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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

**If you have sold or transferred** all your shares in MGM China Holdings Limited, you should at once hand this circular and the accompanying form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

**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 and Debt Stock Codes: 6026, 6028, 40258, 40634)

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS AND  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of MGM China Holdings Limited (“AGM”) to be held at Ballroom 2, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 31, 2024 (Friday) at 9:30 a.m. is set out on pages 19 to 22 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://en.mgmchinaholdings.com>).

Whether or not the Shareholders are able to attend the AGM, the Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not later than 9:30 a.m., May 29, 2024 (Wednesday) or 48 hours before the adjournment of the AGM. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meeting thereof should the Shareholders so wish. References to time and dates in this circular are to Hong Kong time and dates.

April 11, 2024

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Ballroom 2, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 31, 2024 (Friday) at 9:30 a.m., the notice of which is set out on pages 19 to 22 of this circular
“Articles of Association”	the amended and restated articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of directors of the Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“Close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company” or “MGM China”	MGM China Holdings Limited, a company incorporated in the Cayman Islands on July 2, 2010 as an exempted company with limited liability, the Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issuance Mandate and Share Buy-back Mandate
“Group”	the Company and its subsidiaries, or any of them, and the business carried on by such subsidiaries, except where the context makes it clear that the reference is only to the Company itself and not to the Group
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Latest Practicable Date”	April 5, 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information herein
“Listing”	the listing of the Shares on the Main Board of the Hong Kong Stock Exchange on June 3, 2011
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“MGM Grand Paradise”	MGM Grand Paradise Limited, a private company limited by shares (“ <i>sociedade anónima</i> ”) incorporated on June 17, 2004 under the laws of Macau, a non-wholly owned subsidiary of the Company and one of six concessionaires authorized to operate casino games of chance and other casino games in Macau
“MGM Resorts International”	MGM Resorts International, a company incorporated in Delaware and listed on the New York Stock Exchange under the ticker symbol MGM, and our controlling shareholder
“Nomination, Environmental, Social and Governance Committee”	the nomination, environmental, social and governance committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$1 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase the Shares, up to the amount of not exceeding 10% of the total number of the Shares as at the date of passing the relevant resolution at the AGM, details of which are set out in ordinary resolution no. 6 in the notice of the AGM
“Shareholder(s)”	holder(s) of the Share(s) from time to time

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## DEFINITIONS

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“Share Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with the Shares up to the amount not exceeding 20% of the total number of the Shares as at the date of passing the relevant resolution at the AGM, details of which are set out in ordinary resolution no. 5 in the notice of the AGM
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time
“USD”	United States Dollars, the lawful currency of the United States of America
“%”	per cent

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LETTER FROM THE BOARD

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

**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 and Debt Stock Codes: 6026, 6028, 40258, 40634)

*Executive Directors:*

Pansy Catilina Chiu King Ho (*Chairperson*)  
William Joseph Hornbuckle (*Co-Chairperson*)  
John M. McManus  
Jeny Lau  
Kenneth Xiaofeng Feng

*Non-Executive Directors:*

Daniel J. Taylor  
Ayesha Khanna Molino  
Jonathan S. Halkyard

*Independent Non-Executive Directors:*

Sze Wan Patricia Lam  
Russell Francis Banham  
Simon Meng  
Chee Ming Liu

*Registered Office in the Cayman Islands:*

Third Floor, Century Yard,  
Cricket Square, P.O. Box 902  
Grand Cayman, KY1-1103  
Cayman Islands

*Place of business in Hong Kong registered under Part 16 of the Companies Ordinance:*

1402 China Merchants Tower  
200 Connaught Road  
Central, Hong Kong

April 11, 2024

*To the Shareholders*

Dear Madam or Sir,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS AND  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for the proposals for, among other things, (i) the re-election of the Directors; (ii) the granting of the Share Issuance Mandate; and (iii) the granting of the Share Buy-back Mandate.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

### **PROPOSED RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS**

In accordance with Article 105(1) of the Articles of Association, at each annual general meeting, at least one-third of the Directors for the time being shall retire from office by rotation. Every Director shall be subject to retirement at least once every three years. The Directors to retire at each annual general meeting shall be determined by the Board subject to the provisions under Articles 105(1) to (4). In accordance with Article 102(3) and Article 105 of the Articles of Association, any Director appointed by the Board pursuant to Article 102(3) and Article 136 shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, and shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

The Board has determined, after taking into consideration the recommendation by the Nomination, Environmental, Social and Governance Committee of the Board, that Mr. John M. McManus, Ms. Ayesha Khanna Molino, Mr. Jonathan S. Halkyard and Ms. Sze Wan Patricia Lam (collectively, the “**Retiring Directors**”) will retire from their offices by rotation at the AGM.

All the Retiring Directors are eligible for and will respectively offer themselves for re-election at the AGM. Pursuant to Rule 13.74 of the Listing Rules, the details of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

The Nomination, Environmental, Social and Governance Committee had evaluated the performance of each of the Retiring Directors for the Year and found their performance satisfactory.

The Nomination, Environmental, Social and Governance Committee has considered the background, skills, knowledge and experience of each of the Retiring Directors, having regard to (i) the objective criteria as set out in the Company’s internal Procedures for Selection and Appointment of Directors (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service); (ii) their respective contribution to the diversity of the Board and to the Board’s oversight of the business and affairs of the Company; and (iii) their commitment to their role.

The Nomination, Environmental, Social and Governance Committee considers that the Retiring Directors have extensive experience in different fields that are relevant to the Company’s business. In addition, their respective education, background and practice would allow them to provide a suitable balance of skills, experience and diversity to the Board, thus enabling the achievement of good corporate governance.

The Nomination, Environmental, Social and Governance Committee has assessed the independence of all Independent Non-Executive Directors and, in particular, Ms. Sze Wan Patricia Lam, who has served the Board for more than 9 years.

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## LETTER FROM THE BOARD

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Ms. Sze Wan Patricia Lam was appointed as an Independent Non-Executive Director, a member of the Nomination, Environmental, Social and Governance Committee and of the Remuneration Committee of the Company on March 16, 2011. In accordance with the Corporate Governance Code as set out in the Listing Rules, since Ms. Sze Wan Patricia Lam has been serving as an Independent Non-Executive Director for more than 9 years, a separate resolution will be proposed for her re-election at the AGM.

Ms. Sze Wan Patricia Lam has submitted to the Stock Exchange a written confirmation concerning her independence to the Company upon her appointment. She has confirmed to the Company that there is no subsequent change of circumstances which may affect her independence which would require her to inform the Hong Kong Stock Exchange.

Pursuant to paragraph B.2.3 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules and the Company's Procedures for Selection and Appointment of Directors, the Board has in place a formal and transparent set of Procedures for the Selection and Appointment of Directors, including for the re-election of Independent Non-Executive Directors who have served for over 9 years. In determining the proposal to re-elect Ms. Sze Wan Patricia Lam as an Independent Non-Executive Director despite she has served as an Independent Non-Executive Director for over 9 years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Ms. Sze Wan Patricia Lam remains independent; (ii) the Nomination, Environmental, Social and Governance Committee has assessed and is satisfied of the independence, skills, competencies and qualifications of Ms. Sze Wan Patricia Lam; (iii) the Nomination, Environmental, Social and Governance Committee and the Board have reviewed the biography of Ms. Sze Wan Patricia Lam and her past performance, and assessed her suitability to be re-elected based on her reputation for personal and professional ethics and integrity, and extensive experience having regard to the board diversity policy adopted by the Company; and (iv) the Board is satisfied that Ms. Sze Wan Patricia Lam has continued to provide independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. Ms. Sze Wan Patricia Lam is currently the Chairperson of the Remuneration Committee and a member of the Nomination, Environmental Social and Governance Committee. She has been continuously demonstrating firm commitments to her various roles, and has devoted time and made contributions to the Company that are commensurate with her role as an Independent Non-Executive Director. Ms. Sze Wan Patricia Lam places great importance on high standards of corporate governance on every occasion and is committed to continually represent the interests of all shareholders of the Company. Due to her in-depth knowledge, Ms. Sze Wan Patricia Lam is able to provide valuable and useful guidance to the Board and contributed to the diversity of the Board. In view of the foregoing factors, and that the tenure of Ms. Sze Wan Patricia Lam brings considerable stability and significant contribution to the Board and the Board has benefited greatly from the presence and professional knowledge of Ms. Sze Wan Patricia Lam who has over time gained valuable insight into the Group and its markets, the Board believes that Ms. Sze Wan Patricia Lam has the character, integrity, independence and expertise to continue to fulfil her role as Independent Non-Executive Director effectively and will continue to bring valuable experience, knowledge, diversity, and professionalism to the Board and would recommend Ms. Sze Wan Patricia Lam for re-election as an Independent Non-Executive Director at the AGM.

The Nomination, Environmental, Social and Governance Committee is satisfied that Ms. Sze Wan Patricia Lam continues to be independent. Hence, the Board considers that the long service of Ms. Sze Wan Patricia Lam would not affect her exercise of independent judgements.



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## LETTER FROM THE BOARD

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In view of the professional qualifications and expertise of each Retiring Director proposed for re-election and the confirmation of independence provided by Ms. Sze Wan Patricia Lam, it was determined that each of the Retiring Directors proposed to be re-elected at the AGM fulfils the suitability requirements to serve as a Director and the Board, with the recommendation of the Nomination, Environmental, Social and Governance Committee, has proposed that Mr John M. McManus, Ms. Ayesha Khanna Molino, Mr. Jonathan S. Halkyard and Ms. Sze Wan Patricia Lam stand for re-election as Directors at the AGM.

As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting or on the written resolutions in respect of the proposition of the recommendation for their re-election by the Shareholders. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board. Pursuant to Rule 13.74 of the Listing Rules, the biographical and other details of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

Separate ordinary resolutions will be proposed at the AGM to re-elect Mr. John M. McManus as Executive Director, Ms. Ayesha Khanna Molino and Mr. Jonathan S. Halkyard as Non-Executive Directors and Ms. Sze Wan Patricia Lam as Independent Non-Executive Director.

### **PROPOSED GRANTING OF SHARE ISSUANCE MANDATE**

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 25, 2023, the Directors have been granted a general mandate to allot, issue and deal with Shares of up to 20% of the total number of issued Shares of the Company. Such mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of up to 20% of the total number of issued shares of the Company as at the date of passing the resolution to approve the Share Issuance Mandate.

As at the Latest Practicable Date, the number of Shares in issue is 3,803,438,601 Shares. Subject to the passing of the ordinary resolution for the approval of the Share Issuance Mandate and on the basis that no further Shares will be issued or repurchased and that no outstanding share option(s) will be exercised between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issuance Mandate to issue, allot and deal with additional Shares up to a maximum of 760,687,720 Shares.

An ordinary resolution will also be proposed to authorize the extension of the Share Issuance Mandate by an addition thereto of an amount representing the total number of issued Shares of the Company repurchased by the Company under the Share Buy-back Mandate (if granted).

Details of the Share Issuance Mandate and the extension of the Share Issuance Mandate are set out in ordinary resolutions no. 5 and 7 in the notice of AGM respectively.

The Share Buy-back Mandate and the Share Issuance Mandate, if granted, will continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Share Buy-back Mandate and the Share Issuance Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the date on which such

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## LETTER FROM THE BOARD

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authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company, whichever occurs first. The Directors do not at present have any intention to exercise the power to issue Shares pursuant to the Share Issuance Mandate nor to repurchase Shares pursuant to the Share Buy-back Mandate save as disclosed in Appendix II.

### **PROPOSED GRANTING OF SHARE BUY-BACK MANDATE**

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 25, 2023, the Directors have been granted a general mandate to exercise the powers of the Company to repurchase Shares. Such mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM that the Directors be given an unconditional general mandate to repurchase Shares on the Hong Kong Stock Exchange of up to 10% of the total number of issued shares of the Company as at the date of passing the resolution to approve the Share Buy-back Mandate. Details of the Share Buy-back Mandate are set out in ordinary resolution no. 6 in the notice of the AGM.

As at the Latest Practicable Date, the number of Shares in issue is 3,803,438,601 Shares. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and on the basis that no further Shares will be issued or repurchased and that no outstanding option(s) will be exercised between the Latest Practicable Date and the date of the AGM, the Company would be allowed, under the Share Buy-back Mandate, to repurchase up to a maximum of 380,343,860 Shares.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Share Buy-back Mandate is set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Ballroom 2, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 31, 2024 (Friday) at 9:30 a.m. is set out on pages 19 to 22 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the re-election of Directors, the granting of the Share Issuance Mandate and the granting of the Share Buy-back Mandate.

The proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not later than 9:30 a.m., Wednesday, May 29, 2024 or 48 hours before the adjournment of the AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjourned meeting (as the case may be) should you so wish and, in such event, the proxy form shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules and Article 85 of the Articles of Association, all resolutions proposed to be approved at the AGM are to be decided by way of a poll except where the chairperson of the meeting allows a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement will be made by the Company after the conclusion of the AGM on the poll results of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Tuesday, May 21, 2024 to Thursday, May 30, 2024 (both days inclusive) in order to determine the entitlement of shareholders to attend the AGM, during which period no transfer of shares will be effected. In order to be entitled to attend the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Listed Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, May 20, 2024.

Shareholders are advised to call the Company's hotline (853) 8802 6688 or (852) 3698 2288 for arrangements of the AGM in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors (including the Independent Non-Executive Directors) consider that the proposals for (i) the re-election of the Retiring Directors, (ii) the granting of the Share Issuance Mandate; and (iii) the granting of the Share Buy-back Mandate are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, it is recommended that the Shareholders vote in favor of the resolutions set out in the notice of the AGM contained in this circular.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

Your attention is drawn to the additional information set out in Appendix I (Details of Retiring Directors Proposed to be Re-elected) and Appendix II (Explanatory Statement for General Mandate to Repurchase Shares) to this circular.

Yours faithfully,  
On behalf of the Board  
**MGM China Holdings Limited**

**Pansy Catilina Chiu King Ho**  
*Chairperson and  
Executive Director*

**William Joseph Hornbuckle**  
*Co-Chairperson and  
Executive Director*

The details of the Retiring Directors proposed to be re-elected at the AGM are set out below:

**(1) John M. McManus (“Mr. McManus”)**

Mr. McManus, aged 57, is an Executive Director and a member of the Nomination, Environmental, Social and Governance Committee of the Company. Mr. McManus serves as the Chief Legal and Administrative Officer and Secretary of MGM Resorts International since September 2022. He also serves as Director of MGM Grand Paradise Limited. Mr. McManus served as MGM Resorts International’s Executive Vice President, General Counsel and Secretary from July 2010 to September 2022, Senior Vice President, Acting General Counsel and Secretary from December 2009 to July 2010, Senior Vice President, Deputy General Counsel and Assistant Secretary from September 2009 to December 2009 and Senior Vice President, Assistant General Counsel and Assistant Secretary from July 2008 to September 2009. Mr. McManus acted as counsel to various operating MGM subsidiaries from May 2001 to July 2008. Mr. McManus served as Director of MGM Growth Properties from March 2016 until April 2022. Mr. McManus holds a Bachelor of Arts degree from Vanderbilt University and a Juris Doctor degree from University of Miami.

Mr. McManus was appointed as a Non-Executive Director of the Company on March 6, 2019 and was re-designated by the Board to an Executive Director with effect from March 26, 2020. Mr. McManus was re-elected as an Executive Director at the annual general meeting of the Company held on June 9, 2022, for a term not exceeding three years. There is no service contract entered into between the Company and Mr. McManus and he is not entitled to receive any remuneration or Director’s fee. Mr. McManus will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Mr. McManus does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. McManus has personal interests of (i) 62,743 unvested restricted stock units; (ii) 161,285 unvested performance stock units; and (iii) 67,803 common stocks, all in relation to the common stock of MGM Resorts International.

Save as disclosed above, Mr. McManus does not have, and is not deemed to have any interests or short positions in any Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. McManus did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As far as the Directors are aware, there is no information relating to Mr. McManus 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.

**(2) Ayesha Khanna Molino (“Ms. Molino”)**

Ms. Molino, aged 43, is a Non-Executive Director of the Company since August 6, 2020 and a member of the Audit Committee and of the Nomination, Environmental, Social and Governance Committee since November 5, 2020. Ms. Molino became President and Chief Operating Officer of Aria and Vdara in November 2023 and remained as the Senior Vice President for Public Affairs of MGM Resorts International, a position she held since January 2017. Ms. Molino has brought significant policy experience to MGM Resorts International. Before joining MGM Resorts International, Ms. Molino served as Chief Counsel and formerly as Policy Adviser to the retired U.S. Senator for the State of Nevada Harry Reid. Prior to her tenure with Senator Reid from October 2011 to December 2016, Ms. Molino served as international trade counsel on the U.S. Senate Finance Committee under Senator Max Baucus from 2007 to 2011 and previously worked as an attorney in the Office of General Counsel at the U.S. Department of Commerce from 2005 to 2007. Ms. Molino has also been a trustee of the Ford’s Theater since July 2017. Ms. Molino graduated with a Bachelor of Arts in Economics, History and Religious Studies from University of California, Riverside and holds a Juris Doctor degree from the George Washington University Law School. She is also a member (currently inactive) of the Virginia Bar Association.

Ms. Molino has been appointed as a Non-Executive Director of the Company since August 6, 2020. There is no service contract entered into between the Company and Ms. Molino. She is appointed for a term not exceeding three years commencing from August 6, 2020 and she is not entitled to receive any remuneration or Director’s fee. Ms. Molino will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Ms. Molino does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Molino had personal interests of (i) 17,288 unvested restricted stock units; (ii) 30,338 unvested performance stock units; (iii) 200 common stocks, held by spouse and (iv) 12,518 common stocks, all are in relation to the common stock of MGM Resorts International.

Save as disclosed above, Ms. Molino does not have, and is not deemed to have any interests or short positions in any Shares or interests of the Company and its associated corporations within the meaning of Part XV of the SFO.

Ms. Molino did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As far as the Directors are aware, there is no other information relating to Ms. Molino 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.

**(3) Jonathan S. Halkyard (“Mr. Halkyard”)**

Mr. Halkyard, aged 59, is a Non-Executive Director of the Company and a member of the Audit Committee since June 29, 2021. He has been the Chief Financial Officer of MGM Resorts International since January 2021, overseeing all financial activities across MGM Resorts International’s domestic and international portfolios, as well as investor relations, accounting, procurement, treasury and tax. Before joining MGM Resorts International, Mr. Halkyard served as the President and Chief Executive Officer of Extended Stay America, Inc., where he also held roles as Chief Financial Officer and Chief Operating Officer between September 2013 and December 2019. Before joining Extended Stay America, Inc., Mr. Halkyard was the Executive Vice President and Chief Financial Officer of NV Energy, Inc., Mr. Halkyard held numerous operations and corporate roles in Caesars Entertainment, Inc., including Vice President, Treasurer, Senior Vice President, Executive Vice President and Chief Financial Officer between July 2005 and May 2012. Mr. Halkyard was a Director of Dave & Buster’s Entertainment, Inc., from October 2011 until June 2021 and has been a Director of Shift4 Payments, Inc. since June 2020. Mr. Halkyard holds his Master of Business Administration from Harvard University and his Bachelor of Arts in Economics from Colgate University. He is also a member of the Advisory Committee of the International Center for Responsible Gaming.

Mr. Halkyard has been appointed as a Non-Executive Director of the Company since June 29, 2021. There is no service contract entered into between the Company and Mr. Halkyard. He is appointed for a term not exceeding three years commencing from June 29, 2021 and is not entitled to receive any remuneration or Director’s fee. Mr. Halkyard will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Mr. Halkyard does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Halkyard had personal interests of (i) 15,339 vested restricted stock units; (ii) 64,544 unvested restricted stock units; (iii) 184,561 unvested performance stock units and (iv) 28,299 common stocks, all in relation to the common stock of MGM Resorts International.

Save as disclosed above, Mr. Halkyard does not have, and is not deemed to have any interests or short positions in any Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Halkyard did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As far as the Directors are aware, there is no other information relating to Mr. Halkyard 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.

**(4) Sze Wan Patricia Lam (“Ms. Lam”)**

Ms. Lam, aged 57, is an Independent Non-Executive Director, and a member of the Nomination, Environmental, Social and Governance Committee and of the Remuneration Committee of the Company since March 16, 2011. She served as the Chairperson of the Nomination and Corporate Governance Committee from March 16, 2011 until May 27, 2021 and was appointed as the Chairperson of the Remuneration Committee on May 27, 2021. Ms. Lam serves as an independent non-executive Director and a member of the Nomination Committee of Dickson Concepts (International) Limited since June 2023, and serves as an independent non-executive Director, member of the Nomination Committee and of Remuneration Committee of Hang Seng Bank since July 2022, both of which are companies listed on the Hong Kong Stock Exchange. She is currently a member of the Board of Governors of the Hang Seng University of Hong Kong. Ms. Lam is currently the co-founder and partner of Patti Wong & Associates. Ms Lam retired from Sotheby’s in December 2022 where she was the Senior International Chairperson. Ms. Lam previously held the post of Head of Sotheby’s Private Client Services Department in London before her appointment as Chairperson of Sotheby’s Asia in 2004. She was also appointed as Chairperson of Sotheby’s Diamonds, a retail joint venture established in December 2005 between Sotheby’s and Diacore. She received her Bachelor’s degree in Monetary Economics from the London School of Economics in 1990 and a post graduate diploma in Asian Arts – Chinese, Japanese and Korean Arts at the School of Oriental and African Studies, London University in 1991.

Ms. Lam has been appointed as an Independent Non-Executive Director since March 16, 2011. Ms. Lam has entered into a letter of re-appointment with the Company for a term of three years with effect from May 13, 2023 and will be subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Under the terms of the letter of re-appointment and the resolution passed by the Board on March 29, 2023, she is entitled to receive a Director’s fee of USD130,000 (approximately HKD1,017,866) per annum which is determined by the Board with reference to her responsibilities and duties, the Company’s remuneration policy as well as the prevailing market conditions.

Ms. Lam does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Lam does not have and is not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Based on the confirmations of independence received from Ms. Lam in respect of her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules, the Board considers that Ms. Lam is independent and recommends her to be re-elected as an Independent Non-Executive Director at the AGM.

Save as disclosed above, Ms. Lam did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As far as the Directors are aware, there is no information relating to Ms. Lam 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.



The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Share Buy-back Mandate.

**SHARE CAPITAL**

At the Latest Practicable Date, the number of Shares in issue is 3,803,438,601 Shares. As at the Latest Practicable Date, there were outstanding share options granted under the 2011 Share Option Scheme and the Renewed Share Option Scheme entitling the holders to subscribe for an aggregate of 90,332,088 Shares, among which 60,197,488 outstanding share options are exercisable before the AGM to subscribe for an aggregate of 60,197,488 Shares.

Subject to the passing of the ordinary resolution granting the Directors the Share Buy-back Mandate and on the basis that none of the outstanding share options is exercised and that no further Share is allotted, issued or repurchased by the Company prior to the AGM, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, up to a maximum of 380,343,860 Shares representing not more than 10% of the total number of issued Shares of the Company as at the date of passing the ordinary resolution to approve the Share Buy-back Mandate.

**REASONS FOR REPURCHASE**

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share. The Directors are seeking the granting of a general mandate to repurchase the Shares in order to give the Company the flexibility to do so, if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

Since year 2012, the Board has resolved to exercise the power of the Share Buy-back Mandate granted at the annual general meetings of the Company to repurchase an aggregate number of Shares equivalent to the aggregate number of new Shares issued upon the exercises of vested share options granted under the Company's share option scheme as and when appropriate. The Board will continue to do so should the proposed ordinary resolution to approve the Share Buy-back Mandate be passed at the AGM.

**FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such propose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Share Buy-back Mandate would be financed entirely by the Company's available cash flow or working capital facilities.

The Company may not repurchase its own securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange. Subject to the foregoing, any repurchase of the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of proceeds of a new issue of Shares made for the purpose of the repurchase. Any amount of premium payable on the purchase over the par value of the Shares must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

### **IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited financial statements for the year ended December 31, 2023, in the event that the Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent that would, in the circumstances, have a material adverse effect on the working capital requirements or gearing position of the Company.

### **DIRECTORS' UNDERTAKING**

The Directors will exercise the Share Buy-back Mandate only in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Company confirms that neither the Explanatory Statement for General Mandate to Repurchase Shares nor the Share Buy-back Mandate has any unusual features.

### **TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to repurchase Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

At the Latest Practicable Date, according to the register maintained by the Company under Section 336 of the SFO, MGM Resorts International and Ms. Pansy Catilina Chiu King Ho together with their associates and the parties acting in concert with them were interested in Shares representing approximately 78.37% of the issued share capital of the Company. Assuming the shareholdings of MGM Resorts International and Ms. Pansy Catilina Chiu King Ho together with their associates and the parties acting in concert with them remain unchanged, full exercise by the Company of the Share Buy-back Mandate will result in an increase in their aggregate interests to approximately 87.08% of the reduced issued share capital of the Company immediately after the exercise in full of the Share Buy-back Mandate.

Although exercise in full of the Share Buy-back Mandate will not result in MGM Resorts International or Ms. Pansy Catilina Chiu King Ho becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code, the Company will not repurchase Shares which would result in the amount of Shares held

by the public being reduced to less than 21.6%, being the prescribed public float under the waiver granted by the Hong Kong Stock Exchange to the Company upon the Listing. In exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules and the exemption granted by the Hong Kong Stock Exchange upon the Listing.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

#### **DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Share Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

#### **SHARE REPURCHASE MADE BY THE COMPANY**

During the previous six months preceding the Latest Practicable Date, the Company made the following repurchase of Shares on the Hong Kong Stock Exchange:

<b>Date of repurchased</b>	<b>Number of Shares repurchased</b>	<b>Consideration per Share</b>		<b>Aggregate consideration paid</b>
		<b>Highest</b>	<b>Lowest</b>	
		<i>HK\$</i>	<i>HK\$</i>	<i>HK\$'000</i>
December 18, 2023	586,100	9.94	9.62	5,761
March 22, 2024	132,800	12.44	12.30	1,651
March 27, 2024	584,800	13.30	13.28	7,777
March 28, 2024	1,554,200	13.62	13.30	20,911

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date are as follows:

<b>Month</b>	<b>Share Prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	10.90	9.70
May	11.20	7.70
June	9.94	8.05
July	10.96	9.04
August	11.00	9.18
September	10.72	9.53
October	10.54	9.17
November	10.36	8.38
December	10.00	8.34
<b>2024</b>		
January	10.78	9.20
February	13.18	9.54
March	13.66	11.30
April (up to and including the Latest Practicable Date)	13.90	13.10

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## NOTICE OF ANNUAL GENERAL MEETING

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

### 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 and Debt Stock Codes: 6026, 6028, 40258, 40634)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of MGM China Holdings Limited (the “**Company**”) will be held at Ballroom 2, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 31, 2024 (Friday) at 9:30 a.m. for the following purposes:-

#### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, passing (with or without modifications) the following resolutions as Ordinary Resolutions:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and Independent Auditor for the year ended December 31, 2023.
2. To declare a final dividend of HK\$0.243 per share for the year ended December 31, 2023.
3. (A) To re-elect each of the following Directors by separate resolutions:
  - (i) Mr. John M. McManus as an Executive Director;
  - (ii) Ms. Ayesha Khanna Molino as a Non-Executive Director;
  - (iii) Mr. Jonathan S. Halkyard as a Non-Executive Director; and
  - (iv) Ms. Sze Wan Patricia Lam as an Independent Non-Executive Director.
- (B) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Independent Auditor of the Company and to authorize the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally granted to the directors of the Company (the **“Directors”**) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options which will or may require the exercise of such powers either during or after the Relevant Period;
- (b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to this resolution, otherwise than pursuant to (i) a rights issue; (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend scheme pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date on which the mandate given under this resolution is revoked or varied by ordinary resolution of the shareholders at a general meeting of the Company.”

6. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally granted to the directors of the Company (the **“Directors”**) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase the ordinary shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) as amended from time to time;
- (b) the total number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares at the date of passing this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date on which the mandate given under this resolution is revoked or varied by ordinary resolution of the shareholders at a general meeting of the Company.”

7. **“THAT:**

conditional upon the passing of Resolutions (5) and (6) set out in the notice convening this meeting, the total number of shares of the Company which are repurchased by the Company pursuant to Resolution (6) shall be added to the total number of shares which may be issued pursuant to Resolution (5).”

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

Hong Kong, April 11, 2024

*Notes:*

- (1) All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company but must attend AGM in person to represent you. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (3) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, 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 as soon as possible and in any event not later than 9:30 a.m. on Wednesday, May 29, 2024 or 48 hours before the adjournment of the AGM (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting thereof should be the shareholder so wish.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (4) For determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, May 21, 2024 to Thursday, May 30, 2024 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Listed Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, May 20, 2024.
- (5) The Board of Directors has recommended the payment of a final dividend of HK\$0.243 per share for the year ended December 31, 2023 and, if such dividend is approved by the Shareholders by passing resolution 2 at the AGM, it is expected to be paid on or about June 20, 2024, to those Shareholders whose names appear on the Company's register of members on June 11, 2024.
- (6) For determining the entitlement of Shareholders to the proposed final dividend, the register of members of the Company will be closed from June 11, 2024 to June 13, 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's listed share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, June 7, 2024.
- (7) Shareholders are advised to call the Company's hotline (853) 8802 6688 or (852) 3698 2288 for arrangements of the AGM in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of AGM.
- (8) References to time and dates in this notice are to Hong Kong time and dates.