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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)

(Stock Code: 2282)

INSIDE INFORMATION
COMPOSITION CHANGE IN SHAREHOLDING

The announcement is made by MGM China Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company was informed that on 16 August 2016, MGM Resorts International, Ltd. (“**MGM Resorts International**”), a company listed on the New York Stock Exchange in the United States and the controlling shareholder of the Company, entered into a securities purchase agreement (the “**Agreement**”) with MGM Resorts International Holdings, Ltd. (“**MGM Resorts International Holdings**”), an indirect wholly owned subsidiary of MGM Resorts International, Grand Paradise Macau Ltd. (“**Grand Paradise Macau**”), a company controlled by Ms. Pansy Ho, the co-chairperson, executive director and a substantial shareholder of the Company, and Expert Angels Ltd, a wholly owned subsidiary of Grand Paradise Macau (“**Expert Angels**”).

Pursuant to the terms of the Agreement, Grand Paradise Macau will transfer to MGM Resorts International Holdings 188,100,000 ordinary common shares (the “**MGM China Shares**”), or 4.95% of the outstanding ordinary common shares, of the Company (the “**Transfer**”). In consideration for the MGM China Shares and subject to certain conditions, MGM Resorts International will issue to MGM Resorts International Holdings 7,060,492 shares of its common stock, par value US\$0.01, for delivery to Expert Angels and pay to Grand Paradise Macau or its

nominee an initial cash payment of US\$100,000,000. In addition, MGM Resorts International has agreed to cause MGM Resorts International Holdings to pay Grand Paradise Macau or its nominee a deferred cash payment of US\$50,000,000, which will be paid to Grand Paradise Macau or its nominee over time in amounts equal to the ordinary dividends received on the MGM China Shares, with a final payment on the fifth anniversary of the closing date of the transaction if any portion of the US\$50,000,000 remains unpaid at that time, subject to certain conditions. Following the Transfer, MGM Resorts International will beneficially own approximately 56% of the ordinary common shares of the Company.

MGM Resorts International has, on or about 7:30 p.m. on 16 August 2016 (7:30 a.m., New York time), published Form 8-K in relation to this transaction on the website of the U.S. Securities and Exchange Commission, please visit <http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000789570&owner=exclude&count=40&hidefilings=0>.

The following table illustrates the changes in the shareholdings in the Company of the parties involved in the Transfer immediately before and after the Transfer:

	Immediately before the Transfer		Immediately after the Transfer	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
MGM Resorts International (interest in a controlled corporation) ¹	1,938,000,001	51	2,126,100,001	56.00
Ms. Pansy Ho (direct interest)	380,000,000	10	380,000,000	10
Grand Paradise Macau (interest in a controlled corporation) ²	662,661,200	17.44	474,561,200	12.49

¹ MGM Resorts International indirectly wholly owns MGM Resorts International Holdings and is deemed or taken to be interested in shares which are directly held by MGM Resorts International Holdings.

² Grand Paradise Macau is a company controlled by Ms. Pansy Ho and therefore Ms. Pansy Ho is deemed or taken to be interested in shares which are directly held by Grand Paradise Macau.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 16 August 2016

As at the date of this announcement, our directors are James Joseph MURREN, Pansy Catilina Chiu King HO, 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, Patricia Sze Wan LAM, Peter Man Kong WONG and Russell Francis BANHAM as independent non-executive directors.