

*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 dated Monday, May 23, 2011 (the **Prospectus**) issued by MGM China Holdings Limited (the **Company**) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares being offered.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the **Stock Exchange**) and Hong Kong Securities Clearing Company Limited (**HKSCC**) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*



**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)*

## **Global Offering**

**Number of Offer Shares under the Global Offering : 760,000,000 Shares (subject to the Over-allotment Option)**

**Number of Hong Kong Offer Shares : 76,000,000 Shares (subject to reallocation)**

**Number of International Offer Shares : 684,000,000 Shares (subject to reallocation and the Over-allotment Option)**

**Maximum Offer Price : HK\$15.34 per Hong Kong Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**

**Nominal Value : HK\$1.00 per Share**

**Stock Code : 2282**

*Joint Global Coordinators, Joint Sponsors, Joint Bookrunners and Joint Lead Managers*

**J.P.Morgan**

**Morgan Stanley**

**BofA Merrill Lynch**

*Joint Bookrunners and Joint Lead Managers*



*Joint Lead Manager*

**COMMERZBANK** 

Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering and pursuant to the exercise of any options that may be granted under the Share Option Scheme, as further described in the Prospectus, including any Shares which may be sold by Grand Paradise Macau Limited in connection with the Over-allotment Option. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company.

**Applications for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus.**

We 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. The contents of the printed prospectus are identical to the electronic form prospectus which can be accessed and downloaded from the websites of the Company at [http://mgmchinaholdings.com/investor\\_relations](http://mgmchinaholdings.com/investor_relations) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), under the “HKExnews > Listed Company Information > Latest Listed Company Information” section, respectively.

Members of the 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 as set out in this section.

Applicants who would like to be allotted Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the **WHITE** Application Forms may be obtained during business hours from 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011 from:

1. **J.P. Morgan Securities (Asia Pacific) Limited**, 28th Floor, Chater House, 8 Connaught Road Central, Hong Kong;
2. **Morgan Stanley Asia Limited**, Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong;
3. **Merrill Lynch Far East Limited**, 15/F, Citibank Tower, 3 Garden Road, Central, Hong Kong;
4. **BNP Paribas Capital (Asia Pacific) Limited**, Suite 6415, 64th floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;
5. **CLSA Limited**, 18/F, One Pacific Place, 88 Queensway, Hong Kong;

6. **Deutsche Bank AG**, Hong Kong Branch, 48/F, Cheung Kong Center, 2 Queen's Road Central, Hong Kong;
7. **The Royal Bank of Scotland N.V., Hong Kong Branch**, 38/F Cheung Kong Center, 2 Queen's Road Central, Hong Kong;
8. **Commerzbank AG**, 29/F Two IFC, 8 Finance Street, Central, Hong Kong; and
9. any of the following branches of:

**Industrial and Commercial Bank of China (Asia) Limited**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	Central Branch	1/F, 9 Queen's Road Central
	Wanchai Branch	117-123 Hennessy Road, Wanchai
Kowloon	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui
	Mongkok Branch	G/F, Belgian Bank Building, 721-725 Nathan Road, Mongkok
New Territories	Kwai Fong Branch	C63A-C66, 2/F, Kwai Chung Plaza, Kwai Fong
	Sha Tsui Road Branch	Shop 4, G/F, Chung On Building, 297-313 Sha Tsui Road, Tsuen Wan

**Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Causeway Bay Branch	G/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
New Territories	Tai Po Branch	23 & 25 Kwong Fuk Road, Tai Po Market, Tai Po
	New Town Plaza Branch	Shop 215 to 223, Phase 1, New Town Plaza, Shatin

### **Bank of China (Hong Kong) Limited**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Central District (Wing On House) Branch	71 Des Voeux Road Central
	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
Kowloon	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
New Territories	Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long

### **Bank of Communications Co., Ltd. Hong Kong Branch**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	Hong Kong Branch	20 Peddar Street, Central
	North Point Sub-Branch	442-444 King's Road
Kowloon	Kwun Tong Sub-Branch	Shop A, G/F., Hong Ning Court, 55 Hong Ning Road
	Wong Tai Sin Sub-Branch	Shop 127-129, 1/F., Lung Cheung Plaza, 136 Lung Cheung Road
New Territories	Tseung Kwan O Sub-Branch	Shop 253-255, Metro City Shopping Arcade, Phase I
	Tsuen Wan Sub-Branch	G/F., Shop G9B-G11, Pacific Commercial Plaza, Bo Shek Mansion, 328 Sha Tsui Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained 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 Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Applicants applying by **White Form eIPO** may submit applications to the **White Form eIPO** Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Monday, May 23, 2011 until 11:30 a.m. on Thursday, May 26, 2011 or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – When May Applications Be Made – Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

We expect to announce the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on Thursday, June 2, 2011 in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese), and on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of our Company ([http://mgmchinaholdings.com/investor\\_relations](http://mgmchinaholdings.com/investor_relations)). The results of allocations (with the successful applicants’ identification document numbers, where applicable) under the Hong Kong Public Offering will be made available through a variety of channels from Thursday, June 2, 2011.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, June 3, 2011. The Shares will be traded in board lots of 400 each. The Company will not issue any temporary document of title.

By Order of the Board  
**MGM CHINA HOLDINGS LIMITED**  
**Pansy Catilina Chiu King HO**  
*Chairperson*

Hong Kong, May 23, 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.*

*Please also refer to the published version of this announcement in the South China Morning Post.*