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

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(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2282)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON SEPTEMBER 9, 2022
AND
WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES**

The Board is pleased to announce that the proposed resolution as set out in EGM Notice was duly passed by the Shareholders by way of poll at the EGM held on September 9, 2022.

The Board further announces that a waiver from strict compliance with the Listing Rules was granted by the Stock Exchange in respect of the Contribution and Share Subscription Agreement and the transactions contemplated thereunder.

Reference is made to the circular of MGM China Holdings Limited (the “**Company**”) dated August 21, 2022 (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM**”) of the Company dated August 21, 2022 (the “**EGM Notice**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meaning as defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll at the EGM held on September 9, 2022.

The poll results in respect of the resolution proposed at the EGM are as follows:

Ordinary Resolution		Number of votes (Approximate % of total shares voted)	
		For	Against
1.	<p>(A) To approve, confirm and ratify the Services Agreement dated August 21, 2022 entered into among the Managing Director and MGM Grand Paradise pursuant to which Ms. Pansy Ho will serve as the Managing Director of MGM Grand Paradise for the same term as the Concession Term in consideration of the remuneration and incentive payments set out therein, and the transactions contemplated thereunder.</p> <p>(B) To authorize any director of the Company to do all such acts and things, to sign and execute documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he or she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Services Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such director, in the interests of the Company and its shareholders as a whole.</p>	<p>2,438,645,750 (100.000000%)</p>	<p>0 (0.000000%)</p>

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

Please refer to the EGM Notice for the full text of the resolution.

As at the date of the EGM, the total number of issued and fully paid up shares of the Company was 3,800,000,001 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the proposed resolution as set out in Rule 13.40 of the Listing Rules.

As at the date of the EGM, Ms. Pansy Ho held directly and indirectly 854,561,200 Shares (approximately 22.49% of the entire issued share capital of the Company) and was entitled to control over the voting right in respect thereof. As Ms. Pansy Ho is a party to the Services Agreement, Ms. Pansy Ho abstained from voting on the ordinary resolution proposed at the EGM to approve the Services Agreement pursuant to Rule 13.68 of the Listing Rules. No other Shareholder was required to abstain from voting on the resolution at the EGM.

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 EGM. The Directors William Joseph Hornbuckle, Pansy Catilina Chiu King Ho, Chen Yau Wong, John M. McManus, Kenneth Xiaofeng Feng, Ayesha Khanna Molino, Jonathan S. Halkyard, Sze Wan Patricia Lam, Russell Francis Banham, Simon Meng and Chee Ming Liu attended the EGM either in person or by electronic means.

WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES

Reference is made to the Circular in relation to, among other things, the Contribution and Share Subscription Agreement. In order to comply with the Revised Gaming Law and the Revised Tender Regulation, the Company, the Managing Director and MGM Grand Paradise entered into the Contribution and Share Subscription Agreement on August 21, 2022. Pursuant to the Contribution and Share Subscription Agreement, it was conditionally agreed that the Company will inject MOP4.8 billion into MGM Grand Paradise. MGM Grand Paradise will issue and allot 4,070,000 Class A Subscribed Shares to the Company at an aggregate subscription price of MOP4.07 billion and 730,000 Class B Subscribed Shares to the Company at an aggregate subscription price of MOP730 million (the “**Share Subscription**”), and the Company shall then transfer 730,000 Class B Subscribed Shares to the Managing Director for MOP1 (the “**Transfer**”). No new shares will be issued to MGM Resorts International. The Class A Subscribed Shares and the Class B Subscribed Shares to be issued by MGM Grand Paradise will have the same rights as the current class A shares and the class B shares of MGM Grand Paradise in issue.

As MGM Grand Paradise is a connected subsidiary and the Managing Director is a connected person of the Company, each of the Share Subscription and the Transfer will constitute a connected transaction of the Company pursuant to Rule 14A.24(1) of the Listing Rules. In addition, the Share Subscription and the Transfer will also constitute a major transaction and a discloseable transaction of the Company under Rule 14.04(1)(a) of the Listing Rules, respectively.

In view of the above, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 14.04(1)(a) and 14A.24(1) of the Listing Rules in respect of the Share Subscription and the Transfer on the basis that:

1. the entering into of the Contribution and Share Subscription Agreement is to comply with the Revised Gaming Law and prepare the Company and MGM Grand Paradise to tender for a new gaming concession in Macau (the “**Tender**”);
2. there is no leakage of economic interest in MGM Grand Paradise through the Share Subscription and/or the Transfer and Ms. Pansy Ho will not have any direct economic interest in MGM Grand Paradise;
3. there is insufficient time for the Company to prepare accountants or property valuation reports required under the Listing Rules given the tight timing before the Tender submission deadline; and
4. it is commercially unrealistic to require Ms. Pansy Ho to pay MOP 730 million for the class B shares to be held by her because there is no actual economic benefit conferred to Ms. Pansy Ho through the Share Subscription and/or the Transfer.

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

Hong Kong, September 9, 2022

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, Daniel J. TAYLOR, Ayesha Khanna MOLINO and Jonathan S. HALKYARD as non-executive directors; and Sze Wan Patricia LAM, Russell Francis BANHAM, Simon MENG and Chee Ming LIU as independent non-executive directors.