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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: 6028, 40258, 40634, 5036)

**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
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of MGM China Holdings Limited (“AGM”) to be held at Ballroom 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 22, 2025 (Thursday) at 9:30 a.m. is set out on pages 20 to 23 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) 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 20, 2025 (Tuesday) 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. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

April 16, 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	4
Proposed Re-election of Directors and Continuous Appointment of Independent Non-Executive Director Who Has Served More Than Nine Years	5
Proposed Granting of Share Issuance Mandate	7
Proposed Granting of Share Buy-back Mandate	8
Declaration of Final Dividend	8
Annual General Meeting	8
Responsibility Statement	9
Recommendation	9
General	10
APPENDIX I — DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED	11
APPENDIX II — EXPLANATORY STATEMENT FOR GENERAL MANDATE TO REPURCHASE SHARES	16
NOTICE OF ANNUAL GENERAL MEETING	20

DEFINITIONS

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 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 22, 2025 (Thursday) at 9:30 a.m., the notice of which is set out on pages 20 to 23 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
“CCASS”	The Central Clearing and Settlement System established and operated by the HKSCC
“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

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 10, 2025, 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 (treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company; and for the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares)

DEFINITIONS

“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
“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
“treasury shares”	shall have the same meaning as set out in the Listing Rules which came into effect on 11 June 2024
“USD”	United States Dollars, the lawful currency of the United States of America
“%”	per cent
“2031 Notes”	US\$500 million aggregate principal amount of 7.125% senior unsecured notes due 26 June 2031

LETTER FROM THE BOARD



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

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(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2282 and Debt Stock Codes: 6028, 40258, 40634, 5036)

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:

P.O. Box 31119
Grand Pavilion Hibiscus Way,
802 West Bay Road
Grand Cayman, KY1-1205
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 16, 2025

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
DECLARATION OF FINAL DIVIDEND
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; (iii) the granting of the Share Buy-back Mandate; and (iv) the declaration of a final dividend. 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.

LETTER FROM THE BOARD

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. Kenneth Xiaofeng Feng, Mr. Daniel J. Taylor, Mr. Russell Francis Banham and Mr. Simon Meng (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.

Mr. Russell Francis Banham and Mr. Simon Meng had submitted to the Stock Exchange written confirmations concerning their independence to the Company upon their appointment. They have confirmed to the Company that there are no subsequent changes of circumstances which may affect their independence which would require them to inform the Hong Kong Stock Exchange.

LETTER FROM THE BOARD

The Nomination, Environmental, Social and Governance Committee has assessed the independence of all Independent Non-Executive Directors and, in particular, Mr. Russell Francis Banham, who has served the Board for more than 9 years. Mr. Russell Francis Banham was appointed as an Independent Non-Executive Director, a chairperson of the Audit Committee, a member of the Nomination, Environmental, Social and Governance Committee and of the Remuneration Committee of the Company on November 20, 2014. In accordance with the Corporate Governance Code as set out in the Listing Rules, since Mr. Russell Francis Banham has been serving as an Independent Non-Executive Director for more than 9 years, a separate resolution will be proposed for his re-election at the AGM.

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 Mr. Russell Francis Banham as an Independent Non-Executive Director despite that he has served as an Independent Non-Executive Director for over 9 years, (i) the Board has assessed that there were no changes of circumstances which may affect the independence of Mr. Russell Francis Banham with regards to each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) the Board affirmed that Mr. Russell Francis Banham remains independent; (iii) the Nomination, Environmental, Social and Governance Committee has assessed and is satisfied of the independence, skills, competencies and qualifications of Mr. Russell Francis Banham; (iv) the Nomination, Environmental, Social and Governance Committee and the Board have reviewed the biography of Mr. Russell Francis Banham and his past performance, and assessed his suitability to be re-elected based on his reputation for personal and professional ethics and integrity, and extensive experience having regard to the board diversity policy adopted by the Company; and (v) the Board is satisfied that Mr. Russell Francis Banham 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. Mr. Russell Francis Banham is currently the chairperson of the Audit Committee and a member of the Remuneration Committee and of the Nomination, Environmental Social and Governance Committee. He has been continuously demonstrating firm commitment to his various roles, and has devoted time and made contributions to the Company that are commensurate with his role as an Independent Non-Executive Director. Mr. Russell Francis Banham 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 his in-depth knowledge, Mr. Russell Francis Banham 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 Mr. Russell Francis Banham brings considerable stability and significant contribution to the Board and the Board has benefited greatly from the presence and professional knowledge of Mr. Russell Francis Banham who has over time gained valuable insight into the Group, the Board believes that Mr. Russell Francis Banham has the character, integrity, independence and expertise to continue to fulfil his role as Independent Non-Executive Director effectively and will continue to bring valuable experience, knowledge, diversity, and professionalism to the Board and would recommend Mr. Russell Francis Banham for re-election as an Independent Non-Executive Director at the AGM.

The Nomination, Environmental, Social and Governance Committee is satisfied that Mr. Russell Francis Banham continues to be independent. Hence, the Board considers that the long service of Mr. Russell Francis Banham would not affect his exercise of independent judgements.

LETTER FROM THE BOARD

In view of the professional qualifications and expertise of each Retiring Director proposed for re-election and the confirmations of Mr. Russell Francis Banham and Mr. Simon Meng to the Company that there were no changes of circumstances which may affect their independence, 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. Kenneth Xiaofeng Feng, Mr. Daniel J. Taylor, Mr. Russell Francis Banham and Mr. Simon Meng 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. Kenneth Xiaofeng Feng as Executive Director, Mr. Daniel J. Taylor as Non-Executive Director, Mr. Russell Francis Banham and Mr. Simon Meng as Independent Non-Executive Directors.

PROPOSED GRANTING OF SHARE ISSUANCE MANDATE

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on May 31, 2024, 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 (excluding treasury 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 (including any sale or transfer of treasury shares held under the name of the Company) of up to 20% of the total number of issued shares (excluding treasury 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 (excluding treasury shares) is 3,800,000,001 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 (including any sale or transfer of treasury shares held under the name of the Company) up to a maximum of 760,000,000 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 (excluding treasury 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.

LETTER FROM THE BOARD

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 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 31, 2024, 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 (excluding treasury 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 (excluding treasury shares) is 3,800,000,001 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 380,000,000 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.

DECLARATION OF FINAL DIVIDEND

The Directors have resolved to recommend the payment of a final dividend of HK\$0.251 per Share (the “**Final Dividend**”) to the Shareholders whose names appear on the register of members on June 3, 2025.

The proposed Final Dividend is subject to the approval by the Shareholders at the AGM. It is expected that the Final Dividend would be paid to the Shareholders on or about June 12, 2025.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Ballroom 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 22, 2025 (Thursday) at 9:30 a.m. is set out on pages 20 to 23 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, the granting of the Share Buy-back Mandate and the declaration of a final dividend.

LETTER FROM THE BOARD

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., Tuesday, May 20, 2025 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.

The register of members of the Company will be closed from Sunday, May 11, 2025 to Wednesday, May 21, 2025 (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 Friday, May 9, 2025.

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, (iii) the granting of the Share Buy-back Mandate, and (iv) the declaration of a final dividend 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.

LETTER FROM THE BOARD

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) Kenneth Xiaofeng Feng (“Mr. Feng”)

Mr. Feng, aged 54, serves as President and executive Director of the Company and Director of MGM Grand Paradise. Mr. Feng was appointed as non-executive Director of the Company on May 24, 2018. He was appointed as President, Strategic and Chief Financial Officer on June 22, 2020. Mr. Feng was re-designated as an executive Director of the Company on June 20, 2023. He was a member of the Audit Committee of the Company from May 24, 2018 to November 1, 2019. Mr. Feng has been employed by MGM Resorts International since 2001 in a variety of finance, advisory, strategic and Operation, development positions. Mr. Feng was appointed as Vice President – International Operations in 2007 and Senior Vice President of MGM Resorts International in 2009. In 2017, Mr. Feng was promoted to be Executive Vice President of MGM International Operations.

Mr. Feng was appointed as a non-executive Director of the Company on May 24, 2018. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Feng was re-elected as a non-executive Director on May 28, 2020 and June 9, 2022 and was re-designated as an executive Director of the Company on June 20, 2023. There is no service contract entered into between the Company and Mr. Feng. Mr. Feng receives emoluments as President and Director of MGM Grand Paradise, which includes salary and other benefits, contributions to retirement benefit scheme, share-based payments, cash-settled restricted stock units and discretionary and performance related incentive payments. The emolument is determined by reference to his services in connection with the management of the affairs of the Group and the relevant remuneration policy.

Mr. Feng 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. Feng has 3,355,200 outstanding share options under the Company’s Share Option Schemes.

Save as disclosed above, Mr. Feng 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.

Mr. Feng 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. Feng 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) Daniel J. Taylor (“Mr. Taylor”)

Mr. Taylor, aged 68, is a non-executive Director of the Company since March 26, 2020 and a member of the Remuneration Committee since May 28, 2020. He sits on the board of MGM Resorts International since 2007 and serves as a member of the Audit Committee, Human Capital and Compensation Committee and as Chair of the Nominating/Corporate Governance Committee. He is the non-executive Chairman of the Board of Directors of Light Efficient Design, a division of TADD LLC and a manufacturer and distributor of LED lighting products, primarily for the retrofit market, since July 2014. Mr. Taylor served as Director of MGM Growth Properties LLC from April 2016 until April 2022. Mr. Taylor was an executive of Tracinda from 2007 to 2019. Mr. Taylor served as the President of Metro-Goldwyn-Mayer Inc. (“**MGM Studios**”) from April 2005 to January 2006 and as the Senior Executive Vice President and Chief Financial Officer of MGM Studios from June 1998 to April 2005. He was the Vice President-Taxes at MGM/UA Communications Co., the predecessor company of MGM Studios, from 1985 to 1991. From 1978 to 1985, he worked as a Tax Manager at Arthur Andersen & Co., specializing in the entertainment and gaming practice. He was a Director of Inforte Corp. from October 2005 to 2007. Mr. Taylor acted as Chairman of the Board of Directors of Delta Petroleum Corporation from May 2009 to August 2012, and as Director from February 2008 to August 2012, and was also a member of the Audit Committee and Nominating and Corporate Governance Committee. Mr. Taylor graduated with a Bachelor of Science in Business Administration from Central Michigan University.

Mr. Taylor was appointed as a non-executive Director of the Company on March 26, 2020. He is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association. Mr. Taylor was re-elected as a non-executive Director on May 25, 2023. There is no service contract entered into between the Company and Mr. Taylor. Mr. Taylor is not entitled to receive any remuneration or Director’s fee.

Mr. Taylor 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. Taylor had personal interests of (i) 79,484 deferred stock units; (ii) 57,337 vested restricted stock units and (iii) 5,261 unvested restricted stock units; and (iv) 3,442 dividend equivalent rights for the outstanding restricted stock units; all in relation to the common stock of MGM Resorts International.

Save as disclosed above, Mr. Taylor 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. Taylor 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. Taylor 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) Russell Francis Banham (“Mr. Banham”)

Mr. Banham, aged 71, is an independent non-executive Director, the Chairperson of the Audit Committee, a member of the Nomination, Environmental, Social and Governance Committee and a member of the Remuneration Committee of the Company since November 2014. Mr. Banham is also the non-executive Chairperson of Eureka Group Holdings Limited and a member of the Audit Committee (was previously the Chairperson) and a member of the Nomination and Remuneration Committee. He resigned from the Board of National Atomic Company Kazatomprom, effective from May 2023. He is also a member of the Audit and Risk Management Committee of the Queensland Audit Office. Mr. Banham retired from Deloitte CIS, Moscow Office in 2014, where he had been a Partner since 2011. Before that, he worked from 2007 to 2011 at Deloitte CIS in Almaty, Kazakhstan, and from 2002 to 2007 he worked for Ernst and Young in Brisbane, Australia. Mr. Banham started his professional career as an auditor in 1974 working for Andersen and stayed at the Sydney Office, Australia, until 1984, from 1984 to 1985 he worked at the Andersen Los Angeles office, United States of America, and from 1985 to 2002 he worked at the Andersen Brisbane office, Australia. In his professional career in Australia, he was the lead audit partner for several clients in the gaming and hospitality industries and acquired relevant experience in these sectors. In 2016, Mr. Banham completed the Company Directors’ course at the Australian Institute of Company Directors and is a Graduate of the Australian Institute of Company Directors. He has a Bachelor of Commerce in Accounting degree from the University of New South Wales, Sydney, Australia and is a Fellow of the Institute of Chartered Accountants in Australia.

Mr. Banham was appointed as an independent non-executive Director of the Company on November 20, 2014. He is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association. Mr. Banham was re-elected as an independent non-executive Director on May 14, 2015, May 24, 2018 and June 9, 2022.

Mr. Banham entered into a letter of re-appointment with the Company for a term of three years with effect from November 20, 2023. Under the terms of the letter of re-appointment and the resolution passed by the Board on March 29, 2023, Mr. Banham is entitled to receive a Director’s fee of USD180,000 (approximately HKD1,400,400) per annum which is determined by the Board with reference to his responsibilities and duties, the Company’s remuneration policy as well as the prevailing market conditions.

Mr. Banham 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, Mr. Banham 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.

The Board considers that Mr. Banham is independent and recommends him to be re-elected as an independent non-executive Director at the AGM.

Save as disclosed above, Mr. Banham 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. Banham 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) Simon Meng (“Mr. Meng”)

Mr. Meng, aged 67, is an independent non-executive Director, a member of the Audit Committee, of the Nomination, Environmental, Social and Governance Committee and of the Remuneration Committee of the Company since December 9, 2019. Mr. Meng was appointed as the Chairperson of the Nomination, Environmental, Social and Governance Committee on May 27, 2021. Mr. Meng is a visiting Professor of Zhejiang Normal University and a member of the International Advisory Board of the Shanghai Symphony Orchestra. He was an international partner in King & Wood Mallesons in Shanghai between April 1, 2021 and June 2023. Mr. Meng was a corporate M&A partner at Linklaters in Shanghai since May 1, 2017 to June 30, 2020, specializing in cross-border M&A, direct investments and joint ventures in China. He has significant experience in project development relating to energy, real estate and urban transportation sectors in China and has advised numerous Chinese and multinational corporations. Mr. Meng is admitted to practice law in the State of New York and in France and is registered as “foreign lawyer” in Hong Kong. He practiced in Paris, New York and Hong Kong with Cleary Gottlieb Steen & Hamilton between 1990 and 1996 before joining Freshfields in Hong Kong in August 1996. Prior to joining Linklaters, Mr. Meng was a partner of King & Wood Mallesons from October 2012 until April 2017, Herbert Smith from April 2000 to September 2012, and Sidley Austin from October 1998. Mr. Meng holds a CERT certificate in Cybersecurity Oversight by Carnegie Mellon University and National Association of Corporation Directors. Mr. Meng obtained a Bachelor of Laws from Beijing University, a Master of Public Law, a Master of Business Law and a Doctor of Law from Bordeaux University, and a Master of Comparative Jurisprudence from the New York University.

Mr. Meng was appointed as an independent non-executive Director of the Company on December 9, 2019. He is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association. Mr. Meng was re-elected as an independent non-executive Director on June 9, 2022.

Mr. Meng entered into a letter of re-appointment with the Company for a term of three years with effect from December 9, 2022. Under the terms of the letter of appointment and the appointment and the resolution passed by the Board on March 29, 2023, Mr. Meng is entitled to receive a Director’s fee of USD130,000 (approximately HKD1,011,400) per annum which is determined by the Board with reference to his responsibilities and duties, the Company’s remuneration policy as well as the prevailing market conditions.

Mr. Meng 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, Mr. Meng held US\$3,000,000 of the 2031 Notes of the Company in his personal capacity.

Save as disclosed above, Mr. Meng 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 corporation within the meaning of Part XV of the SFO.

The Board considers that Mr. Meng is independent and recommends him to be re-elected as an independent non-executive Director at the AGM.

Mr. Meng 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. Meng 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 (excluding treasury shares) is 3,800,000,001 Shares and the Company does not hold any treasury 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 59,649,488 Shares, among which 43,738,188 outstanding share options are exercisable before the AGM to subscribe for an aggregate of 43,738,188 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 380,000,000 Shares representing not more than 10% of the total number of issued Shares (excluding treasury 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 (excluding treasury shares) 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 purpose 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.

HANDLING OF REPURCHASED SHARES

The Company intends to cancel the repurchased shares following settlement of any share buy-back and/or hold them as treasury shares for subsequent sale or transfer subject to consideration of factors including market conditions and the needs of the Company at the relevant time of the repurchases.

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, 2024, 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 78.44% 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 87.15% 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:

Date of repurchased	Number of Shares repurchased	Consideration per Share		Aggregate consideration paid
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>	
				<i>HK\$'000</i>
November 2024	382,800	9.70	9.50	3,686
December 2024	828,600	10.22	9.73	8,285
Marh 2025	374,700	11.28	11.12	4,209

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:

Month	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	14.16	12.70
May	15.52	13.24
June	14.96	12.02
July	13.00	11.08
August	12.08	9.70
September	12.80	9.28
October	13.50	9.86
November	10.54	9.25
December	10.40	9.00
2025		
January	10.98	9.78
February	11.08	9.65
March	11.76	10.34
April (up to and including the Latest Practicable Date)	10.94	8.83

NOTICE OF ANNUAL GENERAL MEETING



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: 6028, 40258, 40634, 5036)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of MGM China Holdings Limited (the “**Company**”) will be held at Ballroom 3, MGM COTAI, Avenida da Nave Desportiva, Cotai, Macau on May 22, 2025 (Thursday) 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, 2024.
2. To declare a final dividend of HK\$0.251 per share for the year ended December 31, 2024.
3. (A) To re-elect each of the following Directors by separate resolutions:
 - (i) Mr. Kenneth Xiaofeng Feng as an Executive Director;
 - (ii) Mr. Daniel J. Taylor as a Non-Executive Director;
 - (iii) Mr. Russell Francis Banham as an Independent Non-Executive Director; and
 - (iv) Mr. Simon Meng 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.

NOTICE OF ANNUAL GENERAL MEETING

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 (including any sale or transfer of treasury shares out of treasury) 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 (including any sale or transfer of treasury shares held under the name 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 (excluding treasury 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 (including any sale or transfer of treasury shares held under the name 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;

NOTICE OF ANNUAL GENERAL MEETING

(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 (excluding treasury shares) at the date of passing 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.”

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 (including any sale or transfer of treasury shares held under the name 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 16, 2025

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

NOTICE OF ANNUAL GENERAL MEETING

9:30 a.m. on Tuesday, May 20, 2025 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.

- (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 Sunday, May 11, 2025 to Wednesday, May 21, 2025 (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 Friday, May 9, 2025.
- (5) The Board of Directors has recommended the payment of a final dividend of HK\$0.251 per share for the year ended December 31, 2024 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 12, 2025, to those Shareholders whose names appear on the Company's register of members on June 3, 2025.
- (6) For determining the entitlement of Shareholders to the proposed final dividend, the register of members of the Company will be closed from May 30, 2025 to June 3, 2025, 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 Thursday, May 29, 2025.
- (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.
- (9) Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company, shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.