



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)

Proxy Form for the Annual General Meeting to be held on May 17, 2012

Number of shares to which this proxy form relates¹

I/We,² _____, of _____,

being the registered shareholder(s) in the share capital of **MGM China Holdings Limited** (the "Company"), hereby appoint³ _____ of _____,

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at Salon I, MGM MACAU, Avenida Dr. Sun Yat Sen, NAPE, Macau ("Macau Venue") on May 17, 2012 at 2:30p.m. and at any adjournment of the meeting. You may also attend a video conference in Hong Kong at 33rd Floor, 9 Queens Road, Central, Hong Kong on the same date and time at which the Chairman of the meeting presided at Macau Venue. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. Should this form of proxy be returned duly signed but in absence of any indication, the proxy may vote for or against the resolution or abstain at his/her own discretion.

	SPECIAL RESOLUTION	FOR ⁴	AGAINST ⁴
1.	To consider and adopt the new Memorandum and Articles of Association of the Company with amendments as set out in the notice of annual general meeting to be held on May 17, 2012.		
	ORDINARY RESOLUTIONS		
2.	To receive and adopt the audited financial statements and the reports of the directors and independent auditor for the year ended December 31, 2011.		
3.	(A) To re-elect each of the following directors by separate resolutions:		
	(i) Mr William Joseph Hornbuckle as an Executive Director of the Company;		
	(ii) Mr Chen Yau Wong as an Executive Director of the Company;		
	(iii) Mr William M. Scott IV as a Non-Executive Director of the Company; and		
	(iv) Mr Zhe Sun as an Independent Non-Executive Director of the Company		
	(B) To authorize the Board of Directors of the Company to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Company and to authorize the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue and allot additional shares of the Company not exceeding 20% of the issued share capital at the date of passing this resolution.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital at the date of passing this resolution.		
7.	To add the aggregate nominal amount of the shares which are repurchased under the general mandate in Resolution (6) to the aggregate nominal amount of the shares which may be issued under the general mandate in Resolution (5).		

Dated this _____ day of _____ 2012

Signature⁵ _____

Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the annual general meeting will act as your proxy. A shareholder holding two or more shares entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend the annual general meeting and vote for him. The proxy need not be a member of the Company but must attend the annual general meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK (✓) THE BOX IN THE RELEVANT BOX BELOW MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the annual general meeting other than those referred to in the notice convening the annual general meeting.
- This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the annual general meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders be present at the annual general meeting personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this completed and signed proxy form and the relevant notarized power of attorney (if any) and other relevant document of authorization (if any), 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 not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof.
- Completion and return of the proxy form will not preclude you from attending and voting at the annual general meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of Personal Data to MGM China Holdings Limited is on a voluntary basis. "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which may include your name, identity card number, mailing address, telephone number, e-mail address, login name and/or your opinion. Your Personal Data may be used in connection with processing your appointment of proxy and instructions. Your Personal Data will be retained for such period as may be necessary for our record and verification purposes.

You have the rights to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. We have the right to charge a reasonable fee for processing any Personal Data access request. Any such request for access to and/or correction of your Personal Data should be in writing by mail to MGM China Holdings Limited at 1402 China Merchants Tower, 200 Connaught Road, Central, Hong Kong.