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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)

**PROPOSED ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

The Board proposes to adopt a new Memorandum and Articles of Association and would like to seek the Shareholders' approval at the forthcoming AGM.

A circular containing, among other things, details of the proposed amendments to the Existing Articles together with notice of the AGM and the related proxy form, will be despatched to the Shareholders as soon as practicable.

The board (the "Board") of directors (the "Directors") of MGM China Holdings Limited ("the Company") proposes to adopt a new Memorandum and Articles of Association with certain amendments to be made to the existing articles of association (the "Existing Articles") for the purposes of, among others, conforming with the latest amendments to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited, part of which came into effect on January 1, 2012 and April 1, 2012 and part of which will come into effect on December 31, 2012, including, inter alia, amendments to Rules 3.10A, 13.39(4) and 13.44 and certain housekeeping improvements including amending the relevant articles in relation to the rotation of Directors.

The principal effects of the proposed amendments are summarized as follows:—

1. The chairman of any general meeting of the shareholders of the Company (the "Shareholders") is allowed to exempt certain procedural or administrative matters from a vote by poll and to be voted on by a show of hands;
2. At least one-third of the Board (in any event, not less than three) shall be Independent Non-Executive Directors;
3. Directors who are to be retired by rotation at each annual general meeting ("AGM"), other than those who wish to retire and not to offer himself for re-election, shall be determined by the Board on the basis that there shall be at least one Executive Director, one Non-Executive Director and one Independent Non-Executive Director; and

4. The 5% exemption for voting by a Director on a Board resolution in which he has an aggregate beneficial interest in 5% or less of the issued shares of the Company shall be limited in accordance to the amended Listing Rule.

Details of the proposed amendments to the Existing Articles will be provided in the circular to be despatched to the Shareholders together with the Company's annual report, notice of AGM and a form of proxy to be issued as soon as possible. Pursuant to Article 182 of the Existing Articles, the adoption of new Memorandum and Articles of Association will require the passing of a special resolution by the Shareholders. The new Memorandum and Articles of Association will come into effect immediately once such special resolution is passed at the forthcoming AGM.

The Company's legal advisers have confirmed that the new Memorandum and Articles of Association are in compliance with the requirements of the Listing Rules and Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments to the Existing Articles for a company listed in Hong Kong.

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

Hong Kong, April 12, 2012

*As at 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, William M. SCOTT IV, Daniel J. D'ARRIGO and Kenneth A. ROSEVEAR as non-executive directors and Zhe SUN, Tommei Mei Kuen TONG and Patricia Sze Wan LAM as independent non-executive directors.*