

Hong Kong Public Offering – White Form eIPO Service Provider Application Form 香港公開發售 – 白表 eIPO 服務供應商申請表格

Please use this Application Form if you are a White Form eIPO Service Provider and are applying for Hong Kong Offer Shares on behalf of underlying applicants.

倘閣下為白表 eIPO 服務供應商，並代表相關申請人申請認購香港發售股份，請使用本申請表格。



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%證監會交易徵費及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

Please read carefully the prospectus of MGM China Holdings Limited (the “Company”) dated Monday, May 23, 2011 (the “Prospectus”) (in particular, the sections on “How to Apply for the Hong Kong Offer Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meaning when used in this Application Form unless defined herein.

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.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the paragraph headed “Documents Delivered to the Registrar of Companies” in “Appendix VIII – Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection” in the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance of Hong Kong (Chapter 32 of the laws of Hong Kong) (the “Companies Ordinance”). The Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Offer 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 Hong Kong Offer Shares for sale or subscription in the United States. The Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “US Securities Act”) and may not be offered or sold except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. The Hong Kong Public Offering of the Hong Kong Offer Shares will not be made in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions. By accepting the terms in this Application Form and the Prospectus, you acknowledge and agree to the following restrictions: this Application Form and the Prospectus, or any copy thereof, may not be taken or transmitted into the United States or any of its territories or possessions or distributed, directly or indirectly, in the United States or to any employee or affiliate of the recipient located therein.

Your attention is drawn to the paragraph headed “Personal Data” in the section “How to Apply for the Hong Kong Offer Shares” in the Prospectus which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

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

在填寫本申請表格前，請仔細閱讀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») (尤其是招股章程「如何申請認購香港發售股份」一節)及刊於本申請表格背面的指引。除另有界定者外，本申請表格所使用的詞彙與招股章程所界定者具相同涵義。

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所»)及香港中央結算有限公司(「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。

本申請表格連同各份白色及黃色申請表格、招股章程及招股章程附錄八—送呈香港公司註冊處處長及備查文件(內[送呈公司註冊處處長的文件]一段所列明的其他文件，已遵照(香港法例第32章)香港《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登記。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。

本申請表格或招股章程所載者概不構成提出出售要約或招攬他人要約購買香港發售股份，而在任何作出有關要約、招攬或出售即屬違法的司法權區內，概不得出售任何香港發售股份。本申請表格及招股章程不得於美國境內直接或間接派發，而此項申請亦不在美國出售或認購香港發售股份的要約。香港發售股份並無及將不會根據1933年《美國證券法》(經修訂)(《美國證券法》)登記，除根據登記或獲豁免(《美國證券法》)的登記規定外，概不可供提呈發售或出售。香港公開發售的香港發售股份將不會在美國提呈發售。

在任何根據有關法例不得發送、派發或複製本申請表格及招股章程的任何司法權區內，本申請表格及招股章程概不得以任何方式發送或派發或複製(全部或部分)。本申請表格及招股章程僅提供予閣下本人。概不得發送或派發或複製本申請表格或招股章程的全部或部分。如未能遵守此項指令，可能違反《美國證券法》或其他司法權區的適用法律。閣下一經接納本申請表格及招股章程的條款，即確認及同意遵守以下限制：本申請表格及招股章程或其任何副本不得攜進或傳送至美國或其任何領地或屬地，亦不得直接或間接在美國或向位於美國的收件人的任何員工或聯繫人士派發。

閣下敬請留意招股章程「如何申請認購香港發售股份」一節「個人資料」一段，當中載有本公司及其香港證券登記處有關個人資料及遵守《個人資料(私隱)條例》的政策及慣例。

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

We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for White Form eIPO Applications submitted via banks/stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our White Form eIPO services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

我們確認我們已(i)遵照電子公開發售指引及通過銀行/股票經紀遞交白表 eIPO 申請的運作程序以及我們就香港公開發售提供白表 eIPO 服務的所有適用法律及規例(法定或其他)；及(ii)閱讀招股章程及本申請表格所載的條款和條件及申請程序，並同意受其約束。為代表與本申請有關的各相關申請人作出申請，我們：

- apply for the number of Hong Kong Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Articles of Association;
- enclose payment in full for the Hong Kong Offer Shares applied for, including 1% brokerage, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- 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 this application;
- authorize the Company to place the name(s) of the underlying applicant(s) on the register of members of the Company as the holder(s) of any Hong Kong Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form and the Prospectus) to send any Share certificate(s) (where applicable) by ordinary post at that underlying applicant's own risk to the address stated in this Application Form in accordance with the procedures prescribed in this Application Form, the designated website for the White Form eIPO Service Provider at www.eipo.com.hk and in the Prospectus;
- request that any e-Refund payment instructions be despatched to the application payment account where the applicants had paid the application monies from a single bank account;
- request that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies;
- confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form, the designated website for the White Form eIPO Service Provider at www.eipo.com.hk and in the Prospectus and agrees to be bound by them;
- represent, warrant and undertake that the allotment of or application for the Hong Kong Offer Shares to the underlying applicants or by underlying applicants or for whose benefit this application is made would not require the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Joint Sponsors to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
- 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; and
- agree that the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Joint Sponsors (and their respective agents) and other parties involved in the Global Offering are entitled to rely on any warranty or representation made by you or the underlying applicants.

- 按照招股章程及本申請表格的條款及條件，並在公司章程規限下，申請以下數目的香港發售股份；
- 夾附申請認購香港發售股份所需的全數款項(包括1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費)；
- 確認相關申請人已承諾及同意接納該等相關申請人根據本申請所申請的香港發售股份，或該等相關申請人根據本申請獲分配的任何較少數目的香港發售股份；
- 明白 貴公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人及聯席保薦人將依賴該等聲明及陳述，以決定是否就本申請分配任何香港發售股份；
- 授權 貴公司將相關申請人的姓名/名稱列入 貴公司股東名冊內，作為任何將配發予相關申請人的香港發售股份的持有人，並(在符合本申請表格及招股章程所載的條款及條件的情況下)根據本申請表格、白表 eIPO 服務供應商的指定網站 www.eipo.com.hk 及招股章程所載程序按本申請表格上所示地址以普通郵遞方式寄發任何股票(如適用)，郵誤風險概由該相關申請人自行承擔；
- 要求把任何電子退款指示發送到以單一銀行戶口繳交申請股款的申請付款賬戶內；
- 要求任何以多個銀行戶口繳交申請股款之申請人的退款支票以相關申請人為抬頭人；
- 確認各相關申請人已細閱本申請表格、白表 eIPO 服務供應商的指定網站 www.eipo.com.hk 及招股章程所載的條款與條件及申請程序，並同意受其約束；
- 聲明、保證及承諾向相關申請人或由相關申請人或為其利益而提出本申請的人士配發或申請認購香港發售股份，不會要求 貴公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人及聯席保薦人須遵從香港以外任何地區的法律或法規的任何規定(不論是否具有法律效力)；
- 同意本申請、任何對本申請的接納以及因此訂立的合同，將受香港法例規管及按其詮釋；及
- 同意 貴公司、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人及聯席保薦人(及其各自的代理)及參與全球發售的其他各方均有權依賴 閣下或相關申請人作出之任何保證或陳述。

Signature
簽名：

Date
日期：

Name of applicant
申請人姓名：

Capacity
身份：

2 We, on behalf of the underlying applicants, offer to purchase 我們(代表相關申請人)提出認購

Total number of Shares 股份總數

Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form.
香港發售股份(代表相關申請人，其詳細資料載於連同本申請表格遞交的唯讀光碟)

3 Total number of cheques 支票總數
are enclosed for a total sum of 其總金額為
HKS
港元

cheque(s)
張支票

Cheque number(s)
支票編號

4 Please use BLOCK letters 請用正楷填寫

Name of White Form eIPO Service Provider 白表 eIPO 服務供應商名稱		
Chinese Name 中文名稱	White Form eIPO Service Provider ID 白表 eIPO 服務供應商編號	
Name of contact person 聯絡人士姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼
Address 地址	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	

For bank use 此欄供銀行填寫

