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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

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 and Debt Stock Codes 6026, 6028, 40258, 40634)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
ELECTION OF A NEW DIRECTOR
GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO 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 Ballroom 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 27, 2021 (Thursday) at 11:30 a.m. is set out on pages 21 to 24 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).

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 11:30 a.m., May 25, 2021 (Tuesday) 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 26, 2021

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 Ballroom 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 27, 2021 (Thursday) at 11:30 a.m., the notice of which is set out on pages 21 to 24 of this circular
“Articles of Association”	the 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 the Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“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
“Group”	the Company and its subsidiaries, or any of them, and the business 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 20, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein

DEFINITIONS

“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 the Company’s 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 SFO)
“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 the Company’s controlling shareholder
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“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 the Shares, up to the amount of not exceeding 10% of the total number of the Shares 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 the AGM
“Shareholders(s)”	holder(s) of the Shares(s) from time to time
“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 the Shares up to the amount not exceeding 20% of the total number of the Shares as at the date of passing the relevant resolution at the AGM, details of which are set out in ordinary resolution no. 4 in the notice of the AGM

DEFINITIONS

“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



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

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美高梅中國控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2282 and Debt Stock Codes 6026, 6028, 40258, 40634)

Executive Directors:

William Joseph Hornbuckle *(Chairperson)*
Pansy Catilina Chiu King Ho *(Co-Chairperson)*
Chen Yau Wong
John M. McManus

Non-executive Directors:

Kenneth Xiaofeng Feng
James Armin Freeman
Daniel J. Taylor
Ayesha Khanna Molino

Independent non-executive Directors:

Zhe Sun
Sze Wan Patricia Lam
Russell Francis Banham
Simon Meng

Registered Office in the Cayman Islands:

One Nexus Way
Camana Bay
Grand Cayman KY1-9005
Cayman Islands

Place of business in Hong Kong registered under Part 16 of the Companies Ordinance:

1402 China Merchants Tower
200 Connaught Road Central
Hong Kong

April 26, 2021

To the Shareholders

Dear Madam or Sir,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
ELECTION OF A NEW DIRECTOR
GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

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.

PROPOSED RE-ELECTION OF 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 Articles 105(1) to (4). In accordance with Article 102(3) and Article 105 of the Articles of Association, any Director appointed by the Board pursuant to Article 102(3) and Article 136 shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, and shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

The Board has determined, after taking into consideration the recommendation by the Nomination and Corporate Governance Committee of the Board, that Ms. Ayesha Khanna Molino being a Director appointed by the Board pursuant to Article 102(3) on August 6, 2020, will be subject to re-election at the AGM, and that Mr. Chen Yau Wong, Mr. Daniel J. Taylor, Mr. Zhe Sun and Ms. Sze Wan Patricia Lam will retire from their offices by rotation at the AGM.

All the retiring Directors are eligible for re-election. Mr. Zhe Sun will not offer himself for re-election and will retire as an independent non-executive Director with effect from the date of the AGM. All other retiring Directors 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 Mr. Chen Yau Wong as executive Director, Mr. Daniel J. Taylor and Ms. Ayesha Khanna Molino as non-executive Directors, and Ms. Sze Wan Patricia Lam as independent non-executive Director.

The Nomination and Corporate Governance Committee of the Board has considered the background, skills, knowledge and experience of Mr. Chen Yau Wong, Mr. Daniel J. Taylor, Ms. Ayesha Khanna Molino and Ms. Sze Wan Patricia Lam, having regard to (i) the objective criteria as set out in the Company's internal policy for the selection and appointment of directors (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service); (ii) their respective contribution to the diversity of the Board and to the Board's oversight of the business and affairs of the Company; and (iii) their commitment to their roles.

The Board considers that Mr. Chen Yau Wong, Mr. Daniel J. Taylor, Ms. Ayesha Khanna Molino and Ms. Sze Wan Patricia Lam have extensive experience in different fields and professionals that are relevant to the Company's business. In addition, their respective education, background and practice would allow them to provide a suitable balance of skills, experience and diversity to the Board, thus enabling the achievement of good corporate governance.

LETTER FROM THE BOARD

Ms. Sze Wan Patricia Lam has been appointed as independent non-executive Director since March 16, 2011 and therefore has served for more than 9 years as at the date of the AGM. Ms. Sze Wan Patricia Lam has confirmed her independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Ms. Sze Wan Patricia Lam has submitted to the Stock Exchange a written confirmation concerning her independence to the Company. She has confirmed that there is no subsequent change of circumstances which may affect her independence which would require her to inform the Stock Exchange. In determining the proposal to re-elect Ms. Sze Wan Patricia Lam as an independent non-executive Director despite she has served as an independent non-executive Director for over 9 years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Ms. Sze Wan Patricia Lam remains independent; (ii) the Nomination and Corporate Governance Committee of the Board has assessed and is satisfied of the independence of Ms. Sze Wan Patricia Lam; (iii) the Nomination and Corporate Governance Committee of the Board and the Board have reviewed the biography of Ms. Sze Wan Patricia Lam and her past performance, and assessed her suitability to be re-elected based on her reputation for integrity and extensive experience having regard to the board diversity policy adopted by the Company; and (iv) the Board is satisfied that Ms. Sze Wan Patricia Lam has continued to provide independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. Ms. Sze Wan Patricia Lam is the Chairperson of the Nomination and Corporate Governance Committee and a member of the Remuneration Committee of the Company. She has been continuously demonstrating firm commitments to her various roles. Ms. Sze Wan Patricia Lam places great importance on high standards of corporate governance in every occasion. Due to her in-depth knowledge, Ms. Sze Wan Patricia Lam is able to provide valuable and useful guidance to the Board and contributed to the diversity of the Board. In view of the foregoing factors, and that the tenure of Ms. Sze Wan Patricia Lam brings considerable stability and significant contribution to the Board and the Board has benefited greatly from the presence and professional knowledge of Ms. Sze Wan Patricia Lam who has over time gained valuable insight into the Group and its markets, the Board believes that Ms. Sze Wan Patricia Lam has the character, integrity, independence and expertise to continue to fulfil her role as independent non-executive Director effectively and will continue to bring valuable experience, knowledge and professionalism to the Board and would recommend Ms. Sze Wan Patricia Lam for re-election as an independent non-executive Director at the AGM. Pursuant to the code provision set out in paragraph A.4.3 of Appendix 14 to the Listing Rules, any further appointment of an independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. As such, the re-appointment of Ms. Sze Wan Patricia Lam at the AGM will be subject to a separate resolution to be approved by the Shareholders in accordance with the Listing Rules.

In view of their professional qualifications and expertise and the confirmation of independence provided by Ms. Sze Wan Patricia Lam, it was determined that each of the Directors proposed to be re-elected at the AGM fulfils the suitability requirements to serve as a Director.

LETTER FROM THE BOARD

PROPOSED ELECTION OF A NEW DIRECTOR

Pursuant to Article 102 of the Articles of Association, the Board recommends Mr. Chee Ming Liu to be appointed as a new Director and a resolution to this effect will be proposed at the AGM. Subject to Mr. Chee Ming Liu being elected as a new Director at the AGM, he will be an independent non-executive Director of the Company. Pursuant to Rule 13.51(2) and 13.74 of the Listing Rules, the details of the new Director proposed to be elected at the AGM are set out in Appendix I to this circular.

PROPOSED GRANTING OF SHARE BUY-BACK MANDATE

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 28, 2020, 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. 5 in the notice of the AGM.

At the Latest Practicable Date, the number of Shares in issue is 3,800,112,501 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 380,011,250 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.

PROPOSED GRANTING OF SHARE ISSUANCE MANDATE

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 28, 2020, 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.

As at the Latest Practicable Date, the number of Shares in issue is 3,800,112,501 Shares. 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 and that no outstanding share 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 760,022,500 Shares.

LETTER FROM THE BOARD

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. 4 and 6 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.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Ballroom 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 27, 2021 (Thursday) at 11:30 a.m. is set out on pages 21 to 24 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the re-election of Directors, the granting of the Share Buy-back Mandate and the granting of the 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 11:30 a.m., Tuesday, May 25, 2021 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.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Monday, May 17, 2021 to Wednesday, May 26, 2021 (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 14, 2021.

Shareholders are advised to call 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.

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 proposals for (i) the re-election of the Directors, (ii) the election of a new Director, (iii) the granting of the Share Buy-back Mandate and (iv) the granting of the Share Issuance Mandate, 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 Directors Proposed to be Re-elected/Elected) and Appendix II (Explanatory Statement for General Mandate to Repurchase Shares) to this circular.

Yours faithfully,
On behalf of the Board

William Joseph Hornbuckle
Chairperson
and Executive Director

Pansy Catilina Chiu King Ho
Co-Chairperson
and Executive Director

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our Shareholders, staff and other participants of the Annual General Meeting (the “**Stakeholders**”) is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect the Stakeholders from the risk of infection, which include but not limited to:

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Health Bureau from time to time may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served and there will be no corporate gift.
- (iv) Attendees who are subject to health quarantine prescribed by the Macau SAR Government may be denied entry into the meeting venue or be required to leave the meeting venue.
- (v) Anyone attending the AGM is reminded to observe good personal hygiene at all times.

In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and recommends the Shareholders to appoint the Chairman of the AGM as their proxies to vote according to their indicated voting instructions in lieu of attending the AGM in person.

Shareholders are advised to read this section carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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

(1) Chen Yau Wong (“Mr. Wong”)

Mr. Wong, aged 67, is an executive Director and a member of the Nomination and Corporate Governance Committee of the Company. Mr. Wong has been a director of MGM Grand Paradise Limited since September 2007 and MGM Grand Paradise (HK) Limited since January 2010. Mr. Wong was a director of Grand Paradise Group (HK) Limited from December 2004 and retired in June 2016 and Grand Paradise Grupo S.A. from January 2005 and retired in June 2016. Prior to that, Mr. Wong was appointed by Shun Tak Holdings Limited as a Financial Advisor and Operations Controller between 2000 and 2007. Mr. Wong qualified as a chartered accountant in England and Wales in 1980 and graduated with a Bachelor’s degree in mechanical engineering science from the University of Salford in the United Kingdom.

Mr. Wong has been appointed as an executive Director since September 22, 2010. There is no service contract entered into between the Company and Mr. Wong. 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 AGM in accordance with the Articles of Association.

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

As at the Latest Practicable Date, Mr. Wong does not have, and is not deemed to have any interests or short positions in any Shares or interest in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Wong 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. 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.

(2) Daniel J. Taylor (“Mr. Taylor”)

Mr. Taylor, aged 64, has been a non-executive Director of the Company since March 26, 2020 and a member of the Remuneration Committee since May 28, 2020. He has been sitting on the board of MGM Resorts International since 2007 and MGM Growth Properties LLC since April 2016. He has been the non-executive chairman of the board of directors of Light Efficient Design, a division of TADD LLC and a manufacturer and distributor of LED lighting products, primarily for the retrofit market, since July 2014. Mr. Taylor was an executive of Tracinda from 2007 to 2019. Mr. Taylor served as the President of Metro-Goldwyn-Mayer Inc. (“MGM Studios”) from April 2005 to January 2006 and as the Senior Executive Vice President and Chief Financial Officer of MGM Studios from June 1998 to April 2005. He was the Vice President-Taxes at MGM/UA Communications Co., the predecessor company of MGM Studios, from 1985 to 1991. From 1978 to 1985 he worked as a Tax Manager at Arthur Andersen & Co., specializing in the entertainment and gaming practice. He was a Director of Inforte Corp. from October 2005 to 2007. Mr. Taylor acted as the chairman of the board of directors of Delta Petroleum Corporation from May 2009 to August 2012, and as a director from February 2008 to August 2012, and was also a member of the Audit Committee and Nominating and Corporate Governance Committee. Mr. Taylor graduated with a Bachelor of Science in Business Administration from Central Michigan University.

Mr. Taylor has been appointed as a non-executive Director of the Company since March 26, 2020. There is no service contract entered into between the Company and Mr. Taylor. He is appointed for a term of three years commencing from March 26, 2020 and is not entitled to receive any remuneration or Director’s fee. He will be subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Mr. Taylor does not have any relationship with any other Directors, senior management, substantial shareholder 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. Taylor had personal interests of (i) 79,447 deferred stock units; (ii) 57,337 vested restricted stock units; and (iii) 20,015 unvested restricted stock units, all in relation to the common stock of MGM Resorts International. In addition, Mr. Taylor had (i) 29,919 deferred stock units; (ii) 23,424 vested restricted stock units and (iii) 12,488 unvested restricted stock units, all are in relation to the common stock of MGM Growth Properties.

Save as disclosed above, Mr. Taylor does not have and is not deemed to have any interests or short positions in any Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Taylor 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. Taylor 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) Ayesha Khanna Molino (“Ms. Molino”)

Ms. Molino, aged 41, has been a non-executive Director of the Company since August 6, 2020 and a member of the Audit Committee and the Nomination and Corporate Governance Committee since November 5, 2020. Ms. Molino has been the Senior Vice President for Government Affairs of MGM Resorts International since January 2017. Ms. Molino has brought significant policy experience to MGM Resorts International. Before joining MGM Resorts International, Ms. Molino served as Chief Counsel and formerly as Policy Adviser to the retired U.S. Senator for the State of Nevada Harry Reid. Prior to her tenure with Senator Reid from October 2011 to December 2016, Ms. Molino served as international trade counsel on the U.S. Senate Finance Committee under Senator Max Baucus from 2007 to 2011 and previously worked as an attorney in the Office of General Counsel at the U.S. Department of Commerce from 2005 to 2007. Ms. Molino has also been a trustee of the Ford’s Theater since July 2017. Ms. Molino graduated with a Bachelor of Arts in Economics, History and Religious Studies from University of California, Riverside and holds a Juris Doctor degree from the George Washington University Law School. She is also a member (currently inactive) of the Virginia Bar Association.

Ms. Molino has been appointed as a non-executive Director of the Company since August 6, 2020. There is no service contract entered into between the Company and Ms. Molino. She is appointed for a term of three years commencing from August 6, 2020 and is not entitled to receive any remuneration or Director’s fee. Ms. Molino, being a Director appointed by the Board pursuant to Article 102(1) on August 6, 2020, will be subject to re-election at the AGM, of the Company in accordance with the Articles of Association.

Ms. Molino 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, Ms. Molino had personal interests of (i) 25,000 vested stock appreciation rights; (ii) 19,566 unvested restricted stock units; (iii) 5,937 unvested performance stock units; (iv) 200 common stocks, held by spouse and (v) 4,555 common stocks, all are in relation to the common stock of MGM Resorts International.

Save as disclosed above, Ms. Molino does not have, and is not deemed to have any interests or short positions in any Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Ms. Molino 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 other information relating to Ms. Molino 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 54, has been an independent non-executive Director, the Chairperson of the Nomination and Corporate Governance Committee and a member of the Remuneration Committee of the Company since March 16, 2011. She is the Chairman of Sotheby’s Asia and a member of the Board of Governors of the Hang Seng University of Hong Kong. Now based in Hong Kong, Ms. Lam previously 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 Diacore. 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 12, 2017 for a term of three years with effect from May 12, 2017 and will be subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Under the terms of the letter of re-appointment and the resolution passed by the Board on March 6, 2019, she is entitled to receive a Director’s fee of USD110,000 (approximately HKD854,139) 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.

As at the Latest Practicable Date, 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.

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.

(5) Chee Ming Liu (“Mr. Liu”)

Mr. Liu, aged 70, is currently the Managing Director of Platinum Holdings Company Limited, which he established in March 1996, and oversees its stock broking, corporate finance and asset management business. He has been appointed as an Independent Director of STT Communication Limited since September 2020. He has also been appointed as an Independent Director of OUE Commercial REIT Management Pte. Ltd. on 17 September 2019 and serves as the Chairman of its Audit and Risk Committee. Mr Liu has also been appointed as an Independent Non-Executive Director of DBS Bank (Hong Kong) Limited in June 2018, and as a member of the Listing Review Committee of The Stock Exchange of Hong Kong Limited in July 2019. He is also a Council Member of the Corporate Advisory Council of Hong Kong Securities and Investment Institute since May 2016.

Mr. Liu was a member of the Takeovers Appeal Committee under the Hong Kong Securities and Futures Commission from May 1995 to March 2020, and the deputy chairman of the Takeovers and Mergers Panel from April 2008 to March 2020, where his duties included reviewing mergers and acquisition cases and dealing with the relevant appeals. He has been a Governor of the Singapore International School (Hong Kong) since May 2006 and was appointed as the Chairman of the Board of Governors in January 2020.

Mr. Liu also served on the board of StarHub Ltd. (a company listed on the SGX-ST) from August 2004 to April 2018. He had also been a member of the President’s Advancement Advisory Council of the National University of Singapore from March 2010 to November 2017. As an Independent Non-Executive Director of Haitong Securities Co., Ltd. (a company headquartered in Shanghai and listed on the Hong Kong and Shanghai Stock Exchanges) from November 2011 to June 2019, Mr Liu was appointed as the Chairman of the Remuneration Committee as well as Audit Committee Member of the Board. He was also an Independent Supervisor of the Supervisory Committee of Dalian Wanda Commercial Properties Co., Ltd. (a company which was listed on the Hong Kong Stock Exchange and privatised in September 2016) from May 2015 to March 2019, and an Independent Non-Executive Director of STT GDC Pte. Ltd. from October 2015 to September 2020.

Mr. Liu holds a Bachelor’s degree in Business Administration from the former University of Singapore.

Subject to the Shareholders’ approval of his election at the AGM, it is proposed that Mr. Liu will be appointed as independent non-executive Director of the Company from the conclusion of the AGM. The Company will enter into a letter of appointment with Mr. Liu for a term of three years and he will be entitled to receive a Director’s fee of USD90,000 (approximately HKD698,841) 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. Liu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

As at the latest Practicable Date, Mr. Liu 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 confirmation of independence received from Mr. Liu 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. Liu is independent and recommends him to be elected as an independent non-executive Director at the AGM.

Save as disclosed above, Mr. Liu 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. Liu 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.

SHARE CAPITAL

At the Latest Practicable Date, the number of Shares in issue is 3,800,112,501 Shares. As at the Latest Practicable Date, there were outstanding share options granted under the 2011 Share Option Scheme and the Renewed Share Option Scheme entitling the holders to subscribe for an aggregate of 95,005,288 Shares, among which 61,516,688 outstanding share options are exercisable before the AGM to subscribe for an aggregate of 61,516,688 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 share options is exercised and that no further Share is allotted, issued 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 380,011,250 Shares representing not more than 10% of the total number of issued Shares of the Company as at the date of passing the ordinary 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 year 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 be 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, 2020, 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 Hong Kong 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 a 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 approximately 78.40% 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:

Date of repurchase	Number of Shares repurchased	Consideration per Share		Aggregate consideration paid <i>HK\$ '000</i>
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>	
December 16, 2020	100,200	11.62	11.44	1,158
March 16, 2021	2,327,800	14.18	13.90	32,728
March 17, 2021	1,625,000	14.42	14.04	23,242
March 18, 2021	1,625,000	14.58	14.48	23,657
March 19, 2021	3,250,000	14.34	13.90	46,088

Save 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>
2020		
April	9.87	7.28
May	10.24	8.46
June	10.80	9.22
July	10.42	8.89
August	11.32	9.32
September	11.28	9.23
October	10.26	8.96
November	11.80	9.37
December	13.90	10.98
2021		
January	13.48	10.88
February	14.42	11.48
March	14.62	10.90
April (up to and including the Latest Practicable Date)	14.06	12.32

NOTICE OF ANNUAL GENERAL MEETING



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 and Debt Stock Codes 6026, 6028, 40258, 40634)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of MGM China Holdings Limited (the “Company”) will be held at Ballroom 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 27, 2021 (Thursday) at 11:30 a.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 of the Company (the “Directors”) and Independent Auditor for the year ended December 31, 2020.
2. (A) To re-elect each of the following Directors by separate resolutions:
 - (i) Mr. Chen Yau Wong as an executive Director;
 - (ii) Mr. Daniel J. Taylor as a non-executive Director;
 - (iii) Ms. Ayesha Khanna Molino as a non-executive Director; and
 - (iv) Ms. Sze Wan Patricia Lam as an independent non-executive Director.
- (B) To elect Mr. Chee Ming Liu as an independent non-executive Director.
- (C) To authorize the board of Directors (the “Board”) 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 to fix their 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 (the “Directors”) 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 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 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 passing 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.”

5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally granted to the directors of the Company (the “Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase the ordinary shares of the Company (the “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;

NOTICE OF ANNUAL GENERAL MEETING

(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 at the date of passing 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:**

conditional upon the passing of Resolutions (4) and (5) 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 5 shall be added to the total number of shares which may be issued pursuant to Resolution (4).”

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

Hong Kong, April 26, 2021

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 with 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 11:30 a.m. on Tuesday, May 25, 2021 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 Monday, May 17, 2021 to Wednesday, May 26, 2021 (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 Friday, May 14, 2021.
- (5) Shareholders are advised to call 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.
- (6) References to time and dates in this notice are to Hong Kong time and dates.
- (7) In relation to Resolution numbered 2(B) above, Mr. Chee Ming Liu is proposed to be appointed as an independent non-executive Director of the Company on May 27, 2021. For the biographical details of Mr. Chee Ming Liu, please refer to the circular of the Company dated April 26, 2021.