

NOTE: Unless defined herein, terms used in this Application Form bear the same meanings as defined in the prospectus dated Monday, May 23, 2011 (the "Prospectus") of MGM China Holdings Limited (the "Company") together with any supplement thereto.
附註：除非本申請表格另有界定外，本申請表格所使用的詞彙與美高梅中國控股有限公司（「本公司」）於2011年5月23日（星期一）刊發的招股章程（「招股章程」）及任何補充文件所界定者具有相同涵義。

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Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Application Form.
香港中央結算有限公司、香港聯合交易所有限公司（「聯交所」）及香港中央證券有限公司（「香港結算」）對本申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示不會就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。
A copy of this Application Form, together with a copy of each of the YELLOW and GREEN Application Forms, the Prospectus and the other documents specified in the paragraphs headed "Documents Delivered to the Registrar of Companies" and "Documents Available for Inspection" in Appendix VIII to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the "Companies Ordinance"). The Securities and Futures Commission of Hong Kong ("SFC") and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.
本申請表格連同黃色及綠色申請表格、招股章程及招股章程附錄人，是已遵照香港法例第342C章（公司條例）（「公司條例」）第342C條的規定，送呈香港公司註冊處處長存檔，並可供公眾人士查閱。香港證券及期貨事務監察委員會（「證監會」）及香港公司註冊處處長，對任何該等文件的內容概不負責。
Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to subscribe or buy nor shall there be any subscription or sale of Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale or subscription in the United States. The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold except in an offshore transaction in accordance with Regulation S under the U.S. Securities Act. There will be no offer or sale of Shares in the United States.
本申請表格或招股章程或其任何部分均不構成在美國境內或向美國境內人士招攬認購或購買證券的要約，而在任何州份作出此類要約，均屬違法行為。認購或購買證券的要約，僅可在美國境內或向美國境內人士招攬認購或購買證券的要約。股份不會分發予或根據1933年（美國證券法）（經修訂）（「美國證券法」）註冊，除在根據「美國證券法」規例的離岸交易中發售或出售外，概不可供提呈發售或出售。股份將不會在美國境內發售或出售。
This Application Form is not for distribution or sale in the United States, Canada, European Economic Area, the United Kingdom, Singapore, Japan, the PRC or any other jurisdictions where such distribution is not permitted by the relevant law. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale or subscription in the United States. The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold except in an offshore transaction in accordance with Regulation S under the U.S. Securities Act. There will be no offer or sale of Shares in the United States.



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)
(於開曼群島註冊成立的有限公司)

Global Offering

Number of Offer Shares under the Global Offering	: 760,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 76,000,000 Shares (subject to reallocation)
Number of International Offer Shares	: 684,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$15.34 per Hong Kong Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal Value	: HK\$1.00 per Share
Stock Code	: 2282

全球發售

全球發售的發售股份數目	: 760,000,000股股份（視乎超額配股權的行使情況而定）
香港發售股份數目	: 76,000,000股股份（可予重新分配）
國際發售股份數目	: 684,000,000股股份（可予重新分配及視乎超額配股權的行使情況而定）
最高發售價	: 每股香港發售股份15.34港元，另加1.0%經紀佣金、0.003%證監會交易費及0.005%聯交所交易費（須於申請時以港元繳足及可予退還）
面值	: 每股股份1.00港元
股份代號	: 2282

Application Form 申請表格

Applications will be accepted until 12:00 noon on Thursday, May 26, 2011 (or such other time or date as may subsequently be announced).
You must read the conditions and instructions attached to this Application Form.
To be valid, you must complete all applicable parts of this Application Form. Please write clearly in ink.

截止接受申請時間為2011年5月26日（星期四）中午十二時正
（或其後可能公佈的較遲者其時間或日期）
閣下務必細閱本申請表格所載的條件及指示。
本申請表格全部適用部分必須用墨水填寫清楚妥當，方為有效。

Mixed Media Offer
The Company will be relying on section 9A of the Companies Ordinance and will be issuing the WHITE and YELLOW Application Forms without them being accompanied by a printed Prospectus.
From 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011, an electronic form of the Prospectus can be accessed and downloaded from the websites of the Company at http://mgmchinaholdings.com/investor_relations and the Stock Exchange at www.hkexnews.hk, under the "HKExnews > Listed Company Information > Latest Listed Company Information" section, respectively. Members of the public who wish to obtain a copy of the printed Prospectus may obtain a copy, free of charge, upon request during normal business hours from 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011 at the following locations:
1. any of the following branch of:
(a) Industrial and Commercial Bank of China (Asia) Limited, Mongkok Branch, G/F, Pabon Bank Building, 721-725 Nathan Road, Mongkok, Kowloon;
(b) Standard Chartered Bank (Hong Kong) Limited, Kwun Tong Branch, 1A Yue Man Square, Kwun Tong;
(c) Bank of China (Hong Kong) Limited, Central District (Wing On House) Branch, 71 Des Voeux Road Central;
(d) Bank of Communications Co., Ltd. Hong Kong Branch, 20 Peddar Street, Central;
2. any of the following addresses of:
(a) J.P. Morgan Securities (Asia Pacific) Limited, 28th Floor, Chater House, 8 Connaught Road Central, Hong Kong;
(b) Morgan Stanley Asia Limited, Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong;
(c) Merrill Lynch Far East Limited, 15/F, Citibank Tower, 3 Garden Road, Central, Hong Kong;
(d) BNP Paribas Capital (Asia Pacific) Limited, Suite 6415, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;
(e) CLSA Limited, 18/F, One Pacific Place, 88 Queensway, Hong Kong;
(f) Deutsche Bank AG, Hong Kong Branch, Level 52, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong;
(g) The Royal Bank of Scotland N.V., Hong Kong Branch, 38/F Cheung Kong Center, 2 Queen's Road Central, Hong Kong;
(h) Commerzbank AG, 29/F Two IFC, 8 Finance Street, Central, Hong Kong; and
3. The Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.
Details of where printed Prospectuses may be obtained will be displayed prominently at every location where Application Forms may be lodged.
During normal business hours from 9:00 a.m. on Monday, May 23, 2011 until 12:00 noon on Thursday, May 26, 2011, at least three copies of the printed Prospectus will be available for inspection at every location where the WHITE and YELLOW Application Forms are distributed. You should read the Prospectus prior to submitting this Application Form.

混合媒介要約
本公司將依據《公司條例》第9A條，在並無與印製本招股章程一起發出的情況下，發出白色及黃色申請表格。
於2011年5月23日（星期一）上午九時正至2011年5月26日（星期四）中午十二時正期間，電子形式的招股章程將分別在本公司的網址 http://mgmchinaholdings.com/investor_relations 及聯交所的網址 www.hkexnews.hk 披露為上市公司公告之最新上市公司公告之一欄中可供公眾查閱及下載。有意領取印製本招股章程的公眾人士，可於2011年5月23日（星期一）上午九時正至2011年5月26日（星期四）中午十二時正的正常營業時間內在下列地點免費索取：
1. 以下任何分行：
(a) 中國工商銀行（亞洲）有限公司，旺角分行，九龍旺角彌敦道721-725號華比銀行大廈地下；
(b) 渣打銀行（香港）有限公司，觀塘分行，觀塘裕民坊1A號樓；
(c) 中國銀行（香港）有限公司，中環永安閣大廈分行，德輔道中71號；
(d) 交通銀行股份有限公司香港分行，中環畢打街20號；
2. 以下任一地址：
(a) 摩根大通證券（亞太）有限公司，香港干諾道中8號環球大廈28樓；
(b) 摩根士丹利亞洲有限公司，香港九龍柯士甸道1號環球貿易廣場46樓；
(c) 美林遠東有限公司，香港中環花園道3號花旗銀行大廈15樓；
(d) 法國巴黎證券（亞太）有限公司，香港中環金鐘街8號國際金融中心二期64樓6415室；
(e) 里昂證券有限公司，香港金鐘道88號太古廣場一期18樓；
(f) 德意志銀行香港分行，香港九龍柯士甸道1號環球貿易廣場52樓；
(g) 蘇格蘭皇家銀行香港分行，香港皇后大道中2號長江集團中心38樓；
(h) 德國商業銀行，香港中環金鐘街8號國際金融中心二期29樓；及
3. 香港結算存管服務櫃檯，地址為香港德輔道中199號無限廣場2樓；
可領取印製本招股章程的地址詳情將於遞交申請表格的各地點突出顯示。
於2011年5月23日（星期一）上午九時正至2011年5月26日（星期四）中午十二時正的正常營業時間內，在派發白色及黃色申請表格的各個地點，均有至少三份印製本招股章程的文本可供查閱。閣下於遞交本申請表格前須細閱招股章程。

To: MGM China Holdings Limited (the "Company")
J.P. Morgan Securities (Asia Pacific) Limited
Morgan Stanley Asia Limited
Merrill Lynch International
Merrill Lynch Far East Limited
Hong Kong Underwriters

致：美高梅中國控股有限公司（「本公司」）
摩根大通證券（亞太）有限公司
摩根士丹利亞洲有限公司
Merrill Lynch International
美林遠東有限公司
香港承銷商

I/we:

- apply for the number of Hong Kong Offer Shares set out below, subject to the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum of Association and Articles of Association;
- enclose payment in full for the Hong Kong Offer Shares applied for at the maximum Offer Price of HK\$15.34 per Hong Kong Offer Share, including a 1% brokerage fee, a 0.003% SFC transaction levy and a 0.005% Stock Exchange trading fee;
- undertake and agree to accept the Hong Kong Offer Shares applied for, or any lesser number allotted to me/us on this application; declare that this is the only application intended by me/us to be made on a WHITE or YELLOW Application Form or by giving electronic application instructions to HKSCC via CCASS or to the designated White Form eIPO Service Provider under the White Form eIPO service (www.eipo.com.hk);
- undertake and confirm that I/we have not indicated an interest for, applied for, or taken up, or received or been placed or allocated (including conditionally and/or provisionally) and will not indicate an interest for, apply for or take up any International Offer Shares in the International Offering, nor receive, nor be placed or allocated, nor otherwise participate, in the International Offering; understand and confirm that the declarations and representations will be relied upon by the Company, the Directors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Joint Sponsors in deciding whether or not to make any allotment of Hong Kong Offer Shares to me/us pursuant to this application;
- authorize the Company to place my/our name(s) on the register of members of the Company in Hong Kong as the holder(s) of any Hong Kong Offer Shares to be allotted to me/us, and (subject to the terms and conditions set out on the pages attached to this Application Form) to send any Share certificate(s) and/or any refund cheque(s) (where applicable) by ordinary post at my/our own risk to the address given on this Application Form unless I/we have applied for 1,000,000 Hong Kong Offer Shares or more and I/we choose to collect any Share certificate(s) and/or any refund cheque(s) (where applicable) personally, as provided in this Application Form;
- undertake to sign all documents and to do all things necessary to enable me to be registered as the holder of the Hong Kong Offer Shares to be allocated to me, and as required by the Articles of Association;
- request that any refund cheque(s) be made payable to me/the first-named of us (in the case of joint applicants) in this Application Form; and
- have read the terms and conditions and application procedures set out on the pages attached to this Application Form and in the Prospectus and agree to be bound by them, and are aware of the restrictions on the Hong Kong Public Offering described in the Prospectus;
- represent, warrant and undertake that the allotment of or application for the Hong Kong Offer Shares to or by whom or for whose benefit this application is made would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
- represent, warrant and undertake that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act, I am/we are outside the United States (as defined in Regulation S under the U.S. Securities Act) or am/are a person/persons described in paragraph h(3) of Rule 902 of Regulation S under the U.S. Securities Act;
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

本人/我們：
• 按照招股章程及本申請表格的條款及條件，並在組織大綱及公司章程所載的各項規限下，申請認購以下數目的香港發售股份；
• 夾附以最高發售價每股香港發售股份15.34港元計算申請認購香港發售股份所需的全數付款（包括1%經紀佣金、0.003%證監會交易費及0.005%聯交所交易費）；
• 承諾及同意接受本人/我們根據本申請所申請認購的香港發售股份，或獲配發的任何較少數目的香港發售股份；
• 聲明是項申請乃本人/我們使用白色或黃色申請表格或通過中央結算系統向香港結算或根據白表eIPO服務（www.eipo.com.hk）向指定白表eIPO服務供應商發出電子認購指示的方式，所作出及擬作出的唯一申請；
• 承諾及確認本人/我們並無有意認購、申請認購、接納或收取或獲配或分配（包括有條件及/或暫時性）亦不會有意認購、申請認購、接納國際發售的任何國際發售股份，或收取或獲配或分配以其他方式參與國際發售；
• 明白及確認 貴公司、各董事、聯席全球協調人、聯席承銷商、聯席牽頭經銷人及聯席保薦人將依賴該等聲明及陳述，以決定是否根據本申請向本人/我們配發任何香港發售股份；
• 授權 貴公司將本人/我們的姓名/名稱列入 貴公司於香港的股東名冊內，作為任何將配發予本人/我們的香港發售股份的持有人，並在（符合本申請表格附載各頁所載的條款及條件的情況下）按本申請表格上所示地址以普通郵遞方式寄發任何股票及/或任何退款支票（如適用），郵誤風險概由本人/我們自行承擔（除非本人/我們申請1,000,000股或以上的香港發售股份，並已於本申請表格上表明擬按本申請表格所載親自領取任何股票及/或任何退款支票（如適用））；
• 承諾簽署所有文件並進行所有必要的事情，以及根據公司章程規定讓本人登記為獲配發香港發售股份的持有人；
• 要求任何退款支票以本人/本申請表格內我們中排首位者（倘聯名申請人）為抬頭人；
• 已細閱本申請表格附載各頁及招股章程所載的條款、條件及申請程序，並同意受其約束且知悉招股章程所述有關香港公開發售的限制；
• 聲明、保證及承諾本人/我們或本人/我們為其利益而提出申請的人士獲配發或申請認購香港發售股份不會違反 貴公司須遵從香港以外任何地區的任何法律或法規的任何規定（不論是具法律效力的）；
• 聲明、保證及承諾香港發售股份亦不會違反《美國證券法》（S'902條）以予登記，而本人/我們身處美國境外（定義見《美國證券法》規則）或本人/我們身為《美國證券法》規則（S'902條）以予登記的人士；
• 同意本申請、任何對本申請的接納以及因此訂立的合同，將受香港法律規管及按其詮釋。

Signed by (all applicant's) (all joint applicants must sign):
由（所有）申請人簽署（所有聯名申請人必須簽署）：
.....
.....
.....

Date: 日期:
D日 M月 Y年

Warnings:
• It is important that you read the terms and conditions and application procedures overleaf.
• You must sign this application in writing (and not by way of personal chop), otherwise the application is liable to be rejected.
• All applicable boxes in this Application Form must be completed, otherwise the application is liable to be rejected.
• Only one application may be made for the benefit of any person on a WHITE or YELLOW Application Form or by way of giving electronic application instructions to HKSCC via CCASS or to the designated White Form eIPO Service Provider under the White Form eIPO service (www.eipo.com.hk). The following are liable to be rejected: multiple or suspected multiple applications on WHITE or YELLOW Application Forms and/or by way of giving electronic application instructions to HKSCC via CCASS and/or to the designated White Form eIPO Service Provider under the White Form eIPO service (www.eipo.com.hk); and applications made for the benefit of one applicant (or joint applicants) on either a WHITE or YELLOW Application Form or by way of giving electronic application instructions to HKSCC via CCASS or to the designated White Form eIPO Service Provider under the White Form eIPO service for more than 38,000,000 Hong Kong Offer Shares (being 50% of the Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering) and applications where cheques or banker's cashier orders are dishonoured upon the first presentation.
• You may be prosecuted if you make a false declaration.
• You must complete this application in English (except Chinese name) unless otherwise stated, otherwise the application is liable to be rejected.

For Broker use 此欄供經紀填寫
Lodged by 申請由以下經紀遞交

Broker No. 經紀號碼
Broker's Chop 經紀印章

警告：
• 閣下必須細閱背頁的條款及條件及申請程序。
• 閣下必須以書面方式（不得以個人印章方式）簽署本申請表格，否則申請會被拒絕受理。
• 本申請表格內所有適用空格均必須填寫，否則申請會被拒絕受理。
• 任何人士僅限以受益人身份以白色或黃色申請表格或通過中央結算系統向香港結算或根據白表eIPO服務（www.eipo.com.hk）向指定白表eIPO服務供應商發出電子認購指示作出的重覆或疑似重覆申請，以及一名申請人（或聯名申請人）的利益以白色或黃色申請表格或通過中央結算系統向香港結算或根據白表eIPO服務向指定白表eIPO服務供應商發出電子認購指示重覆超過38,000,000股香港發售股份（即根據香港公開發售項下初步提呈可供認購的香港發售股份的50%）的申請；以及支票或銀行本票在首次遞出時未被兌現的申請。
• 閣下作出虛假聲明，則可遭檢控。
• 除中文姓名/名稱外，閣下必須以英文填寫本申請（除非另有指明外），否則申請會被拒絕受理。

Hong Kong Public Offering – WHITE Form 香港公開發售 – 白表

Use this form if you want the Hong Kong Offer Shares to be issued in your name 閣下如欲以本身名義登記將獲發行香港發售股份，請使用本表格

Number of Hong Kong Offer Shares applied for (not more than 38,000,000 Shares) 申請認購香港發售股份數目 (不超過38,000,000股股份)

Cheque/banker's cashier order number 支票/銀行本票號碼

Total amount of payment 款項總額

HK\$ 港元

Name of bank on which cheque/banker's cashier order is drawn* 支票/銀行本票的付款銀行名稱*

* Cheque and banker's cashier order should be crossed "Account payee only" and made payable to "ICBC (Asia) Nominee Limited – MGM China Public Offer". 支票及銀行本票須以劃線註明「只准存入抬頭人賬戶」的方式開出，並須註明抬頭人為「工銀亞洲代理人有限公司－美高梅中國公開發售」。

To be completed in BLOCK letters in English in ink, except as stated otherwise. Joint applicants should give the address of the first-named applicant only. 除另有訂明外，請用墨水筆或原子筆以英文正楷填寫。聯名申請人只須填寫排名首位的申請人的地址。

Name (in English) 英文姓名/名稱

Family name or company name 姓氏或公司名稱 Forename(s) 名字

Name (in Chinese) 中文姓名/名稱

Family name or company name 姓氏或公司名稱 Forename(s) 名字

Occupation (in English) 職業 (以英文填寫)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No.** (please delete as appropriate) 香港身份證號碼/護照號碼/香港商業登記號碼** (請刪去不適用者)

Names of all other joint applicants (in English) (if any) 所有其他聯名申請人的英文姓名/名稱 (如有)

(1)
(2)
(3)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No.** of all other joint applicants (if any) (please delete as appropriate) 所有其他聯名申請人 (如有) 的香港身份證號碼/護照號碼/香港商業登記號碼** (請刪去不適用者)

(1)
(2)
(3)

Address (in English) (Joint applicants should give the address in Hong Kong and the telephone number of the first-named applicant only). Only an address in Hong Kong will be accepted 地址 (以英文填寫) (聯名申請人只須填寫排名首位的申請人的香港地址及電話號碼)。僅接受香港地址

Telephone No. 電話號碼

For nominees: Please provide an account number or identification code for each (joint) beneficial owner(s). 由代名人遞交：請填寫各(聯名)實益擁有人的賬戶號碼或識別編碼。

If you are a nominee and you do not complete this section, this application will be treated as being made for your benefit. The account number or identification code for each (joint) beneficial owner must be provided. 如閣下為代名人而並無填寫本欄，則是項申請將被視作以閣下本身利益而遞交。務必填寫各(聯名)實益擁有人的賬戶號碼或識別編碼。

** (1) For an individual, you must provide your Hong Kong Identity Card number or passport number. If you hold a Hong Kong Identity Card, please provide your Hong Kong Identity Card number. If you do not hold a Hong Kong Identity Card, please provide your passport number. For a body corporate, please provide the Hong Kong Business Registration number. All joint applicants must give (if they are individuals) their Hong Kong Identity Card numbers, where appropriate, passport numbers, or (if they are bodies corporate) their Hong Kong Business Registration numbers. The Hong Kong Identity Card/Passport/Hong Kong Business Registration numbers will be used for checking the validity of your Application Forms and otherwise for processing the application for Shares and such data would be transferred to a third party for the accomplishment of such purposes.

如屬個人人士，閣下必須填寫香港身份證號碼或護照號碼。倘若閣下持有香港身份證，請填寫香港身份證號碼；否則，請填寫護照號碼。如屬法人團體，請填寫香港商業登記號碼。所有聯名申請人(如屬個人人士)須填寫其香港身份證號碼(如適用)、護照號碼或(如屬法人團體)香港商業登記號碼。香港身份證/護照/香港商業登記號碼將會用作核對閣下的申請表格是否有效或處理股份申請，並會將有關資料轉交予第三方以達上述目的。

(2) Part of your Hong Kong Identity Card number or passport number, or, if you are joint applicants, part of the Hong Kong Identity Card number or passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verification of your Hong Kong Identity Card number or passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number or passport number may lead to delay in encashment of or may invalidate your refund cheque.

閣下提供的部分香港身份證號碼或護照號碼，或(倘閣下為聯名申請人)閣下提供的排名首位的申請人的部分香港身份證號碼或護照號碼，可能會印在閣下的退款支票上(如有)。上述資料亦可能轉交予第三方以便退款。在兌現閣下的退款支票前，閣下的銀行可能會要求核實閣下的香港身份證號碼或護照號碼。倘閣下的香港身份證號碼或護照號碼填寫有誤，或會造成閣下的退款支票兌現延遲或使其失效。

Tick this box if you are applying for 1,000,000 Hong Kong Offer Shares or more and wish to collect your Share certificate(s) and/or refund cheque(s) (if any) in person from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Please see the sections overleaf headed "If your application for Hong Kong Offer Shares is successful (in whole or in part)" and "Refund of your money" for details of when, where and how to collect your Share certificate(s) and/or refund cheque(s) (if any).

倘閣下申請認購1,000,000股或以上香港發售股份，並欲親自前往香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)領取閣下的股票及/或退款支票(如有)，請在左端方格加上[✓]號。有關領取股票及/或退款支票(如有)的時間、地點及方法詳情，見背頁「閣下成功申請認購香港發售股份(全部或部分)」及「退還閣下的款項」兩節。

Any alteration to any application detail that you provide on this form should be authorized by the signature of the applicant. 對閣下在本表格內提供的任何申請資料的任何更正應由申請人簽字授權方可進行。

ADDRESS LABEL 地址標貼

Please repeat your name(s) and address in Hong Kong as set out above in BLOCK LETTERS

請用正楷填寫上表所示姓名/名稱及香港地址

Name(s) 姓名/名稱
Address 地址

For Bank use 此欄供銀行填寫

Hong Kong Public Offering – WHITE Form

Use this form if you want the Hong Kong Offer Shares to be issued in your name



美高梅中國控股有限公司
MGM China Holdings Limited

MGM China Holdings Limited

(incorporated in the Cayman Islands with limited liability)

Global Offering

Conditions of your application

Unless otherwise stated, terms used in these conditions have the same meanings ascribed thereto in the Prospectus.

A. Who can apply

- You, the applicant(s), and any person(s) for whose benefit you are applying, must be 18 years of age or older and must have a Hong Kong address.
- If you are a firm, the application must be in the names of the individual members, not the firm's name.
- If you are a **body corporate**, the application must be signed by a duly authorized officer, who must state his or her representative capacity.
- Save under circumstances permitted by the Listing Rules, you **cannot** apply for any Hong Kong Offer Shares using this **WHITE** Application Form if you are (or any person(s) for whose benefit you are applying is/are):
 - an existing beneficial owner of Shares in the Company or any of its subsidiaries;
 - the chief executive or a director of the Company or any of its subsidiaries;
 - an associate (as defined in the Listing Rules) of any of the above;
 - a connected person (as defined in the Listing Rules) of the Company or will become a connected person of the Company immediately upon completion of the Global Offering;
 - a legal or natural person of the PRC (except qualified domestic institutional investors);
 - a person who does not have a Hong Kong address;
 - within the United States (within the meaning of Regulation S under the U.S. Securities Act), other than a person described in paragraph h(3) of Rule 902 of Regulation S under the U.S. Securities Act; or
 - have been allocated or have applied for any International Offer Shares under the International Offering or otherwise participate in the International Offering.
- The number of joint applicants must not exceed four.

B. If you are a nominee

You may make more than one application for the Hong Kong Offer Shares if and only if you are a nominee, in which case you may make an application as a nominee by (i) giving **electronic application instructions** to HKSCC (if you are a CCASS Participant), and (ii) using the **WHITE** or **YELLOW** Application Form, and lodging more than one Application Form in your own name if each application is made on behalf of different beneficial owners. In the box on the Application Form marked "For nominees" you must include:

- an account number; or
- some other identification code

for each beneficial owner, in the case of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit. A nominee who submits this Application Form on behalf of another person is deemed to have represented to and undertaken with the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors and the Underwriters that he/she has been duly authorized by such person (or, if more than one, all of them) to submit this Application Form and to agree to the terms of this Application Form on behalf of such person/every such person. You further undertake to supply to the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors and the Underwriters such information about such person/every such person as any of them may require for any of the purposes set out in the section below headed "Personal Data".

C. Lodge only one application for your benefit (for you and any of your joint applicants)

Except where you are a nominee and provide the information required to be provided in your application, all of your applications will be rejected as multiple applications if you, or you and your joint applicant(s) together:

- make more than one application (whether individually or jointly) on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or to the designated **White Form eIPO Service Provider** under the **White Form eIPO service (www.eipo.com.hk)**;
- both apply (whether individually or jointly) on one **WHITE** Application Form and one **YELLOW** Application Form or on one **WHITE** or **YELLOW** Application Form and give **electronic application instructions** to HKSCC or to the designated **White Form eIPO Service Provider** under the **White Form eIPO service (www.eipo.com.hk)**;
- apply on one **WHITE** or **YELLOW** Application Form (whether individually or jointly) or by giving **electronic application instructions** to HKSCC or to the designated **White Form eIPO Service Provider** under the **White Form eIPO service (www.eipo.com.hk)** for more than 38,000,000 Hong Kong Offer Shares (being 50% of the 76,000,000 Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering); or
- have indicated an interest for, or have been or will be placed (including conditionally and/or provisionally), any International Offer Shares under the International Offering.

All of your applications will also be rejected as multiple applications if more than one application is made for your benefit (including the part of the application made by HKSCC Nominees acting on electronic application instructions).

If an application is made by an unlisted company and

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company;

then the application will be treated as being made for your benefit.

"Unlisted company" means a company with no equity securities listed on the Stock Exchange.

"Statutory control" means you:

- control the composition of the board of directors of the company; or
- control the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

D. Allocation of Hong Kong Offer Shares – Pools A and B

The 76,000,000 Hong Kong Offer Shares available under the Hong Kong Public Offering for subscription by the public in Hong Kong will initially be divided into two pools for allocation purposes: Pool A and Pool B with an odd ballot basis being allocated to Pool A. Accordingly, the maximum number of Hong Kong Offer Shares initially in Pool A and Pool B will be 38,000,000 Hong Kong Offer Shares. Applicants should be aware that applications in Pool A and Pool B will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with a total subscription amount (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee) of HK\$5 million or less; and the Hong Kong Offer Shares in Pool B will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with a total subscription amount (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee) of more than HK\$5 million and up to the value of Pool B. Applicants should be aware that applications in Pool A and Pool B are likely to receive different allocation ratios. If Hong Kong Offer Shares in one pool (but not both pools) are under-subscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 38,000,000 Hong Kong Offer Shares (being 50% of the 76,000,000 Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering) are liable to be rejected. Allocation of Shares to investors under the Hong Kong Public Offering will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. The allocation of Hong Kong Offer Shares could, where appropriate, consist of **balloting**, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

E. Supplemental information

If any supplement to the Prospectus is issued, applicant(s) who have already submitted this Application Form may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) has/have not been so notified, or if applicant(s) has/have been notified but has/have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and will be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of the Prospectus as supplemented.

F. Effect of completing and submitting this Application Form

By completing this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:

- instruct and authorize** the Company, the Joint Global Coordinators, the Joint Bookrunners and/or the Joint Lead Managers (or their respective agents or nominees) to execute any transfer forms, contracts and/or other documents on your behalf and to do on your behalf all other things necessary to effect the registration of any Hong Kong Offer Shares allocated to you in your name(s) as required by the Articles of Association and otherwise to give effect to the arrangements described in the Prospectus and this Application Form;
- undertake** to sign all documents and to do all things necessary to enable you to be registered as the holder of the Hong Kong Offer Shares allocated to you, and as required by the Articles of Association;
- represent, warrant and undertake** that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act and you and any person for whose account or benefit you are acquiring the Hong Kong Offer Shares are outside the United States (as defined in Regulation S under the U.S. Securities Act) or a person described in paragraph h(3) of Rule 902 of Regulation S under the U.S. Securities Act;
- confirm** that you have received a copy of the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application, and will not rely on any other information or representation save as set out in any supplement to the Prospectus;
- agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (if the application is made for your own benefit) **warrant** that the application is the only application which will be made for your benefit in respect of Hong Kong Offer Shares on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or to the designated **White Form eIPO Service Provider** through **White Form eIPO service (www.eipo.com.hk)**;
- (if the application is made by an agent on your behalf) **warrant** that you have validly and irrevocably conferred on your agent all necessary power and authority to make the application;
- (if you are an agent for another person) **warrant** that reasonable enquiries have been made of the beneficial owner that the application is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or to the designated **White Form eIPO Service Provider** through **White Form eIPO service (www.eipo.com.hk)** and that you are duly authorized to sign the Application Form as that other person's agent;
- agree** that once your application is accepted, your application will be evidenced by the results of the Hong Kong Public Offering made available by the Company;
- undertake and confirm** that you (if the application is made for your benefit) or the person(s) for whose benefit you have made the application have not applied for, taken up or indicated an interest in, or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any International Offer Shares in the International Offering, nor be placed or allocated, nor otherwise participate in the International Offering;

warrant the truth and accuracy of the information contained in your application;

agree that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;

undertake and agree to accept the Shares applied for, or any lesser number allocated to you under the application;

authorize the Company to place your name(s) on the Company's register of members as the holder(s) of Hong Kong Offer Shares allocated to you, and the Company and/or the Company's agents to send any Share certificate(s) (where applicable) and/or any refund cheque (where applicable) to you or (in case of joint applicants) the first-named applicant in the Application Form by ordinary post at your own risk to the address stated on your Application Form (except if you have applied for 1,000,000 Hong Kong Offer Shares or more and have indicated in your Application Form your wish to collect your refund cheque and Share certificates (where applicable) in person);

confirm that you are aware of the restrictions on offering of the Hong Kong Offer Shares described in the Prospectus;

understand that these declarations and representations will be relied upon by the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, and the Joint Sponsors in deciding whether or not to allocate any Hong Kong Offer Shares in response to your application;

if the laws of any place outside Hong Kong are applicable to your application, you **agree and warrant** that you have complied with all such laws and none of the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors and the Underwriters, nor any of their respective officers or advisors will infringe any laws outside Hong Kong as a result of the acceptance of your offer to subscribe, or any actions arising from your rights and obligations under the terms and conditions contained in the Prospectus;

agree with the Company and each Shareholder of the Company, and the Company agrees with each of the Company's shareholders, to observe and comply with the Cayman Companies Law, the Companies Ordinance and the Articles of Association;

agree with the Company and each Shareholder of the Company that the Shares are freely transferable by the holder thereof;

agree that the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors and the Underwriters and any of their respective directors, officers, employees, agents or advisors and any other parties involved in the Global Offering are liable only for the information and representations contained in the Prospectus and any supplement to the Prospectus (and only then to the extent of their liability as limited by the law of their respective jurisdictions); and

agree to disclose to the Company, the Company's Hong Kong Share Registrar, the receiving bankers, the Joint Global Coordinators, the Joint Bookrunners and the Joint Lead Managers, the Joint Sponsors and their respective advisors and agents any personal data or other information which they require about you or the person(s) for whose benefit you have made the application.

The Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors, the Underwriters and their respective directors and other parties involved in the Global Offering are entitled to rely on any warranty, representation or declaration made by you in your application. In the event of this application being made by joint applicants, all the warranties, representations, declarations and obligations expressed to be made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given or assumed by or imposed on the applicants jointly and severally. You may be prosecuted if you make a false declaration.

G. Power of attorney

If your application is made by a person duly authorized under a valid power of attorney, the Company and the Joint Global Coordinators, as the Company's agents, may accept it at their discretion and subject to any conditions as they think fit, including production of evidence of the authority of your attorney. The Company and the Joint Global Coordinators, as the Company's agents, will have full discretion to reject or accept any application, in full or in part, without having to give any reasons for any rejection or acceptance.

H. Determination of Offer Price

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (jointly on behalf of the Underwriters), the Company, MGM Resorts International and Grand Paradise Macau Limited on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, May 27, 2011 and, in any event, not later than Thursday, June 2, 2011. The Offer Price will be not more than HK\$15.34 per Share and is expected to be not less than HK\$12.36 per Share. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$15.34 for each Hong Kong Offer Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price should be lower than HK\$15.34. The Joint Global Coordinators (jointly on behalf of the Underwriters) may, with the consent of the Company, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in the Prospectus (which is HK\$12.36 to HK\$15.34) at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Such an announcement will also be available at the websites of the Stock Exchange at www.hkexnews.hk and the Company at http://mgmchinaholdings.com/investor_relations. If applications for Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn. If, for whatever reason, Joint Global Coordinators (jointly on behalf of the Underwriters), the Company, MGM Resorts International and Grand Paradise Macau Limited are not able to agree on the Offer Price on or before Thursday, June 2, 2011 the Global Offering (including the Hong Kong Public Offering) will not become unconditional and will lapse.

Allocation of Hong Kong Offer Shares

Subject to the terms and conditions as set out herein and in the Prospectus, the Hong Kong Offer Shares will be allotted after the application lists close.

The Offer Price will be announced on Thursday, June 2, 2011 and the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering and the basis of allocations of the Hong Kong Offer Shares are also expected to be announced on Thursday, June 2, 2011 in both cases in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and the websites of the Stock Exchange at www.hkexnews.hk and the Company at http://mgmchinaholdings.com/investor_relations. Results of allocations of the Hong Kong Public Offering, and the Hong Kong Identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) will be made available through various channels as described in the section headed "How to apply for Hong Kong Offer Shares – VI. Publication of Results; VII. Dispatch/Collection of Share Certificates/Refund payment instructions/Refund Cheques" in the Prospectus on Thursday, June 2, 2011.

If your application for Hong Kong Offer Shares is successful (in whole or in part)

If you apply for 1,000,000 Hong Kong Offer Shares or more and have indicated your intention in your Application Form to collect your Share certificate(s) (where applicable) in person, you may collect the Share certificate(s) from the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, June 2, 2011 or such other place or date as notified by the Company in the newspapers as the place or date of despatch/collection of Share certificates/e-Refund payment instructions/refund cheques. If you are an individual who opts for personal collection, you must not authorize any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, your authorized representative must attend bearing a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar. If you do not collect your Share certificate(s) personally within the time specified for collection, they will be sent to the address as specified in your Application Form promptly thereafter by ordinary post and at your own risk. If you apply for less than 1,000,000 Hong Kong Offer Shares or if you apply for 1,000,000 Hong Kong Offer Shares or more but do not indicate on your Application Form that you will collect your Share certificate(s) (where applicable) in person, your Share certificate(s) (where applicable) will be sent to the address as specified on your Application Form on Thursday, June 2, 2011 by ordinary post at your own risk.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, June 3, 2011 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination under the Underwriting Agreements and described in the section entitled "Underwriting – Underwriting Arrangements and Expenses – The Hong Kong Public Offering – Grounds for Termination" in the Prospectus has not been exercised. No refund will be issued for application monies paid. In the event that the Offer Price is less than the price per Hong Kong Offer Share paid by you, the surplus application money (including the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee attributable to such surplus) will be refunded to you without interest. Investors who trade Shares prior to the receipt of Share certificates or prior to the Share certificates becoming valid do so entirely at their own risk.

Circumstances in which you will not be allotted Hong Kong Offer Shares

You may not be allotted Hong Kong Offer Shares for any of the following reasons:

- If your application is revoked:**
 - By completing and submitting this Application Form you agree that your application cannot be revoked before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day), unless a person responsible for this Prospectus under Section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for this Prospectus. This agreement will take effect as a collateral contract between you and the Company, and will become binding when you lodge your Application Form. This collateral contract will be in consideration of the Company agreeing that it will not offer any Hong Kong Offer Shares to any person on or before Thursday, June 23, 2011 except by means of one of the procedures referred to in the Prospectus.
 - If your application has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.
- Full discretion of the Company and the Joint Global Coordinators or our or their respective agents or nominees to reject or accept:**
 - The Company and the Joint Global Coordinators or its or their respective agents or nominees have full discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.
- If the allotment of Hong Kong Offer Shares is void:**
 - The allotment of Hong Kong Offer Shares to you will be void if the Listing Committee of the Stock Exchange does not grant permission to list the Shares either:
 - within three weeks from the closing of the application lists; or
 - within a longer period of up to six weeks if the Listing Committee of the Stock Exchange notifies the Company of that longer period within three weeks of the closing date of the application lists.

Hong Kong Public Offering – WHITE Form

Use this form if you want the Hong Kong Offer Shares to be issued in your name

4. You will not receive any allotment if:
- you make multiple applications or are suspected of making multiple applications;
 - you or the person for whose benefits you apply for have taken up or so indicated an interest or applied for or received or have been or will be placed or allocated (including conditionally and/or provisionally), any International Offer Shares under the International Offering. By filling in any of the Application Forms or submitting electronic application instructions, you agree not to apply for or indicate an interest for any International Offer Shares in the International Offering. Reasonable steps will be taken to identify and reject applications in the Hong Kong Public Offering from investors who have received International Offer Shares in the International Offering, and to identify and reject indications of interest in the International Offering from investors who have received Hong Kong Offer Shares in the Hong Kong Public Offering;
 - your payment is not made correctly or you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonored upon its first presentation;
 - your Application Form is not completed in accordance with the instructions as stated in the Application Form;
 - you apply for more than 38,000,000 Hong Kong Offer Shares (being 50% of the Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering);
 - the Company believes that by accepting your application, it would violate the applicable securities or other laws, rules or regulations of the jurisdiction in which your application is received or your address is located;
 - the Underwriting Agreements do not become unconditional; or
 - the Hong Kong Underwriting Agreement and/or the International Underwriting Agreement are/is terminated in accordance with their respective terms.

Refund of your money

If you do not receive any Hong Kong Offer Shares for any of, but not limited to, the above reasons, the Company will refund your application monies, including the brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%. No interest will be paid thereon. If your application is accepted only in part, the Company will refund to you the appropriate portion of your application monies (including the related brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) without interest. If the Offer Price is finally determined to be less than the initial price of HK\$15.34 per Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee thereon) paid on application, the Company will refund to you the surplus application monies, together with the related brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, without interest. All such interest accrued on such monies prior to the date of refund will be retained for the Company's benefit. Refund of your application monies (if any) will be made on Thursday, June 2, 2011 in accordance with the various arrangements as described in the Prospectus. Refund cheques will be crossed "Account Payee Only" made out to you, or if you are joint applicants, to the first-named applicant. Part of your Hong Kong Identity Card number or passport number, or if you are joint applicants, part of the Hong Kong Identity Card number or passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purposes. Your banker may require verification of your Hong Kong Identity Card number or passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number or passport number may lead to delay in encashment of or may invalidate your refund cheque. It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate. If you apply for 1,000,000 Hong Kong Offer Shares or more and have indicated your intention in your Application Form to collect your refund cheque(s) (where applicable) from Computershare Hong Kong Investor Services Limited and have provided all information required by your Application Form, you may collect your refund cheque(s) from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, June 2, 2011 or such other place or date as notified by the Company in the newspapers as the place or date of despatch of refund cheques. If you are an individual who opts for personal collection, you must not authorize any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, your authorized representative must attend bearing a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives of corporations (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar. If you do not collect your refund cheque personally within the time specified for their collection, they will be sent to the address as specified in your Application Form promptly thereafter by post and at your own risk. If you apply for less than 1,000,000 Hong Kong Offer Shares or if you apply for 1,000,000 Hong Kong Offer Shares or more but have not indicated on your Application Form that you will collect your refund cheque(s) in person, your refund cheque(s) will be sent to the address as specified on your Application Form on Thursday, June 2, 2011 by ordinary post and at your own risk.

Application by HKSCC Nominees

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for Hong Kong Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and the provisions in the Prospectus shall prevail. Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- all warranties on the first page, except the first warranty concerning application for Hong Kong Offer Shares on the terms and conditions of the Prospectus and this Application Form, and subject to the Articles of Association;
- "Warning" on the first page;
- "If you are a nominee";
- "Lodge only one application for your benefit (for you and any of your joint applicants)";
- all representations and warranties under the section headed "Effect of completing and submitting this Application Form", except the first two regarding registration of Hong Kong Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Hong Kong Offer Shares applied for.

How to make your application

- Use the table set out below to calculate how much you must pay for the number of Hong Kong Offer Shares you want to subscribe for. Your application must be for a minimum of 400 Hong Kong Offer Shares. Applications must be in whole of the numbers set out in the table below. No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected. The maximum number of Hong Kong Offer Shares that you may apply for is 38,000,000. You must pay the maximum Offer Price of HK\$15.34 per Hong Kong Offer Share plus a brokerage fee of 1%, a SFC transaction levy of 0.003% and a Stock Exchange trading fee of 0.005%. The table below sets out the total amount payable for certain numbers of Hong Kong Offer Shares.
- Complete this Application Form and sign it. Only written signatures will be accepted.
- Each application must be accompanied by either one cheque or one banker's cashier order.
- Staple your cheque or cashier order to the Application Form. You must pay for the Hong Kong Offer Shares applied for by one cheque or by one banker's cashier order.

If you pay by cheque, the cheque must:

 - be in Hong Kong dollars;
 - be drawn on your Hong Kong dollar bank account in Hong Kong;
 - show your account name. This name must either be pre-printed on the cheque, or be endorsed on the back by a person authorized by the bank. This account name must be the same as the name on this form. If it is a joint application, the account name must be the same as the name of the first-named applicant;
 - be made payable to "ICBC (Asia) Nominee Limited – MGM China Public Offer";
 - be crossed "Account payee only"; and
 - not be post-dated.

Your application may be rejected if your cheque:

 - does not meet all these requirements; or
 - is dishonored on its first presentation.

If you pay by banker's cashier order, the banker's cashier order must:

 - be in Hong Kong dollars;
 - be issued by licensed banks in Hong Kong, and have your name certified on the back by a person authorized by the bank. The name on the back of the banker's cashier order and the name on the Application Form must be the same. If it is a joint application, the name on the back of the banker's cashier order must be the same as the name of the first-named applicant;
 - be made payable to "ICBC (Asia) Nominee Limited – MGM China Public Offer";
 - be crossed "Account payee only"; and
 - not be post-dated.

Your application may be rejected if your banker's cashier order does not meet all these requirements.

- Tear off the Application Form, fold the form once and lodge it in one of the special collection boxes at any one of the following branches:

(a) Industrial and Commercial Bank of China (Asia) Limited	
Branch Name	Address
Hong Kong Island Central Branch	1/F, 9 Queen's Road Central
Kowloon Tsingshatsui East Branch	117-123 Hennessy Road, Wanchai
	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsingshatsui
New Territories Mongkok Branch	G/F, Belgian Bank Building, 721-725 Nathan Road, Mongkok
	65A-C/66, 2/F, Kwai Chung Plaza, Kwai Fong
	Shop 4, G/F, Chung On Building, 297-313 Sha Tsui Road, Tsuen Wan

- "If your application for Hong Kong Offer Shares is successful (in whole or in part)";
- "Circumstances in which you will not be allotted Hong Kong Offer Shares"; and
- "Refund of your money".

Personal Data

Personal information collection statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of the Shares of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Ordinance.

- Reasons for the collection of your personal data**
From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and its Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar. Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Offer Shares which you have successfully applied for and/or the despatch of Share certificates and/or despatch of refund cheque(s) to which you are entitled. It is important that holders of securities inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

- Purposes**
The personal data of the applicants and the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocations of the Hong Kong Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the name of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting in the conduct of signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and its Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and/or other purpose to which the holders of securities may from time to time agree.

- Transfer of personal data**
Personal data held by the Company and its Hong Kong Share Registrar relating to the applicants and the holders of securities will be kept confidential but the Company and its Hong Kong Share Registrar, to the extent necessary for achieving the above purposes or any of them, may make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the applicants and the holders of securities to, from or with any and all of the following persons and entities:

- the Company or its respective appointed agents such as financial advisors and receiving banks;
- HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS (in cases where the applicants have requested for the Hong Kong Offer Shares to be deposited into CCASS);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or its Hong Kong Share Registrar in connection with the operation of their businesses;
- the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers.

- Access to and correction of personal data**
The Ordinance provides the applicants and the holders of securities with rights to ascertain whether the Company or its Hong Kong Share Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and its Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and kinds of data held should be addressed to the Company, at its registered address disclosed in the "Corporate Information" section in the Prospectus or as notified from time to time in accordance with applicable law, for the attention of the company secretary, or the Company's Hong Kong Share Registrar for the attention of the privacy compliance officer. By signing this Application Form, you agree to all of the above.

By signing this Application Form, you agree to all of the above.

(b) Standard Chartered Bank (Hong Kong) Limited		
Branch Name	Address	
Hong Kong Island 88 Des Voeux Road Central	88 Des Voeux Road Central, Central	
Kowloon Causeway Bay Branch	G/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay	
New Territories Kwun Tong Branch	1A Van Man Square, Kwun Tong	
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Tai Po Branch	23 & 25 Kwong Fuk Road, Tai Po Market, Tai Po
	New Town Plaza Branch	Shop 215 to 223, Phase 1, New Town Plaza, Sha Tin

(c) Bank of China (Hong Kong) Limited		
Branch Name	Address	
Hong Kong Island Bank of China Tower Branch	3/F, 1 Garden Road	
Kowloon Central District (Wing On House) Branch	71 Des Voeux Road Central	
	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
New Territories Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long	

(d) Bank of Communications Co., Ltd. Hong Kong Branch		
Branch Name	Address	
Hong Kong Island Hong Kong Branch	20 Peddar Street, Central	
	North Point Sub-Branch	442-444 King's Road
	Kwun Tong Sub-Branch	Shop A, G/F, Hong Ning Court, 55 Hong Ning Road
	Wong Tai Sin Sub-Branch	Shop 127-129, 1/F, Lung Cheung Plaza, 136 Lung Cheung Road
	Tsung Kwan O Sub-Branch	Shop 253-255, Metro City Shopping Arcade, Phase 1
New Territories Tsuen Wan Sub-Branch	G/F, Shop G9B-G11, Pacific Commercial Plaza, Bo Shea Mansion, 328 Sha Tsui Road	

- Your Application Form can be lodged at these times:

Day	Time
Monday, May 23, 2011	9:00 a.m. to 5:00 p.m.
Tuesday, May 24, 2011	9:00 a.m. to 5:00 p.m.
Wednesday, May 25, 2011	9:00 a.m. to 5:00 p.m.
Thursday, May 26, 2011	9:00 a.m. to 12:00 noon
- The latest time for lodging your application is 12:00 noon on Thursday, May 26, 2011. The application lists will be open from 11:45 a.m. to 12:00 noon on that day, subject only to the weather conditions. The application lists will not be open if there is:
 - a tropical cyclone warning signal number 8 or above; or
 - a "black" rainstorm warning signal.
- The term "business day" means a day that is not a Saturday, Sunday or public holiday in Hong Kong.
- The right is reserved to present all or any remittances for payment, your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Thursday, May 26, 2011. You will not be given a receipt for your payment. The Company will retain any interest accrued on your application monies. The right is also reserved to retain any Share certificates and/or any surplus application money(ies) or refunds pending clearance of your cheque or banker's cashier order.

NUMBER OF SHARES THAT MAY BE APPLIED FOR AND PAYMENTS

No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$
400	6,197.85	20,000	309,892.54	300,000	4,648,388.16	7,000,000	108,462,390.40
800	12,395.70	24,000	371,871.05	400,000	6,197,850.88	8,000,000	123,957,017.60
1,200	18,593.55	28,000	433,849.57	500,000	7,747,313.60	9,000,000	139,451,644.80
1,600	24,791.41	32,000	495,828.07	600,000	9,296,776.32	10,000,000	154,946,272.00
2,000	30,989.25	36,000	557,806.58	700,000	10,846,239.04	20,000,000	309,892,544.00
2,400	37,187.10	40,000	619,785.09	800,000	12,395,701.76	30,000,000	464,838,816.00
2,800	43,384.96	50,000	774,731.36	900,000	13,945,164.48	38,000,000 ⁽¹⁾	588,795,833.60
3,200	49,582.80	60,000	929,677.63	1,000,000	15,494,627.20		
3,600	55,780.66	70,000	1,084,623.90	2,000,000	30,989,254.40		
4,000	61,978.51	80,000	1,239,570.18	3,000,000	46,483,881.60		
8,000	123,957.02	90,000	1,394,516.45	4,000,000	61,978,508.80		
12,000	185,935.52	100,000	1,549,462.72	5,000,000	77,473,136.00		
16,000	247,914.03	200,000	3,098,925.44	6,000,000	92,967,763.20		

⁽¹⁾ Maximum number of Hong Kong Offer Shares you may apply for.



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
(於開曼群島註冊成立的有限公司)

全球發售

申請條件

除另有說明外，此等條件所用詞彙與招股章程賦予者具有相同涵義。

甲. 申請人資格

- 1. 閣下作為申請人及閣下為其利益提出申請的任何人士必須年滿18歲或以上並須有香港地址。
2. 閣下為商號，有關申請必須以個別成員名義提出，而非以該商號名義申請。
3. 閣下為法人團體，申請須由獲正式授權的高級人員簽署，而該高級人員須說明其代表身份。
4. 除非在獲《上市規則》批准的情況下，倘閣下或閣下為其利益提出申請的任何人士不得列入下列方式使用本白色申請表格申請認購任何香港發售股份：
- 本公司或其任何附屬公司股份的現有實益擁有人；
- 本公司或其任何附屬公司的最高行政人員或董事；
- 以上任何人士的聯繫人(定義見《上市規則》)；
- 本公司的關連人士(定義見《上市規則》)或在緊隨全球發售完成後將成為本公司關連人士的人士；
- 中華人民共和國的法人或自然人(不包括合格境內機構投資者)；
- 無香港地址的人士；
- 身處美國境內(屬《美國證券法》項下規則S定義範圍內)，且非《美國證券法》項下規則S902條h(3)段所述人士；或
- 已獲分配或已申請認購國際發售下的任何國際發售股份，或以其他方式參與國際發售。
5. 聯名申請人不得超過四位。

乙. 倘閣下為代名人

閣下只有身為代名人，方可提交多於一份香港發售股份申請，在此情況下，閣下可作為代名人以下列方式提出申請：(i)向香港結算發出電子認購指示(倘閣下為中央結算系統參與者)；及(ii)使用白色或黃色申請表格作出申請，並以閣下本身的名義代表不同的實益擁有人提交超過一份申請表格。閣下必須在申請表格上註有「由代名人遞交」一欄內填上各實益擁有人(或如屬聯名實益擁有人，則各聯名實益擁有人)的：
- 賬戶號碼；或
- 其他身份識別編號。
如閣下未填妥上述信息，則申請將被視為閣下本身的利益而作出。代表其他人士遞交本申請表格的代名人，被視為已向本公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、聯席保薦人及承銷商發出聲明及承諾，表明已正式獲該名人士(如多於一名人士則為所有有關人士)授權遞交本申請表格，並代表該名人士/每名有關人士同意本申請表格的條款。閣下亦向本公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、聯席保薦人及承銷商承諾，會應要求就下文「個人資料」一節所載任何目的，提供該名人士/每名有關人士的相關信息。

丙. 僅可為閣下本身的利益(為閣下及閣下的任何聯名申請人)提交一份申請

除閣下為代名人並提供閣下申請所需的信息外，如果閣下或閣下聯同聯名申請人作出以下事宜，閣下的所有申請即被視為重複申請而被拒絕受理：
- (無論個人或聯同他人)使用白色或黃色申請表格或向香港結算或通過白表eIPO服務(www.eipo.com.hk)向指定白表eIPO服務供應商發出電子認購指示提出超過一份申請；
- (無論個人或聯同他人)同時以一份白色申請表格及一份黃色申請表格或以一份白色或黃色申請表格及向香港結算或根據白表eIPO服務(www.eipo.com.hk)向指定白表eIPO服務供應商發出電子認購指示提出申請；
- (無論個人或聯同他人)以一份白色或黃色申請表格或向香港結算或通過白表eIPO服務(www.eipo.com.hk)向指定白表eIPO服務供應商發出電子認購指示，申請認購38,000,000股香港發售股份(即香港公開發售初步可供認購的76,000,000股香港發售股份的50%)以上，或曾經表示有意認購，或曾經獲得配售或將會獲得配售(包括有條件及/或暫時性質)國際發售的任何國際發售股份。

如果閣下提交超過一份為閣下的利益而提出的申請(包括香港結算代理人掃電子認購指示提出的申請)閣下，則閣下的所有申請亦將被視為重複申請而被拒絕受理。如果由一家非上市公司提出申請並且該公司主要的業務是證券交易；及
- 閣下行使對該公司的法定控制權，則該項申請將被視為閣下的利益而提交。
「非上市公司」指並無股本證券在聯交所上市的公司。
「法定控制權」是指：閣下
- 控制本公司董事會的組成；或
- 控制本公司一半以上的投票權；或
- 持有本公司一半以上已發行股本(不計任何無權獲得超出指定金額的利潤或股本分派的任何該公司已發行股本部分)。

丁. 香港發售股份之分配一甲組及乙組

為進行分配，根據香港公開發售可供香港公眾認購的76,000,000股香港發售股份將初步分為兩組，甲組及乙組(任何零碎股份分配至甲組)。因此，甲組及乙組的香港發售股份最高數目定分別為38,000,000股及38,000,000股。甲組的香港發售股份將公平分配予總認購額(不包括經紀佣金、證監會交易徵費及聯交所交易費)為500萬港元或以下的香港發售股份的申請人。乙組的香港發售股份將公平分配予總認購額(不包括經紀佣金、證監會交易徵費及聯交所交易費)為500萬港元以上但不超過乙組價值的香港發售股份的申請人。申請人認購甲組及乙組的申請所獲分配的配額或比例或會有所不同。倘其中一組(而非兩組)的香港發售股份出現認購不足的情況，則多出的香港發售股份將撥往另一組，以滿足另一組的需求並作相應的分配。申請人僅可獲分配甲組或乙組而非兩組的香港發售股份。重複或疑屬重複申請以及超出38,000,000股香港發售股份(即香港公開發售初步可供認購的76,000,000股香港發售股份50%)的申請將不被受理。根據香港公開發售向投資者分配股份，將根據所獲香港發售股份數目而定。分配標準或因應申請人有效申請認購的香港發售股份數目而有所不同。香港發售股份的分配可能會因情況而進行抽籤，即申請人可能獲分配數目較其申請認購相同數目香港發售股份的申請人為多的股份，而未中籤的申請人則可能不獲分配任何香港發售股份。

戊. 補充信息

如果招股章程刊登任何補充文件，已提交本申請表格的申請人可能會或可能不會(視乎補充文件所載信息而定)獲通知以撤回其申請。倘申請人並未獲通知可以撤回申請，或申請人已知會但並未根據通知的程序撤回申請，所有已提交申請仍屬有效，並可能獲接納。除上文所述情況外，已作出的申請均為不可撤回，且申請人均被視為根據經補充之招股章程作出申請。

己. 填妥及提交本申請表格的效用

閣下填妥本申請表格，即表示閣下(如屬聯名申請人，即各聯名申請人共同及個別)代表閣下自己，或作為代理或代名人及代表委託閣下作為代理或代名人的每位人士。
- 指示白表認購本公司、聯席全球協調人、聯席賬簿管理人及/或聯席牽頭經銷人(或其各自的代理或代名人)代表閣下簽署任何過戶表格、成交單據或其他文件，並根據公司章程的規定代表閣下進行所有其他必要的事情，以致使任何及/或閣下名義向閣下分配的香港發售股份得以登記，並以其他方式使招股章程和本申請表格中所述的各項安排得以進行；
- 承諾簽署所有文件並進行所有必要的事情，以及根據公司章程規定讓閣下登記為獲分配香港發售股份的持有人；
- 聲明保證並承諾閣下明白香港發售股份並無且將來也不會根據《美國證券法》進行登記，且閣下及其代表或其利益歸屬香港發售股份的任何人士(身處美國境內(定義見《美國證券法》項下規則S)或為《美國證券法》項下規則S902條h(3)段所述人士)；
- 確認閣下已經收到招股章程，並在申請時只依賴招股章程中包含的信息和陳述，且不會依賴招股章程的任何補充文件所載以外的任何其他信息或陳述；
- 同意(在不影響閣下可能享有的任何其他權利的前提下)閣下的申請一經接納，閣下不得因非蓄意作出失實陳述而撤回申請；
- 倘申請是為閣下自身的利益而提出保證有關申請是為閣下利益就香港發售股份以白色或黃色申請表格或向香港結算或通過白表eIPO服務(www.eipo.com.hk)向指定白表eIPO服務供應商發出電子認購指示所作出的唯一申請；
- (倘申請是代理代表閣下提出)保證閣下已經有效地、不可撤銷地向閣下的代理授予所有必要的權力和授權以提交申請；
- 倘閣下是其他人士的代理保證已向該實益擁有人作出合理查詢，是項申請將會是為該名人士的利益以白色或黃色申請表格或向香港結算或通過白表eIPO服務(www.eipo.com.hk)向指定白表eIPO服務供應商發出電子認購指示提交的唯一申請，且閣下已獲正式授權作為該名人士的代理簽署本申請表格；
- 同意閣下申請一經接納，閣下申請的結果將以本公司發出的香港公開發售結果為準；
- 承諾並確認閣下(倘申請是為閣下的利益作出)或閣下為其利益作出申請的人士並無申請認購、接納或表示有意認購或已收取或認購或分配(包括有條件及/或暫時性質)國際發售的任何國際發售股份，亦將不會申請認購或接納或表示有意認購國際發售的任何國際發售股份，或獲配或分配，亦無以任何方式參與國際發售；

- 保證閣下申請中所載的信息確屬真實及準確；
- 同意閣下的申請、申請的任何接納及因此訂立的合同將受香港法律規管並按其詮釋；
- 承諾並同意接受所申請認購的股份，或閣下申請獲分配的任何較少數量的股份；
- 授權本公司將閣下的姓名列入本公司的股東名冊中，作為分配給閣下的任何香港發售股份的持有人，並授權本公司及/或本公司的代理將任何股票(如適用)及/或任何退款支票(如適用)以普通郵遞方式按申請表格上所填寫的地址寄予閣下或(如屬聯名申請人)申請表格排名首位的申請人，郵誤風險由閣下自行承擔(除非閣下申請認購1,000,000股或以上的香港發售股份並在申請表格上聲明閣下將親自領取退款支票及股票(如適用)的意願)；
- 確認閣下已知悉有關招股章程所述提早發售香港發售股份的限制；
- 明白本公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人及聯席保薦人將依賴上述聲明和陳述，以決定是否根據閣下的申請分配任何香港發售股份；
- 如果香港以外任何地區的法律適用於閣下的申請，則閣下同意並保證閣下已遵守所有該等法律，且本公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、聯席保薦人及承銷商以及其各自的任何高級人員或顧問，概不會因閣下的認購要約被接受或閣下根據招股章程所載條款及條件所享有的權利與承擔的責任所引起任何訴訟而違反香港以外地區的任何法律；
- 向本公司及本公司各股東表示同意，及本公司亦向本公司各股東表示同意，遵守及符合《開曼群島公司法》、《公司條例》及公司章程；
- 向本公司及本公司各股東表示同意本公司股份持有人可自由轉讓股份；
- 同意本公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、聯席保薦人、承銷商及其各自的任何董事、高級人員、員工、代理或顧問及參與與香港發售股份的任何其他各方，須對招股章程及招股章程的任何補充文件所載的信息及陳述負責(而僅限於具有司法管轄權法院裁定存在的該等責任)；及
- 同意向本公司、本公司香港證券登記處、收款銀行、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、聯席保薦人及其各自的顧問和代理披露任何上述各方所需關於閣下或閣下為其利益而提出申請人士的個人資料或其他信息。

本公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、聯席保薦人、承銷商及其各自的董事及參與全球發售的其他各方均有權依賴閣下於閣下申請中所作的任何保證、陳述或聲明。本申請乃由聯名申請人作出，所有由聯名申請人明確作出、表示或承擔或施加於聯名申請人的保證、陳述、聲明及責任將被視為由申請人共同及個別作出、表示或承擔或共同及個別施加於申請人。閣下如作出虛假聲明，可能會被檢控。

庚. 授權書

如閣下通過正式授權的人士以有效的授權書提出申請，本公司及作為本公司代理的聯席全球協調人可酌情決定在該申請符合其任何一方法為合適的任何條件(包括出示閣下代理人的授權證明)的情況下接納閣下的申請。本公司及作為本公司代理的聯席全球協調人可全權酌情決定拒絕或接受任何申請的全部或部分，而毋須申述任何理由。

辛. 釐定發售價

發售價將由聯席全球協調人(聯席代表承銷商)、本公司、美高梅國際酒店集團及金殿超濠有限公司於定價日期(定價日期將於2011年5月27日(星期五)或前後，而無論如何不遲於2011年6月2日(星期四))。發售價將不超過每股股份15.34港元，而預期不低於每股股份12.36港元。申請香港發售股份的申請人於申請時須支付每股香港發售股份的最高發售價15.34港元，另加1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費，倘發售價低於15.34港元，則多繳申請股款可予退還。聯席全球協調人(聯席代表承銷商)經本公司同意後，可於香港公開發售申請截止日期前之前隨時調低發售股份數目及/或指示性發售價範圍至低於招股章程所述者(即12.36港元至15.34港元)。在該情況下，本公司數目不遲於遞交香港公開發售申請截止日期早上在《南華早報》(以英文)及《香港經濟日報》(以中文)和聯交所網站(www.hkexnews.hk)及本公司網站(http://mgmchinaholdings.com/investor_relations)刊登調低發售股份數目及/或指示性發售價範圍的公佈。倘在香港公開發售遞交申請的截止日期前已經遞交香港發售股份的申請，則即使如前述調低發售股份數目及/或調低指示性發售價範圍，其後亦不得撤回有關申請。倘由於任何原因造成聯席全球協調人(聯席代表承銷商)、本公司、美高梅國際酒店集團及金殿超濠有限公司之間未能於2011年6月2日(星期四)或之前釐定發售價，則全球發售(包括香港公開發售)將不會成為無條件並將告失效。

香港發售股份的配發

根據本申請表格及招股章程所載的條款及條件，香港發售股份將於認購申請截止後配發。本公司預期於2011年6月2日(星期四)公佈發售價，並預期於2011年6月2日(星期四)在《南華早報》(以英文)及《香港經濟日報》(以中文)和聯交所網站(www.hkexnews.hk)及本公司網站(http://mgmchinaholdings.com/investor_relations)公佈香港公開發售的申請情況、國際發售的認購踴躍程度及香港發售股份的配發基準。香港公開發售配發結果及成功申請人的香港身份證/護照/香港商業登記號碼(如適用)將於2011年6月2日(星期四)按招股章程(如如何申請認購香港發售股份-VI.公開發售結果; VII.發售/領取股票/電子退款指示/退款支票一段所述)的方法公佈。

如何成功申請認購香港發售股份(全部或部分)

如閣下申請認購1,000,000股或以上香港發售股份並在申請表格上表明親自領取股票(如適用)，閣下可於2011年6月2日(星期四)上午九時正至下午一時正期間前往香港證券登記處即位於香港灣仔皇后大道東183號合和中心17樓1712-1716號舖的香港中央證券登記有限公司領取股票或在本公司於報章上公佈發送/領取股票/電子退款指示/退款支票的其他地點或日期領取。選擇親自領取的人士不得授權任何其他人士代為領取。選擇親自領取的人士申請人所委派的授權代表須持有蓋上本公司印章的授權書。個人申請人及公司授權代表(如適用)在領取時，均須出示獲得香港證券登記處接納的身份證明文件。如閣下未在指定領取時間內親自領取股票，則將會以普通郵遞方式寄往閣下申請表格上所示地址。郵誤風險由閣下自行承擔。如閣下申請認購1,000,000股以下香港發售股份或如閣下申請認購1,000,000股以上香港發售股份且並沒有在本申請表格上表明親自領取股票(如適用)，則閣下的股票(如適用)將於2011年6月2日(星期四)以普通郵遞方式寄往閣下申請表格上所示地址。郵誤風險由閣下自行承擔。本公司將不會發出臨時所有權文據。股票僅於香港公開發售在各方面成為無條件，以及招股章程中「承銷安排及費用-香港公開發售-終止的理由」一節所述協議條款的終止權利並未行使的情況下，才會成為所有權有效憑證，預期於2011年6月3日(星期五)上午八時正。本公司不會就遞交申請股款發出收據。如發售價較閣下交付的每股香港發售股份的股款為低，則多收的申請股款(包括因該多收款項而收取的經紀佣金、證監會交易徵費及聯交所交易費)將不計利息退還予閣下。投資者如於取得股票之前或股票成為有效所有權證之前買賣股份，風險概由其自行承擔。

閣下不獲配發香港發售股份的情況

閣下可能因下列任何原因而不獲配發香港發售股份：

- 如閣下的申請被撤銷：
- 本申請表格一經填妥並交回，即表示閣下同意不得在開始辦理申請登記後第五日(不包括就此而言為非營業日的任何日子)前撤銷閣下的申請(除非根據《公司條例》第40條對招股章程訂立的負責的人士根據該條發出公告，免除或限制該人士對招股章程的責任，而該協議將成為與本公司訂立的附屬合同。閣下遞交申請表格時即具有約束力。該附屬合同的目的為本公司同意，除按招股章程所述任何一項程序外，不會於2011年6月23日(星期四)或之前向人士提早發售任何香港發售股份。閣下的申請一經接納，即不可撤銷。就此而言，在報章公佈配發結果即構成對未被接納的申請的接納。如果有關分配基準受若干條件限制或訂明以抽籤形式分配，則申請獲接納與否分別視乎有關條件能否達成或抽籤結果而定。
2. 本公司及聯席全球協調人或我們的或其代理或代名人可全權酌情決定拒絕或接納閣下的申請；
本公司及聯席全球協調人或其各自的代理或代名人可全權酌情決定全部或部分拒絕或接納任何申請，而毋須就此解釋原因。
3. 如閣下獲配發的香港發售股份為無效：
如果聯交所上市委員會在下列期間未批准股份上市，則配發予閣下的香港發售股份將無效：
- 由截止辦理申請登記起計三個月內；或
- 如果聯交所上市委員會在截止辦理申請登記後三個月內通知本公司延長有關期間，則最多在截止辦理申請登記起計六個月內。
4. 在下列情況下，閣下將不獲任何配發：
- 閣下的申請為重複或疑屬重複申請；
- 閣下或閣下為其利益作出申請的人士已接納或表示有意認購或已經申請認購或收取或已經或將會獲得配發或分配(包括有條件及/或暫時性質)國際發售項下的任何國際發售股份。經寫入任何申請表格或提交電子認購指示，即表示閣下同意不會申請認購或表示有意申請認購國際發售的任何國際發售股份。本公司將採取合規措施，識別並拒絕已在國際發售中獲得國際發售股份的投資者所提出的香港公開發售申請並將識別拒絕已在香港公開發售中獲得香港發售股份的投資者在國際發售中的認購意向；

香港公開發售一白表

閣下如欲以本身名義獲發行香港發售股份，請使用本表格

- 閣下不按照規定方式付款或 閣下以支票或銀行本票付款，但該支票或銀行本票在首次過戶時不獲兌現；
- 閣下未有根據申請表格上的指示正確地填妥申請表格；
- 閣下申請認購超過38,000,000股的香港發售股份(即香港公開發售初步可供認購香港發售股份的50%)；
- 本公司相信 閣下的申請一經接納，會違反接納 閣下申請或 閣下地址所在地的司法權區的適用法律或其他法律、規則或法規；
- 承銷協議未能成為無條件；或
- 香港承銷協議及/或國際承銷協議根據其各自的條款終止。

退還 閣下的款項

倘 閣下基於(但不限於)上述任何原因而未獲任何香港發售股份，本公司將退還 閣下的申請股款，包括有關的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費，惟不會就此支付利息。如 閣下的申請僅部分獲接納，本公司會將 閣下申請股款中的有關部分(包括有關的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費)不計利息退還予 閣下。如最終釐定的發售價低於申請時所繳付的初始發售每股股份15.34港元(不包括有關的經紀佣金、證監會交易徵費及聯交所交易費)，本公司將不計利息退還多收申請股款，連同多收申請股款應佔相關的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費。退還日期前有關股款產生的所有應計利息歸本公司所有。閣下退還的申請股款(如有)將於2011年6月2日(星期四)根據招股章程所述的各種協議作出。退還支票將會以劃線註明「只准存入抬頭人賬戶」退還予 閣下或屬聯名申請人，則退還予 閣下申請表格上排名首位的申請人。閣下所提供的香港身份證號碼/護照號碼或 閣下或屬聯名申請人，則排名首位申請人的香港身份證號碼/護照號碼的一部分，或會列印在退還支票(如有)上。有關資料亦會轉交第三方支付用途。閣下將退還支票現現前，銀行或會要求查證 閣下的香港身份證號碼/護照號碼。未有準確填妥 閣下的香港身份證號碼/護照號碼，或會導致退還支票延遲兌現或退還支票無效。本公司擬作出特別努力，以儘量避免在退還申請股款時(如適用)出現不必要的延誤。如 閣下申請認購1,000,000股或以上香港發售股份並在申請表格上表明擬前往香港中央證券登記有限公司領取退還支票(如適用)，並已提供 閣下申請表格所需的所有信息， 閣下可在2011年6月2日(星期四)或本公司於報章上公佈發送退還支票的其他地點或日期當日上午九時正至下午一時正期間，前往位於香港灣仔皇后大道東183號合和中心17樓1712-1716號的香港中央證券登記有限公司，親自領取退還支票。倘 閣下為選擇親自領取退還支票的個人申請人，則 閣下不可授權任何其他人士代表 閣下領取。倘 閣下為選擇親自領取退還支票的公司申請人，則 閣下必須由 閣下的授權代表人帶同蓋上 閣下公司印章的授權書領取。個人及公司授權代表人(如適用)須於申請時出示香港證券登記處所接受的身份證明文件。如 閣下未在指定領取時間內親自領取退還支票，則退還支票將會以普通郵遞方式寄往本申請表格上所示地址，郵遞風險概由 閣下自行承擔。如 閣下申請認購1,000,000股以下香港發售股份或倘 閣下申請認購1,000,000股或以上香港發售股份，但並沒有在申請表格上表明擬親自領取退還支票，則 閣下的退還支票將於2011年6月2日(星期四)，以普通郵遞方式寄往 閣下申請表格上所示地址，郵遞風險概由 閣下自行承擔。

香港結算代理人提出的申請

如本申請表格乃由香港結算代理人代表發出電子認購指示申請認購香港發售股份的人士簽署，則本申請表格與招股章程不符的條文將不適用，且以招股章程所述者為準。在不限制此段一般應用的前提下，本申請表格的以下部分在香港結算代理人作簽署的情況下並不適用：

- 第一頁所載的所有保證，惟第一項有關根據招股章程及本申請表格的條款及條件申請認購香港發售股份的保證及受公司章程規限者除外；
- 第一頁的「警告」；
- 「倘 閣下為代名人」；
- 「僅可為 閣下本身的利益提交一份申請(為 閣下及任何聯名申請人)」；
- 「填妥及提交本申請表格的效用」一節所有陳述及保證，惟首兩項有關申請人簽名登記香港發售股份及簽署致令申請人登記成為所申請認購香港發售股份持有人的文件除外；
- 「倘 閣下成功申請認購香港發售股份(全部或部分)」；
- 「閣下不獲配發香港發售股份的情況」；及
- 「退還 閣下的款項」。

申請程序

- 按照下表計算 閣下擬認購的香港發售股份數目所應付的認購申請項。閣下申請認購的股數最少為400股香港發售股份。申請認購股數須為下表所列的其中一個數目。申請任何其他數目香港發售股份概不會被接受且該等申請將被拒絕。閣下最多可申請認購的香港發售股份數目為38,000,000股。閣下須於申請時繳付每股香港發售股份15.34港元的最高發售價，另加1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費。下表載列申請認購若干香港發售股份數目的應付股款總額。
- 請填妥及簽署本申請表格。本公司僅納親筆簽名。
- 每份申請均須附帶一張支票或一張銀行本票。
- 閣下的支票或本票須釘於本申請表格上。閣下必須以一張支票或一張銀行本票支付所申請認購香港發售股份的股款。該支票必須：
 - 為港元支票；
 - 由 閣下在香港開設的港元銀行賬戶開出；
 - 顯示 閣下的賬戶名稱，而該賬戶名稱必須預印在支票上，或由有關銀行授權簽署的人士在該支票的背面背書。該賬戶名稱必須與 閣下於表格上的姓名相同。如屬聯名申請，則該賬戶名稱必須與排名首位申請人的姓名相同；
 - 註明抬頭人為「工銀亞洲代理人有限公司-美高梅中國公開發售」；
 - 劃線註明「只准存入抬頭人賬戶」；及
 - 不得為期票。倘 閣下的支票屬下列情況，則 閣下的申請將不獲接納：
 - 未能符合上述所有規定；或
 - 首次過戶不獲兌現。如以銀行本票付款，該銀行本票必須：
 - 為港元支票；
 - 由香港持牌銀行發出，並由發出本票的銀行授權人在銀行本票背面簽署以核證 閣下姓名。銀行本票背面所示姓名必須與申請表格所示姓名相同。如屬聯名申請，則銀行本票背面所示姓名必須與排名首位申請人的姓名相同；
 - 註明抬頭人為「工銀亞洲代理人有限公司-美高梅中國公開發售」；
 - 劃線註明「只准存入抬頭人賬戶」；及
 - 不得為期票。如 閣下的銀行本票不符合上述所有規定，則 閣下的認購申請可能不獲接納。

- 請將本申請表格，對摺一次，然後投入下列任何分行的特設的收集箱內：
 - (a) 中國工商銀行(亞洲)有限公司
 - 香港島 分行名稱：中環分行 地址：皇后大道中9號1字樓
 - 九龍 灣仔分行 地址：灣仔軒尼詩道117-123號
 - 尖沙咀 尖沙咀東分行 地址：尖沙咀漆咸道南39號鐵路大廈地下B舖
 - 新界 旺角分行 地址：旺角彌敦道721-725號華比銀行大廈地下
 - 葵芳分行 地址：葵芳葵涌廣場2字樓C63A-C66號舖
 - 沙咀道分行 地址：葵涌沙咀道297-313號翠安大廈地下4號舖

個人資料

收集個人資料聲明

香港法例第486章《個人資料(私隱)條例》(「《條例》」)的主要條款已於1996年12月20日在香港生效。此項收集個人資料聲明是向股份申請人和持有人說明有關本公司及其香港證券登記處在個人資料和《條例》方面的政策和慣例。

1. 收集 閣下個人資料的原因

證券申請人或證券登記持有者以自己的名義申請認購證券或轉讓或受讓證券時或尋求香港證券登記處的服務時，須不時向本公司及其香港證券登記處提供其最近的準確個人資料。未能提供所要求的資料可能導致 閣下申請證券被拒絕或延遲，或本公司或其香港證券登記處無法落實轉讓或提供服務。此舉也可能妨礙或延遲登記或轉讓 閣下成功申請認購的香港發售股份及/或發送股票及/或發送 閣下應得的退還支票。如提供的個人資料有任何錯誤，證券持有人須立即通知本公司和香港證券登記處。

2. 目的

申請人及證券持有人的個人資料可以作以下目的使用、持有及/或保存(以任何方式)：

- 處理 閣下的申請及退還支票(如適用)及核實其是否符合本申請表格及招股章程載列的條款和申請程序，以及公佈香港發售股份的分配結果；
- 遵守香港及其他地區的一切適用法律法規；
- 登記新發行證券或以證券持有人的名義(包括以香港結算代理人名義(如適用))轉讓或受讓證券；
- 存置或更新本公司證券持有人的名冊；
- 核實或協助核實簽名，任何其他核實或交換信息；
- 確立本公司證券持有人的受益權利，如股息、供股和紅股等；
- 分發本公司及其附屬公司的通訊；
- 編製統計信息和股東資料；
- 根據法律、規則或法規進行披露(無論法定或其他)；
- 披露有關信息以便就權益索賠；及
- 與上述有關的任何其他附帶或相關的目及/或使本公司及其香港證券登記處能履行對證券持有人及/或監管者承擔的責任及/或證券持有人不時同意的任何其他目的。

3. 個人資料的轉送

本公司和其香港證券登記處持有的關於證券申請人及持有人的個人資料將會保密，但本公司和其香港證券登記處可以在為達到上述目的或當中任何目的的必要的情況下，作出他們認為必要的查詢以確認個人資料的準確性，尤其為他們或向下列任何人士和實體或與下列任何及全部人士和實體互相披露、取得或轉送(無論在香港境內或境外)證券申請人及證券持有人的個人資料：

- 本公司或其各自指定的代理，如財務顧問和收款銀行；
- 香港結算及香港結算代理人，他們將會就中央結算系統的運作使用個人資料(倘申請人要求將香港發售股份登記存於中央結算系統)；
- 任何向本公司及/或香港證券登記處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；
- 聯交所、證監會及任何其他法定、監管或政府機關；及
- 證券持有人與其進行或擬進行交易的任何其他人士或機構，如他們的銀行、律師、會計師或股票經紀等。

4. 查閱和更正個人資料

《條例》規定，證券申請人及持有人有權確定本公司或其香港證券登記處是否持有其個人資料，並有權索取有關該資料的副本並更正任何不準確資料。根據《條例》，本公司和其香港證券登記處有權處理任何查閱資料的要求收取合理的費用。所有查閱資料或更正資料的要求或查詢有關政策及慣例以及持有資料種類的要求，均須根據招股章程「公司信息」一節所披露的或不時按適用法例獲知會的註冊地址送交本公司的公司秘書或送交本公司的香港證券登記處私隱監管人員。如 閣下簽署本申請表格，即表示 閣下同意上述各項。

如 閣下簽署本申請表格，即表示 閣下同意上述各項。

(b) 渣打銀行(香港)有限公司

香港島	分行名稱	地址
	德輔道中88號分行	中環德輔道中88號
	銅鑼灣分行	銅鑼灣怡和街38-40A號怡華大廈地下
九龍	觀塘分行	觀塘裕民坊1A號舖
	旺角分行	旺角彌敦道617-623號地下B舖、一樓及二樓
新界	大埔分行	大埔大埔墟廣福道23及25號
	沙田新城市分行	沙田新城市廣場一期215至223號舖

(c) 中國銀行(香港)有限公司

香港島	分行名稱	地址
	中環大度分行	花園道1號3樓
	中環永安集團大廈分行	德輔道中71號
	太古城分行	太古城海星閣G1006號舖
九龍	黃埔花園分行	紅磡黃埔花園第一期商場G8B號舖
	油麻地分行	油麻地彌敦道471號
新界	元朗青山道分行	元朗青山公路162號

(d) 交通銀行股份有限公司香港分行

香港島	分行名稱	地址
	香港分行	中環畢打街20號
	北角支行	英皇道442-444號
九龍	觀塘支行	康寧道55號康寧閣地下A舖
	大埔支行	龍翔道136號龍翔廣場一樓127-129號舖
新界	將軍澳支行	新都城廣場一期253-255號舖
	沙灣支行	沙咀道328號寶石大廈太平興業廣場地下G9B-G11號舖

- 閣下可於下列時間內遞交申請表格：
 - 2011年5月23日(星期一)：上午九時正至下午五時正
 - 2011年5月24日(星期二)：上午九時正至下午五時正
 - 2011年5月25日(星期三)：上午九時正至下午五時正
 - 2011年5月26日(星期四)：上午九時正至中午十二時正

- 閣下遞交申請表格的截止時間為2011年5月26日(星期四)中午十二時正。本公司將於香港在2011年5月26日(星期四)上午九時正至中午十二時正內任何時間發出下列警告訊號：
 - 八號或以上熱帶氣旋警告訊號；或
 - 「黑色」暴雨警告訊號。將不會開始辦理申請登記。認購申請登記將改為在上午九時正至中午十二時正期間任何時間並無在香港發出上述警告訊號的下一個營業日上午十一時四十五分至中午十二時正期間內進行。「營業日」指除星期六、星期日或香港公眾假期以外的日子。

- 本公司保留權利將所有或任何認購申請項項下，惟 閣下的支票或銀行本票將不會於2011年5月26日(星期四)中午十二時正前過戶。本公司不會向 閣下發出付款收據。本公司將保留 閣下申請股款的任何應計利息。本公司亦有權在 閣下的支票或銀行本票過戶之前保留任何股票及/或任何多收的申請股款或退還款。

可供申請認購的股份數目及款項

申請認購的香港發售股份數目	申請時應付款項 港元	申請認購的香港發售股份數目	申請時應付款項 港元	申請認購的香港發售股份數目	申請時應付款項 港元	申請認購的香港發售股份數目	申請時應付款項 港元
400	6,197.85	20,000	309,892.54	300,000	4,648,388.16	7,000,000	108,462,390.40
800	12,395.70	24,000	371,871.05	400,000	6,197,850.88	8,000,000	123,957,017.60
1,200	18,593.55	28,000	433,849.57	500,000	7,747,313.60	9,000,000	139,451,644.80
1,600	24,791.41	32,000	495,828.07	600,000	9,296,776.32	10,000,000	154,946,272.00
2,000	30,989.25	36,000	557,806.58	700,000	10,846,239.04	20,000,000	309,892,544.00
2,400	37,187.10	40,000	619,785.09	800,000	12,395,701.76	30,000,000	464,838,816.00
2,800	43,384.96	50,000	774,731.36	900,000	13,945,164.48	38,000,000 ⁽¹⁾	588,795,833.60
3,200	49,582.80	60,000	929,677.63	1,000,000	15,494,627.20		
3,600	55,780.66	70,000	1,084,623.90	2,000,000	30,989,254.40		
4,000	61,978.51	80,000	1,239,570.18	3,000,000	46,483,881.60		
8,000	123,957.02	90,000	1,394,516.45	4,000,000	61,978,508.80		
12,000	185,935.52	100,000	1,549,462.72	5,000,000	77,473,136.00		
16,000	247,914.03	200,000	3,098,925.44	6,000,000	92,967,763.20		

⁽¹⁾ 閣下可申請認購的香港發售股份最高數目。