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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of MGM China Holdings Limited (“the Company”) will be held at Salon I, MGM MACAU, Avenida Dr. Sun Yat Sen, NAPE, Macau on November 30, 2012 (Friday) at 12:00 p.m. for the following purpose:—

SPECIAL RESOLUTION

To consider and, if thought fit, passing (with or without modifications) the following resolution to amend the existing Memorandum and Articles of Association as a Special Resolution:

“**THAT** the existing Memorandum and Articles of Association of the Company be and are hereby replaced in their entirety with a new Memorandum and Articles of Association with immediate effect, which include the following amendments to the existing Articles of Association:—

(a) Article 102 (1)

By deleting the existing Article 102(1) in its entirety and substituting a new Article 102(1):

“102.(1) Unless otherwise determined by the Company in general meeting, the minimum number of Directors shall not be less than eleven and the maximum number shall not be more than fifteen. Subject to Article 136 but notwithstanding any other provision in these Articles, at least one-third (and in any event, not less than three) of the Board of Directors shall be Independent Non-Executive Directors.”

(b) Article 130

By deleting the existing Article 130 in its entirety and substituting a new Article 130:

“130. The Directors may meet together (either within or outside the Cayman Islands) for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall not have a second or casting vote unless he is the Designated Director (as defined below).

The holder of the majority of the shares from time to time shall have the right, by prior notice in writing to the Company, to name a Director (which may be the chairman) (the “Designated Director”) who shall have a second or casting vote in the case of an equality of votes. If the Designated Director is absent from a meeting, the Designated Director may designate, by prior notice in writing to the Company, another Director or alternate Director to have such a second or casting vote in case of an equality of votes. A Director may, and a Secretary or Assistant Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.”

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

Hong Kong, November 6, 2012

Notes:

- (1) Any shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Any shareholder entitled to attend and vote at the EGM who is the holder of two or more shares 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.
- (2) 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 not less than 48 hours before the time fixed for holding the meeting. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjourned meeting thereof should the shareholder so wish.
- (3) The register of members of the Company will be closed from November 29, 2012 to November 30, 2012 (both days inclusive) in order to determine the entitlement of shareholders to attend the EGM, during which period no transfer of shares will be effected. In order to be entitled to attend the EGM, 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on November 28, 2012.
- (4) Shareholders are requested to telephone the Company’s hotline (853) 88026688 or (852) 36982288 for arrangements of the EGM in the event that a No 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the EGM.

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.