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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON MAY 27, 2021,
ELECTION OF NEW DIRECTOR,
RETIREMENT OF DIRECTOR AND
CHANGE OF COMPOSITION OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND
NOMINATION AND CORPORATE GOVERNANCE COMMITTEE**

The Board is pleased to announce that all the proposed resolutions as set out in AGM Notice were duly passed by the Shareholders by way of poll at the AGM held on May 27, 2021.

Reference is made to the notice of the annual general meeting (the “**AGM**”) of MGM China Holdings Limited (the “**Company**”) dated April 23, 2021.

The board of directors (the “**Board**”) is pleased to announce that all the proposed resolutions as set out in the notice of the AGM dated April 23, 2021 (“**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on May 27, 2021.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes (Approximate % of total shares voted)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the Directors and Independent Auditor for the year ended December 31, 2020.	3,503,905,115 (99.985527%)	507,200 (0.014473%)
2.(A)	(i) To re-elect Mr. Chen Yau Wong as an executive Director.	3,427,057,335 (97.792640%)	77,354,980 (2.207360%)
	(ii) To re-elect Mr. Daniel J. Taylor as a non-executive Director.	3,472,623,471 (99.092891%)	31,788,844 (0.907109%)
	(iii) To re-elect Ms. Ayesha Khanna Molino as a non-executive Director.	3,453,432,554 (98.545269%)	50,979,761 (1.454731%)
	(iv) To re-elect Ms. Sze Wan Patricia Lam as an independent non-executive Director.	3,471,442,325 (99.059186%)	32,969,990 (0.940814%)
2.(B)	To elect Mr. Chee Ming Liu as an independent non-executive Director.	3,504,412,315 (100.000000%)	0 (0.000000%)
2.(C)	To authorize the Board of Directors of the Company to fix the remuneration of the Directors.	3,502,911,224 (99.957166%)	1,501,091 (0.042834%)
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the Independent Auditor of the Company and to authorize the Board of Directors to fix their remuneration.	3,503,905,115 (99.985527%)	507,200 (0.014473%)
4.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares at the date of passing this resolution. [#]	3,358,717,678 (95.842537%)	145,694,637 (4.157463%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares at the date of passing this resolution. [#]	3,504,273,624 (99.996042%)	138,691 (0.003958%)
6.	To add the total number of the shares which are repurchased under the general mandate in Resolution (5) to the total number of the shares which may be issued under the general mandate in Resolution (4). [#]	3,359,873,921 (95.875531%)	144,538,394 (4.124469%)

As a simple majority of not less than one-half of the votes were cast in favour of the above resolutions, the above resolutions were duly passed as ordinary resolutions of the Company.

[#] Please refer to the AGM Notice for the full text of these resolutions.

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 3,800,112,501 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of any of the proposed resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholder was required under the Listing Rules to abstain from voting for approving the resolutions proposed at the AGM. No parties had indicated in the circular to shareholders dated April 23, 2021 that they intended to vote against or to abstain from voting on any resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the Hong Kong Listed Share Registrar of the Company, acted as the scrutineer for the vote-taking at the AGM.

ELECTION OF NEW DIRECTOR

The Company is pleased to announce that Mr. Chee Ming Liu (“**Mr. Liu**”) was elected as a new Director of the Company at the AGM and has been appointed as an independent non-executive Director of the Company from the conclusion of the AGM. Mr. Liu has also been appointed as a member of the Audit Committee, Remuneration Committee and Nomination and Corporate Governance Committee with effect from May 27, 2021.

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.

The Company has entered into a letter of appointment with Mr. Liu for a term of three years commencing on May 27, 2021 and he is 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 has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. As at the date of this announcement, Mr. Liu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Save as disclosed above, (i) Mr. Liu did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years or any other position with the Company or any of its subsidiaries and does not have any other major appointments and professional qualifications; (ii) 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; and (iii) there is no further 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.

RETIREMENT OF DIRECTOR

The Board announces that as Mr. Zhe Sun (“**Mr. Sun**”) had not offered himself for re-election at the AGM, he has retired from the office as an independent non-executive Director of the Company at the AGM.

Mr. Sun decided not to offer himself for re-election in order to devote more time and energy to his personal business. Mr. Sun has confirmed that there was no disagreement with the Board and no other matter regarding his retirement that ought to be brought to the attention of the Shareholders.

The Board would like to extend its gratitude to Mr. Sun for his efforts and contributions to the Company during his term of tenure.

CHANGE OF MEMBER OF AUDIT COMMITTEE

Mr. Liu has been appointed as a member of the Audit Committee in place of Mr. Sun with effect from May 27, 2021.

The composition of the Audit Committee is as follows upon effectiveness of the appointment of Mr. Liu:

Mr. Russell Francis Banham (*Chairperson*)

Mr. James Armin Freeman

Ms. Ayesha Khanna Molino

Mr. Simon Meng

Mr. Chee Ming Liu

CHANGE OF MEMBER AND CHAIRPERSON OF REMUNERATION COMMITTEE

Mr. Liu has been appointed as a member of the Remuneration Committee with effect from May 27, 2021. Ms. Sze Wan Patricia Lam has been appointed as the chairperson of the Remuneration Committee in place of Mr. Sun with effect from May 27, 2021.

The composition of the Remuneration Committee is as follows upon effectiveness of the appointment of Mr. Liu and Ms. Sze Wan Patricia Lam:

Ms. Sze Wan Patricia Lam (*Chairperson*)

Ms. Pansy Catilina Chiu King Ho

Mr. Daniel J. Taylor

Mr. Russell Francis Banham

Mr. Simon Meng

Mr. Chee Ming Liu

CHANGE OF MEMBER AND CHAIRPERSON OF NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Mr. Liu has been appointed as a member of the Nomination and Corporate Governance Committee in place of Mr. Sun with effect from May 27, 2021. Mr. Simon Meng has been appointed as the chairperson of the Nomination and Corporate Governance Committee in place of Ms. Sze Wan Patricia Lam who will remain as a member of the Nomination and Corporate Governance Committee with effect from May 27, 2021.

The composition of the Nomination and Corporate Governance Committee is as follows upon effectiveness of the appointment of Mr. Liu and Mr. Simon Meng:

Mr. Simon Meng (*Chairperson*)

Mr. Chen Yau Wong

Mr. John M. McManus

Ms. Ayesha Khanna Molino

Ms. Sze Wan Patricia Lam

Mr. Russell Francis Banham

Mr. Chee Ming Liu

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

Hong Kong, May 27, 2021

As at the date of this announcement, our directors are William Joseph HORNBUCKLE, Pansy Catilina Chiu King HO, Chen Yau WONG and John M. MCMANUS as executive directors; Kenneth Xiaofeng FENG, James Armin FREEMAN, Daniel J. TAYLOR and Ayesha Khanna MOLINO as non-executive directors; and Sze Wan Patricia LAM, Russell Francis BANHAM, Simon MENG and Chee Ming LIU as independent non-executive directors.