section 9A of the Companies Ordinance and will be issuing the **WHITE** and **YELLOW** Application Forms without them being accompanied by a printed Prospectus. From 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011, an electronic form of the Prospectus can be accessed and downloaded from the websites of the Company at http://mgmchinaholdings.com/investor_relations and the Stock Exchange at www.hkexnews.hk, under the “*HKExnews > Listed Company Information > Latest Listed Company Information*” section, respectively.

Members of the Hong Kong public who wish to obtain a copy of the printed Prospectus may obtain a copy, free of charge, upon request during normal business hours from 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011 at the following locations:

1. any of the following branch of:

- (a) **Industrial and Commercial Bank of China (Asia) Limited, Mongkok Branch, G/F, Belgian Bank Building, 721-725 Nathan Road, Mongkok, Kowloon;**
- (b) **Standard Chartered Bank (Hong Kong) Limited, Kwun Tong Branch, 1A Yue Man Square, Kwun Tong;**
- (c) **Bank of China (Hong Kong) Limited, Central District (Wing On House) Branch, 71 Des Voeux Road Central;**
- (d) **Bank of Communications Co., Ltd. Hong Kong Branch, 20 Peddar Street, Central;**

2. any of the following addresses of:

- (a) **J.P. Morgan Securities (Asia Pacific) Limited, 28th Floor, Chater House, 8 Connaught Road Central, Hong Kong;**
- (b) **Morgan Stanley Asia Limited, Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong;**
- (c) **Merrill Lynch Far East Limited, 15/F, Citibank Tower, 3 Garden Road, Central, Hong Kong;**

- (d) **BNP Paribas Capital (Asia Pacific) Limited**, Suite 6415, 64th floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;
 - (e) **CLSA Limited**, 18/F, One Pacific Place, 88 Queensway, Hong Kong;
 - (f) **Deutsche Bank AG, Hong Kong Branch**, Level 52, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong;
 - (g) **The Royal Bank of Scotland N.V., Hong Kong Branch**, 38/F, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong;
 - (h) **Commerzbank AG**, 29/F, Two IFC, 8 Finance Street, Central, Hong Kong; and
3. the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Details of where printed Prospectuses may be obtained will be displayed prominently at every branch of Industrial and Commercial Bank of China (Asia) Limited, Standard Chartered Bank (Hong Kong) Limited, Bank of China (Hong Kong) Limited and Bank of Communications Co., Ltd. Hong Kong Branch where WHITE Application Forms are distributed.

During normal business hours from 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011, at least three copies of the printed Prospectus will be available for inspection at every location where the **WHITE** and **YELLOW** Application Forms are distributed.

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

- “Application Form(s)” **WHITE** Application Form(s), **YELLOW** Application Form(s) and **GREEN** Application Form(s) or, where the context so requires, any of them, that is used in the Hong Kong Public Offering
- “Board” the board of directors of the Company
- “Companies Ordinance” the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
- “Global Offering” the Hong Kong Public Offering and the International Offering

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong Public Offering”	the proposed offering of Shares for subscription by the public in Hong Kong subject to the terms and conditions described in the Prospectus and the Application Forms
“International Offering”	the proposed offering of Shares outside of Hong Kong and to institutional and professional investors in Hong Kong
“Listing Committee”	the Listing Committee of the Stock Exchange
“Prospectus”	the prospectus to be issued on or around Monday, May 23, 2011 by the Company
“Shares”	the ordinary shares in the capital the Company with a nominal value of HK\$1.00 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, including the rules and regulations promulgated thereunder
“United States” or “U.S.”	the United States of America, its territories and possessions and all areas subject to its jurisdiction

By order of the Board
MGM CHINA HOLDINGS LIMITED
Antonio Jose MENANO
Joint Company Secretary

Hong Kong, May 20, 2011

As of the date of this announcement, our directors are Pansy Catilina Chiu King HO, James Joseph MURREN, Chen Yau WONG, William Joseph HORNBUCKLE and Grant R. BOWIE as executive directors, Kenneth A. ROSEVEAR, William M. SCOTT IV and Daniel J. D’ARRIGO as non-executive directors and Zhe SUN, Tommei Mei Kuen TONG and Patricia Sze Wan LAM as independent non-executive directors.